

# Bylaws of the American Homebrewers Association

Ratified May 14, 2025  
Amended September 18, 2025

## Article I: Name and Purpose

1. Name: The name of the organization shall be American Homebrewers Association (“corporation”).
2. Purpose: This corporation is organized and shall be operated as a nonprofit business league under Section 501(c)(6) of the Internal Revenue Code, to promote the common business interests of individuals and organizations engaged in or supporting homebrewing, including by fostering community, education, and industry-wide best practices.

## Article II: Offices

1. Principal Office: The principal office of the corporation is located in the State of Colorado. The Board of Directors may from time to time change the corporation’s principal office as the affairs of the corporation may require, and the principal office need not be located in the State of Colorado.
2. Other Offices: The corporation may also have offices as the Board of Directors may from time to time determine or as the affairs of the corporation may require, and such other offices need not be located in the State of Colorado.

## Article III: Membership

1. Class of Membership: The corporation shall have one class of voting members (reference in these Bylaws to “members”).
2. Qualifications of Members: Each member must be an individual, who pays dues and satisfies any other requirements as may be determined by the Board of Directors.
3. Dues: Membership dues shall be established by the Board of Directors and may be changed from time to time. Dues must be paid in full to maintain membership status.
4. Rights of Members: Members shall have the right to vote only on matters expressly reserved to the members under these Bylaws, the Articles of Incorporation, or that must be submitted to the members as a matter of law. No member shall have any right to the property or assets of the corporation. Admission of a member itself shall not create a contract between the corporation and the member or create any rights under contract for the member.
5. Meetings of Members: Should the Board of Directors determine that an annual meeting will be held it shall be held at a time and place designated by the Board of Directors. Special meetings may be called by the Chair, the Board of Directors, or by a petition signed by ten percent of the members and delivered to the Chair.
6. Quorum: A quorum for a meeting of the members for the transaction of any business shall consist of three percent (3%) of the active members.

7. Termination of Membership: Memberships may be terminated by resignation, non-payment of dues, or by expulsion as provided in these bylaws. The corporation shall not purchase a membership that is terminated for any reason.
8. Disciplinary Action and Expulsion: A member may be expelled or suspended if the Board of Directors, by a vote of two-thirds, in good faith and in its reasonable discretion, determines that cause for expulsion or suspension exists. The Board of Directors may establish written procedures or policies establishing notice, timeline, and hearing requirements (which may be oral or in writing) concerning the expulsion or suspension of members, which shall provide for a fair and reasonable procedure that complies with the provisions of C.R.S. § 7-126-302. In the absence of such procedures or policies, the suspension or expulsion shall only be effective 30 days after written notice of the suspension or expulsion is provided to the member.

#### Article IV: Board of Directors

1. Number and Powers: The number of Directors shall be determined by the Board of Directors but in no case shall be less than five and no more than eleven. The Board is responsible for overall policy and direction of the corporation, and delegates responsibility for day-to-day operations to the staff and committees.
2. Election and Term of Office: Future Board of Directors shall be elected by the membership at a meeting called by the Board of Directors, or by written (including electronic) ballot pursuant to C.R.S § 7-127-109, as it may be amended or replaced. Whether the election of Directors occurs at a meeting or by written ballot shall be at the discretion of the Board of Directors. The Board of Directors alone may nominate candidates to be presented to the members for election, and shall present to the members at least one nominee to fill each vacancy on the Board of Directors. Each member shall have one vote for each vacancy, and a member may not vote more than once for any individual nominee. The nominees receiving the most votes from the members shall be elected to fill the vacancies. In the event of a tie, the Board of Directors, by a majority vote, shall select the nominee to be appointed. Each director shall serve staggered three year terms and may be re-elected no more than three consecutive times. At the time of the adoption of these Bylaws, the corporation's initial directors are [Shawna Cormier (Chair), Drew Beechum (Vice-Chair), Gregory Roskopf (Treasurer and Secretary)]. Notwithstanding anything to the contrary herein, the corporation's initial directors' initial terms shall end at the corporation's first election of Directors by the members, and such initial terms shall not count toward the maximum number of terms that a Director may serve.
3. Meetings: The Board shall hold at least one annual board meeting occurring at a time and place as determined by the Chair or virtually. The time and place may be fixed by resolution of the Board of Directors, in which case no advance notice of the meeting other than the passage of the resolution shall be required. Additional meetings may be convened by the Chair or at the request of any two Directors. The corporation shall provide a means for directors to connect to all meetings electronically by a means that allows all directors to participate and to hear all other participants, including by telephone or by web conference.

4. Quorum: A 51% board quorum must be present for business transactions to occur and motions to pass. If a quorum is not present, those present may adjourn and reconvene the meeting on a future date until a quorum is present.
5. Notice of Meetings: Notice of a meeting shall be provided to directors no less than seven and no more than one hundred days before the meeting. Notice may be given personally, by mail, or by email. Notice given personally is deemed effective when delivered. Notice by mail or by email is deemed effective when sent. A director who attends a meeting and does not object at the commencement of the meeting to defective notice or lack of notice waives any objection to the meeting or transaction of business at the meeting on the basis of defective or lack of notice.
6. Resignation: A director may resign at any time by giving written notice of resignation to the corporation. The resignation is effective when the notice is received by the corporation unless the notice specifies a later effective date. Such resignation does not affect the contract rights, if any, of the corporation or of the person so removed.
7. Removal: Any director elected by the Board of Directors may be removed with or without cause by a vote of at least 66% of the directors present at a meeting at which a quorum is present. Such removal shall require written notice of the removal to the Director and the corporation. Removal is effective when the notice is received by both the Director and the corporation unless the notice specifies a future effective date.

#### Article V: Officers

1. Officers: The officers of the corporation shall be a Chair, Vice Chair, Secretary/Treasurer, Chief Staff Executive.
2. Election and Term: Each Officer of the Corporation, with the exception of the Chief Staff Executive, shall be a member of the Board of Directors and elected by the Board of Directors annually at the first meeting of the Board following the annual meeting of the Board of Directors.
3. Duties: The duties of the officers are as follows:
  - Chair: The Chair shall convene regularly scheduled Board meetings, preside or arrange for other members of the executive committee to preside at each meeting. The Chair shall serve as president of the corporation.
  - Vice Chair: Act as a deputy for the Chair, taking on the Chair's duties in their absence, and potentially serving as a "Chair in waiting" or "Chair designate". Assist the Chair with tasks and responsibilities, ensuring smooth board operations.
  - Secretary/Treasurer: The Secretary/Treasurer shall be responsible for seeing that records of the Board of Directors are kept, including minutes at all board meetings, sending out meeting notices, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary/Treasurer shall make a financial report at a Board meeting at least quarterly. The Secretary/Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public as required by law and as directed by the board.

4. Resignation and Removal: An officer may resign at any time by giving written notice of resignation to the corporation. The resignation is effective when the notice is received by the corporation unless the notice specifies a later effective date. Any officer or agent elected may be removed at any time with or without cause by the Board of Directors or by an officer or officers authorized by the Board of Directors to do so. Such removal does not affect the contract rights, if any, of the corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.
5. Vacancies: A vacancy in any office, however occurring, may be filled by the Board of Directors, or by the officer or officers authorized by the Board of Directors for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Board of Directors, or officer or officers authorized by the Board of Directors, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Directors, or officer or officers authorized by the Board of Directors provide that the successor shall not take office until the effective date. In the alternative, the Board of Directors, or officer or officers authorized by the Board of Directors, may remove the officer at any time before the effective date and fill the resulting vacancy.

#### Article VI: Committees

1. Formation of Committees: The Board may create committees as needed and delegate authority to those committees subject to the limitations set forth in the Colorado Revised Nonprofit Corporation Act (including C.R.S. § 7-28-206(6)).
2. Executive Committee: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, or to take any action that, as a matter of law (including C.R.S. § 7-28-206(4)) is reserved for the Board of Directors, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, subject to the direction and control of the board of directors.

#### Article VII: Staff

1. Executive Director: The Board of Directors may hire an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall have general supervision of the administration of the business and affairs of the corporation, subject to the strategic direction of the Board.

#### Article VIII: Indemnification

2. General Provisions: The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct

in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the Director or officer was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the Director or officer, whether or not involving action in that person's official capacity, in which the officer or Director is ultimately adjudged liable on the basis that the Director or officer improperly received personal benefit. Indemnification under this Article in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Article.

3. Other Employees and Agents: The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Directors and officers, by adopting a resolution by a majority of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

#### Article IX: Documents and Records

1. Financial Statements: Upon the written request of any Director, the corporation shall mail to such Director its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
2. Corporation Records: The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, a record of all waivers of notices of meetings of the Board of Directors or any committee, and any other records required to be kept by the corporation under Colorado law.

#### Article X: Amendments

1. Amendments: These Bylaws may be amended or restated in their entirety by the affirmative vote of two-thirds of the Board of Directors, provided that any proposed amendment or restatement affecting the rights and privileges of the members shall only be effective upon a vote of the majority of the members at a meeting of the members or by written ballot pursuant to C.R.S § 7-127-109. Proposed amendments to or restatements of these Bylaws shall be presented to the Chair and, even if such amendment or restatement does not require the approval of the members, be presented to the members in writing to provide for a 21-day written comment period before the Board of Directors may adopt an amendment or restatement of these Bylaws.