

# Bylaws of the Central Arkansas Fermenters

## Article One — Name of Organization

The name of this organization shall be the Central Arkansas Fermenters. It shall be herein after referred to as the CAF in all instances both public and private.

## Article Two — Purpose and Goals

1. CAF will operate as a not-for-profit organization, in accordance with all applicable state and federal regulations.
2. The mission of CAF is to provide education to enhance the awareness for the understanding of the art, science, and craft underlying the at home brewing of beer, ciders, wines, as well as other fermented beverages throughout the Central Arkansas region, using that craft to enrich the communities in which we live.
3. The objectives of CAF are as follows:
  - a. To provide educational activities that share information on brewing and fermenting techniques, based upon both professional and scientific knowledge as well as shared knowledge and experience; ☐
  - b. To promote the hobby of at home brewing of beer, ciders, wines, and other fermented beverages.
  - c. To engage in and subsidize social activities designed to foster the foregoing purposes of the organization as limited by the laws. In furtherance of the objectives, and in accordance with the powers conferred by its Certificate of Incorporation, the CAF may collect membership dues, admission fees, gratuities, and bequests: may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general, exercise all the powers granted by corporate law in the State of Arkansas.

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- d. To promote the responsible consumption of alcoholic beverages.

## Article Three — Membership

1. Standard Membership is open to all interested persons over 21 years of age, without discrimination. Membership is required to participate in any of the CAF activities. The Board of Officers will determine the dollar amount of dues which may be a requisite of membership. Dues are payable when a person joins the CAF, and after that, yearly, at the membership meeting in February. The fiscal year for the CAF begins January 1st and ends December 31st of the same year. Membership of six (6) weeks is required to vote or nominate someone for elected office (except for the inaugural Board of Officers). Dues will be considered to have been paid when the Treasurer, a Board member, or a duly appointed representative of the Board has received them.
2. Voting members of CAF shall have the right to vote upon issues pertaining to the organization. See Article Six.
3. No member shall receive compensation for services rendered to the club except as otherwise approved by the Board of Officers of the club. A club member may be reimbursed for reasonable expenses incurred on behalf of the association, if approved by the Board of Officers.
4. The memberships available within CAF are as follows:
  - a. Memberships with voting rights and ability to hold office:
    - i. Standard Membership –any eligible person(s) as stated above.
    - ii. Lifetime Achievement Membership – awarded to one (1) individual per year who has been nominated by a CAF member with an application submitted to the Secretary. Nominees will be chosen based on merit and contributions to CAF.
  - b. Memberships without voting rights or ability to hold office:
    - i. Sponsor Membership – appointed by the board to any person(s) that has contributed value to the club. This membership is valid for one (1) year and is renewable at the Board of Officer’s discretion. There is no limit to the number of sponsor memberships that can be awarded, which is also at the discretion

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of the Board of Officers.

- ii. Honorary Membership – appointed to a person(s) by the Board of Officers for the time of one (1) year. This membership is awarded to a person(s) who has been nominated by an existing CAF member for specific reasons or services in relation to CAF. There is no limit of honorary memberships that can be awarded but is at the discretion of the Board of Officers.

Membership shall not be denied to any individual on the basis of gender or ethnic identity nor national origin.

## **Article Four — Meetings**

1. The regular meetings of the CAF shall be held on the second Thursday of each month, or on another day if approved by the Board of Officers depending on the schedule of the venue CAF will be using that month or the activity scheduled by the CAF.
2. The annual year-end review meeting of the CAF shall be held on the second Thursday of January each and every year except if such day be a legal holiday. In that event, the Board of Officers shall fix the day, but it shall not be more than two weeks from the second Thursday of January. The Secretary shall cause to be sent to every member in good standing a notice telling the time and place of the annual meeting. The primary purpose of this meeting shall be to select new officers.
3. The presence of not less than ten percent (10%) of the members shall constitute a quorum and shall be necessary to conduct the business of the CAF but a lesser number may adjourn the meeting for a period of not more than six (6) weeks from the date scheduled by these Bylaws and the secretary shall cause notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called.
4. Special meetings of the CAF may be called by the President when it is deemed necessary for the best interest of the CAF. Notice of such meetings shall be sent to all members at least five (5) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such

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meeting has been called, the business to be transacted at such meeting and by whom called.

5. At the request of two (2) members of the Board of Officers or ten (10) members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.
6. No business but that specified in the notice may be transacted at special meetings without the unanimous consent of all the members present at the meeting.
7. All notices may be sent by mail, email, on the club website or other media that will reach the membership as determined by the Board of Officers.
8. The business part of the meeting shall be conducted under Robert's Rules of Order. This should include a discussion of old business, new business, reports of committees, and reports of officers. All discussions held and decisions made during the meeting shall be recorded by one of the officers present or a member delegated to do so by an officer.

## **Article Five — Officers**

1. The CAF shall be governed by a Board of Officers consisting of the following elected positions:
  - a. President
  - b. First Vice President of Education
  - c. Second Vice President of Social Activities
  - d. Third Vice President of Competitions
  - e. Secretary
  - f. Treasurer
  - g. Past President
2. The Board of Officers is responsible for the overall policy and direction of the organization, and will delegate responsibility for day-to-day operations. The board receives no compensation other than reasonable expenses. The Board of Officers shall not pay dues during the term(s) in which they hold office.

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The Board of Officers shall meet at least monthly, at an agreed upon time and place. Meetings will be held in accordance with Robert's Rules of Order.

3. The voting membership of the CAF shall elect six (6) members to serve as officers at each annual meeting in January via a direct democratic vote. Candidates shall be nominated by either themselves or any member of the club for any position up to the start of voting, day of. These officers consist of: President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. These officers will comprise the Board of Officers. If a candidate is presented for more than one officer position, that candidate will have freewill to choose his or her singular preferred position for the election. The elected officers will operate the club from February 1<sup>st</sup> to the following January 31<sup>st</sup>. Officers shall not serve more than two (2) consecutive terms in the same position.
4. Candidates for office must meet the following requirements:
  - a. Hold a valid driver's license
  - b. Over 21 years of age
  - c. Club dues paid for current year
  - d. Held CAF membership for a period of no less than 12 months
  - e. Understand the necessary time needed to accomplish the task of an office
5. The office of Past President shall be filled by the person who has most recently completed a term as President. Should said person be unable to fill the office of Past President, the office may be filled by a former President selected by the remaining members of the Board of Officers. If no former President is available, then the office may be filled by any member selected by the Board of Officers.
6. The responsibilities of the officers shall be:
  - a. The President shall preside at all membership meetings, serve as chairperson of the Board of Officers, present at each annual meeting a report of the work of the organization, see that all books, reports and certificates as required by law are properly kept or filed and have such powers as may be reasonably construed as belonging to the Chief Executive of any organization. The President should also be on the

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- signature list of the bank account along with the Treasurer.
- b. The First Vice President of Education shall be responsible for coordinating activities of the CAF that will train members regarding brewing techniques, Beer Judge Certification Program style guidelines, beer evaluation, BJCP judge training and other topics. The First Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become Acting President of the CAF, with all rights, privileges and powers as if he or she had been duly elected President.
  - c. The Second Vice President shall be responsible for securing the meeting place and directing all social activities held by the CAF.
  - d. The Third Vice President shall oversee club-sponsored competitions and be responsible for encouragement of member participation in homebrew competitions at the local, regional, and national levels.
  - e. The Secretary shall be responsible for taking the minutes of all CAF meetings and Board of Officer meetings, and sending notifications to members as directed by the Board of Officers. The Secretary shall also be the official custodian of the records of the CAF and shall also be responsible for maintaining the membership list.
  - f. The Treasurer shall have the care and custody of all monies belonging to the CAF and be solely responsible for such monies or securities of the organization. The Treasurer shall be listed on the signature list of the CAF bank account along with the President. All expenditures of the CAF shall be paid using a check or an official method of payment that is traceable by the bank. The Treasurer shall render to the Board of Officers a written account of the finances of the organization at each monthly Board of Officers meeting. A high level expenditure report will be given at each monthly meeting. Such account shall also be available to any club member upon request. The Treasurer shall exercise all duties incident to the office of Treasurer as deemed necessary by the Board of Officers.
  - g. The Past President shall serve as an advisor to the President as well as the Board of Officers, and is uniquely positioned to assist the Board of

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Officers in seeking future leaders and to encourage CAF members to run for future office or volunteer for committee positions.

7. Any officer or member may be removed by one of the following methods:
  - a. A unanimous vote of the other officers, or
  - b. A vote of the majority of the members in attendance at a regular monthly meeting. A request for a vote must be recommended by a club officer or by ten members of the CAF. A petition with the member signatures shall be presented to the Board of Officers at a regularly scheduled meeting of the Board of Officers with explanation of the reason for the request of removal. Notification to the membership that an election will be conducted on the removal of an officer must be sent to the membership no less than five days prior to the monthly meeting.
8. On the resignation of an officer, other than President, the remaining officers shall select a person to take the responsibility of the officer who has resigned. This person shall serve out the remainder of the resigned officer's term.
9. In the event the President is unable to complete their term of office, the First Vice President shall assume responsibilities of the office of President.

## **Article Six— Voting**

1. Election of Officers
  - a. Officers shall be elected once per year during the first meeting of January.
  - b. Printed ballots shall be provided for the election of officers and there will not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such a ballot.
  - c. The chairperson of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy physically affixed in the minute book to the minutes of that meeting.

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- d. No "Inspector of Election" shall be a candidate for office or shall be personally interested in the question being voted upon.
- e. Persons interested in serving as an officer shall submit their intent to the Secretary of the CAF. Any member may nominate someone as officer in the same manner.

## 2. Voting at Meetings

- a. The Board of Officers shall propose to the members the issues and topics to be voted on by the membership. Any member may petition to any officer for issues to be brought to a vote.
- b. Officers may vote on expenditures of \$500 or more. Expenditures of \$1,500 or more require membership approval. This excludes board approved expenses for large events.
- c. No individual who has obtained membership with CAF, or has had membership reinstated within the six (6) weeks prior, shall be eligible to vote.
- d. Any elected officer who is nominated for re-election shall have the number of terms served denoted on the ballot.

## Article Seven — Committees

- 1. Committees may be formed as deemed necessary by the Board of Officers or as recommended by the members at a regularly scheduled meeting.
- 2. The Board of Officers shall select the committee chairpersons who will preside over a standing committee of volunteer members each year:
  - a. Communications/Marketing Chairperson
  - b. Little Rocktoberfest Chairperson
  - c. Bylaws Committee Chairperson

## Article Eight — Amendments

Any voting member may petition for a change in the Bylaws. When changes are suggested, the petition must be presented in writing and submitted to the Bylaws committee two (2) weeks in advance of a regularly scheduled membership meeting. The proposed changes will be reviewed by the Bylaws committee and the



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petitioner will be invited to provide opportunity for clarification, if needed. The chair of the Bylaws committee will present the proposed changes at the membership meeting. The current membership will have the opportunity to review and vote on those changes provided a 30-day waiting period has been met. A vote of the majority of a quorum of the current members who are present at the meeting must approve a Bylaws change.

No set of Bylaws can cover all circumstances. In the event of an issue arising, which is not covered in these Bylaws, the issue will be decided upon on the basis of fairness, the good of the CAF, and common sense.

## **Article Nine – Liability**

Members and supporting organizations of CAF shall not be liable for the debts or obligations of CAF.

## **Article Ten – Dissolution**

CAF may be dissolved only with authorization by its Board of Officers given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. Upon dissolution or other termination of CAF, all remaining assets of CAF, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision; therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of CAF) as shall be chosen by the then existing Board of Officers of CAF.