

**BY-LAWS
FOR
Yeastside Brewers**

A Non-Profit, Social Club of Homebrewers

**ARTICLE I
Club Formation**

- 1.1 **FORMATION.** The Members hereby form Yeastside Brewers, a non-profit, social club of homebrewers (hereinafter, the "Club") and hold it subject to the provisions of these By-Laws as currently in effect as of this effective date of May 30, 2012.
- 1.2 **NAME.** The name of the Club is Yeastside Brewers.
- 1.3 **TERM.** The Club shall continue for a perpetual period, unless and until any of the following occur:
- (a) The Member(s) whose combined vote as defined in Article 3.1 exceeds a 75 percent majority vote for dissolution; or
- (b) Any event which makes it unlawful for the purpose of the Club to be carried on by the Members.
- 1.4 **CLUB PURPOSE.** The purpose of the Club is to engage in the exploration, study and betterment of the crafts, arts and skills inherent to the homebrewing of beers, wines, meads, etc. and any other lawful activity associated therewith not prohibited to the Club by any applicable laws and regulations.
- 1.5 **GEOGRAPHICAL FOCUS OF ACTIVITIES.** The location of the geographical focus of activities of the Club shall be the area known as the greater Los Angeles area, including, but not limited to, the cities of Los Angeles, Glendale, Burbank, Pasadena, Santa Monica, Culver City and Beverly Hills, the San Fernando Valley, the San Gabriel Valley, East Los Angeles, and Los Angeles County generally.
- The geographical focus of activities may be changed, updated, expanded, or limited to include or exclude any location(s) that the Members may designate from time to time by plurality vote.
- 1.6 **ADMISSION OF MEMBERS.** Members may be admitted to the Club upon payment of yearly membership dues, signature of the Liability Waiver (a copy of which is attached hereto as Exhibit 3), and subject to the following items of this paragraph. The Club shall not discriminate against any Member or prospective Member or preclude granting

Member status to any individual based on race, color, sex, sexual orientation, or religion. The Club may, however, unilaterally deny or cancel membership to any Member or prospective Member who does not brew beer, wine or otherwise ferment any such beverage or food item at least twice per calendar year in their household or business. The Club may, at any time, make membership contingent upon the presentation of a fermented product to the members of the club at a monthly meeting or other Club event. Similarly, and notwithstanding the foregoing limitations, the Club may unilaterally revoke the membership of any Member or prospective Member for any reason by 75% majority vote of the Officers.

- 1.7 **VOTING & RATIFICATION.** The Club's ratification of these bylaws requires a simple majority vote in favor thereof by all members in good standing. Further proposed amendments to these bylaws are to be adopted by way of a vote of the Officers, the vote for which requires a quorum of at least 75% of Officers in good standing and 2/3 majority vote of those Officers in favor of the amendment. Accordingly, such further amendments must also thereafter be ratified by the Club's simple majority vote in favor thereof. The ratification of other non-amendment items can be had by simple majority vote by the Officers.

ARTICLE II

Club Funds, Accounts, and Property

- 2.1 **INITIAL CONTRIBUTIONS.** The Members initially shall contribute yearly membership dues to the Club. Every member must pay yearly membership dues, the amount of which is to be determined by the Club's Officers by December 31 of the preceding calendar year (See section 3.1, below). Such dues amounts shall be recorded in the cabinet's meeting minutes.
- 2.2 **ADDITIONAL CONTRIBUTIONS.** No Member shall be obligated to make any additional contribution to the Club's accounts. However, the sources of additional contributions to the Club's accounts are not limited to, but may come from optional and additional membership fees and contributions or donations. Members may directly donate additional monies to the Club's accounts on their own accord. The Club may fundraise for the purpose of furthering the Club's purposes, including, but not limited to, collecting funds to attend educational events, promoting charity, participating in homebrew competitions and festivals, and construction projects, including, but not limited to, serving stations, jockey boxes, banners and other such items. The Club may fundraise for the purpose of purchasing Club promotional property, including, but not limited to, banners, tasting glasses and hardware, and dispensing and serving hardware. The Club is a non-profit social organization, and any fundraising undertaken must conform with the limitations imposed by IRC § 501 *et seq.* for maintaining non-profit exempt status.
- 2.3 **CLUB PROPERTY.** Title to the Club's assets and property shall be held in the Club's name.

ARTICLE III
Officers & Members

- 3.1 **ANNUAL MEMBERSHIP DUES.** Every member must pay yearly membership dues to be in good standing with club membership. The amount of the membership dues is to be set by the Club's Officers before December 31 of every preceding calendar year. The Officers may exercise their discretion in setting the membership dues, and may, among other things, allow for a spousal discount. Dues must be paid by each member at the first monthly meeting of the calendar year, i.e., in January. New members that join later in the year, after January, may have their membership dues prorated at the discretion of the Officers. Non-payment of dues shall be grounds for revocation of membership status, and such power of revocation shall be exercised at the discretion of the Officers by way of a simple majority vote.
- 3.2 **MANAGEMENT OF THE CLUB'S AFFAIRS.** The name and contact information of each Officer is attached as Exhibit 1 of these By-Laws. The name and contact information of each Member is attached as Exhibit 2 of these By-Laws. Subject to the limitations on election of the President in Clause 3.4 below, by a simple majority vote of the Members of the Club, the Members shall elect so many Officers as the Members determine, but no fewer than the five as follows: President, Vice President, Treasurer, Administrative Coordinator, and Competition Coordinator. The elected Officers must be Members in good standing, i.e., membership dues paid, liability waiver signed, and homebrewing at least twice per calendar year.
- 3.3 **MEMBERS.** Members that are not Officers shall take no part whatsoever in the control, management, direction, or operation of the Club's affairs and shall have no power to bind the Club. The Officers may from time to time seek advice from the non-Officer Members, but they need not accept such advice, and at all times the Officers shall have the exclusive right to control and manage the Club. No Member shall be an agent of any other Member of the Club solely by reason of being a Member.
- 3.4 **POWERS AND LIMITATIONS OF OFFICERS.** The Managers are authorized on the Club's behalf to make all decisions as to (a) the purchase, sale, development, lease or other disposition of the Club's accounts and personal property; (b) the purchase or other acquisition of other any personal property; (c) the management of all or any part of the Club's accounts and personal property; and (d) the recruitment of volunteers and formation of sub-committees for the operation and management of the Club's activities. In the exercise of their Officer powers, the Officers are authorized by their majority vote to execute and deliver (a) all contracts and agreements covering or affecting the Club's property and assets; (b) all checks, drafts and other orders for the payment of the Club's funds; and (c) all other instruments of any other kind relating to the Club's affairs, whether like or unlike the foregoing. No Member may hold any Officer position or any combination of Officer positions for more than two (2) consecutive calendar years, and after holding such positions for two years, that Member may not hold any Officer position thereafter for a period of one (1) calendar

year. However, as a sole exception to the foregoing two (2) consecutive year limitation on Officer status, if a Member is elected to hold the Vice President position in their second consecutive year as an Officer, they may then hold office as President in their third consecutive year as an Officer of the Club. Nominations and Voting for Officers shall commence in November of the year preceding their term, and their terms shall begin in January of the year to which they are elected.

- 3.5 **PRESIDENT.** The President shall have primary responsibility for managing the operations of the Club and for effectuating the decisions of the Officers. The President shall also have the responsibilities of managing the Club's personal property, arranging for club meetings and locations, and sending out monthly Club newsletters and messages. The President will serve for a term of one year, notwithstanding a 75% majority vote of the remaining Officers to remove the President. The President must have served as Vice President for the preceding Calendar year. If the Vice President of the preceding year is unable or unwilling to hold office as President, a new President pro tempore may be elected by the Members to serve for that yearly period.
- 3.6 **VICE PRESIDENT.** The Vice President shall have the primary responsibility for effectuating duties delegated to the Vice President by the President from time to time. The Vice President shall also have the responsibility of acquiring and distributing style-of-the-month commercial beer samples. The Vice President will serve for a term of one year, notwithstanding a 75% majority vote of the remaining Officers to remove the Vice President. The Vice President will also serve as President for the calendar year following his or her term as President, notwithstanding a 75% majority vote of the remaining Officers to the contrary.
- 3.7 **TREASURER.** The Treasurer shall have the primary responsibility of keeping accurate financial books with respect to the Club's accounts. The Treasurer will also have the responsibility to collect and distribute funds as determined by 75% majority vote of the Officers, and managing the sale and inventory of club merchandise. The Treasurer will serve for a term of one year, notwithstanding a 75% majority vote of the remaining Officers to remove the Treasurer.
- 3.8 **ADMINISTRATIVE COORDINATOR.** The Administrative Coordinator shall have the primary responsibility of managing the various educational, social or collaborative homebrew activities and events. The Administrative Coordinator shall also have the primary responsibility of secretarial duties, such as recording meeting minutes and other such related duties. The Administrative Coordinator shall also have the responsibility of recruiting and managing any sub-committee charged with managing or setting up any such Club activity. The Administrative Coordinator will serve for a term of one year, notwithstanding a 75% majority vote of the remaining Officers to remove the Administrative Coordinator.
- 3.9 **COMPETITIONS COORDINATOR.** The Competitions Coordinator shall have the primary responsibility of executing the various homebrew competitions, including, but not limited to, any Club-Only Competitions and any sponsored or non-sponsored

competitions hosted by the Club. Accordingly, the Competitions Coordinator must be a certified BJCP judge. The Competitions Coordinator shall also have the responsibility of recruiting and managing any sub-committee charged with managing or setting up any Club-hosted competition. The Competitions Coordinator will serve for a term of one year, notwithstanding a 75% majority vote of the remaining Officers to remove the Competitions Coordinator.

3.10 **EXCULPATION.** Any act or omission of the Officers, the effect of which may cause or result in loss or damage to the Club or the other Members if done in good faith to promote the best interests of the Club, shall not subject the Officers to any liability to the Members.

3.11 **RECORDS.** The Officers shall cause the Club to keep the following records:

(a) A current list in alphabetical order of the full name and the last known contact details of each Member;

(b) A copy of the Charter and the By-Laws and all amendments;

(c) Copies of the Club's federal, state and local registration and tax records, if any, for the three most recent years;

(d) Copies of any financial statements of the Club for the three most recent years.

ARTICLE IV

Bookkeeping

4.1 **BOOKS.** The Officers shall maintain complete and accurate books of account of the Club's affairs. This responsibility will primarily lie with the Treasurer, and secondarily with the remaining Officers. Such books shall be kept on such method of accounting as the Officers shall select. The Club's accounting period shall be the calendar year.

4.2 **CLUB ACCOUNTS.** The Officers shall maintain a capital and distribution account for the Club. This account shall consist of initial capital contribution from Member's annual dues, and increased by any additional capital contribution made by any respective Member or non-Member, and decreased by costs incurred by the Club.

4.3 **REPORTS.** The Managers shall close the books of account after the close of each calendar year, and shall prepare and send to a statement of income and expense for income tax reporting purposes or if requested by an Officer.

These By-Laws are entered into and shall become effective as of December 1, 2012 by and among the Club and the persons executing these By-Laws as Officers. It is the Officer's express intent to create a non-profit, social club in accordance with applicable law, as currently written or subsequently amended or redrafted.

The undersigned hereby agree, acknowledge, and certify that the foregoing By-Laws are adopted and approved by the Officers on behalf of the Club, the agreement consisting of nine (9) pages, constitutes, together with Exhibit 1 and Exhibit 2 and Exhibit 3, adopted by the members as of December 1, 2012.

Officers:

Signature
Role: _____

Printed Name: _____

Signature
Role: _____

Printed Name: _____

Signature
Role: _____

Printed Name: _____

Signature
Role: _____

Printed Name: _____

Signature
Role: _____

Printed Name: _____

Signature
Role: _____

Printed Name: _____

EXHIBIT 1

BY-LAWS

FOR

Yeastside Brewers

LISTING OF OFFICERS

As of the 1st day of December, 2012, the following is a list of Officers of the Club:

Name: Josh Jensen **Role:** President

Email: joshjensen42@gmail.com

Name: Jerl Leutz **Role:** Vice President

Email: jerlleutz@gmail.com

Name: Danny Exum **Role:** Treasurer

Email: dannyancient@gmail.com

Name: Kyle Hertler **Role:** Administrative Coordinator

Email: kylehertler@gmail.com

Name: Jeff Koehler **Role:** Competitions Coordinator

Email: jkoehler@earthlink.net

Name: Joey Espinosa **Role:** Beer Ninja

Email: jtjt9999@gmail.com

Authorized by Member(s) to provide Member Listing as of this 1st day of December, 2012.

Signature of Member

Signature of Member

Signature of Member

Signature of Member

Signature of Member

Signature of Member

EXHIBIT 2

By-Laws FOR Yeastside Brewers

MEMBERSHIP ROSTER

Each individual in good membership standing is listed as follows (separate sheets may be attached):