

THE BYLAWS OF LEHIGH VALLEY HOMEBREWERS

PREAMBLE

Lehigh Valley Homebrewers (the “Club”) is a nonprofit educational organization dedicated to promoting the art and science of homebrewing and fermentation. The Club provides opportunities for individuals to learn about brewing techniques, recipe development, fermentation science, sensory evaluation, and the responsible appreciation of craft-brewed beverages including beer, cider, and mead.

Through educational meetings, demonstrations, competitions, and community outreach, the Club seeks to advance knowledge of brewing and fermentation while fostering a collaborative and supportive environment for individuals interested in these crafts.

These Bylaws are adopted to provide a clear governance structure to support the Club’s educational mission and to ensure the orderly and continuous operation of the organization for the benefit of its members and the community.

ARTICLE 1 - ORGANIZATION

SECTION 1 - NAME: The name of this Club shall be the “Lehigh Valley Homebrewers”, hereinafter referred to interchangeably as the Club or the LVHb.

SECTION 2 - PURPOSE: This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purposes of the corporation include, but are not limited to, providing education, instruction, and public programming related to homebrewing, fermentation science, beverage production processes, sensory evaluation, quality control, recipe development, and related technical skills; conducting classes, workshops, competitions, and public demonstrations; and fostering knowledge and appreciation of craft beverages through educational activities.

SECTION 3 - MEMBERS AND PARTICIPANTS: The Club shall be composed of Members and Participants as set forth in Article 2 below.

SECTION 4 - DISSOLUTION: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 2 - MEMBERS AND PARTICIPANTS

SECTION 1 - PARTICIPANTS: A Participant in the Club is any person 21 years of age or older who attends any Club function (as defined below) but does not meet the requirements for Membership set forth in Article 2, Section 2 below.

SECTION 2 - MEMBERS: Membership in the Club is open to any person 21 years of age or older who has paid their dues for the current year. The Officers have the authority to accept or reject any candidate for membership. Membership rejections should be confirmed unanimously by the Board of Directors.

SUBSECTION A - DUES: Annual Dues amount will be recommended by the Treasurer to cover base operating expenses for the upcoming year and approved by a majority vote of the full slate of Officers and Board of Directors. These expenses include club insurance and website and related fees. Dues should be reduced at the mid-year point. Any increase in dues more than 50% of prior year's dues amount must be confirmed by a majority in person member vote.

SECTION 3 - MEMBERSHIP TERM: The membership term extends from the date that a candidate for membership satisfies the Membership Requirements to March 31st of the following calendar year, assuming Dues are paid as set forth above.

SECTION 4 - MEMBERSHIP: While both Members and Participants may participate in most Club Functions, only Members may enjoy the benefits of those Club Functions designated by the Officers as Member-only events and Club Functions. (By way of example, not exclusion, Members will have right of first refusal to participate in Club Functions where the number of participants must be limited.)

SECTION 5 - MEMBERSHIP REVOCATION: Membership may be revoked by the Officers for failure to pay Dues, failure to comply with the Bylaws, violation of the Code of Conduct, or other conduct detrimental to the objectives and purposes of the Club. A vote of three out of the four Officers shall be required to revoke a membership.

SUBSECTION A – APPEAL: A Member whose membership has been revoked may request review of the decision by the Board of Directors. Upon such request, the Board of

Directors shall review the matter and may, by a majority vote, either uphold the revocation or reinstate the membership. The decision of the Board of Directors shall be final.

SECTION 6 - MEMBERSHIP REINSTATEMENT: Any Member whose membership was revoked under Article 2, Section 5 above may only be reinstated by a unanimous vote of the Officers.

ARTICLE 3 - OFFICERS

SECTION 1 - POSITIONS: The Officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer. Each of the Officers must be elected annually, as set forth below.

SECTION 2 - QUALIFICATIONS: Any Member who has been a Member for at least one (1) full calendar year may become an Officer. The Officers may waive this requirement when nominating a candidate.

SECTION 3 - ELECTION OF OFFICERS: The election of Officers will take place annually during the November regular Club meeting. Nomination of an individual for candidacy for a position as Officer may only be made by a Member, including the nominee himself or herself. Nominations must be made by communicating the nomination to any Officer in any manner and at any time up to the moment that the voting for the Officers begins. Candidates may be nominated for more than one office, but no Officer may serve in more than one elected position at the same time. Contested positions, positions with more than one candidate, will be voted by secret ballot. The winner of a contested election is the person who receives the most number of votes of those Members present and voting for that position. In the event of a tie in an election for a contested position, there shall be a re-vote. In the event that the re-vote for a contested position results in a tie, the remaining outgoing Officers shall elect the candidate by a three-quarters majority. The newly-elected Officers assume their duties at the conclusion of the December meeting.

SECTION 4 - TERMS: All Officers shall serve a term of one (1) year, subject only to the provisions of Article 3, Section 6 below.

SECTION 5 - VACANCY IN ELECTED OFFICE: When a vacancy in office exists, the remaining Officers may appoint a new Officer that meets the Officer qualifications set forth above to fill the vacant position temporarily. An Officer temporarily appointed to fill a vacant position shall be subject to election in accordance with Article 3, Section 3 above. Any member of the Board of Directors, as defined below, may serve as a temporary Officer. However, unless any such Director resigns his/her position on the Board of Directors, thereby rendering him/her eligible to hold an Officer position, any such Director must vacate the temporary appointment upon election of a new Officer, as set forth in Article 3, Section 3 above.

SECTION 6 - REMOVAL OF AN OFFICER: If an Officer does not meet the Membership Requirements while in office and/or has not performed or is unable or unwilling to perform his or her expected duties as set forth in Article 3, Section 7 below, or otherwise engages in any conduct

detrimental to the objectives and purposes of the Club, the remaining Officers may make a motion at a regular meeting of the Club to remove the offending Officer from office. A three-quarters majority vote of the Members present and voting at a regular meeting will be required to sustain the motion.

SECTION 7 - DUTIES: The duties of the Officers are as follows:

- **PRESIDENT:** The President shall be primarily responsible for the overall operation of the Club, the conduct of Club meetings and establishing the Club's agenda and event calendar. The President shall further ensure that all Members and Participants are adequately kept informed of Club information and events. The President shall provide a copy of all meeting minutes (member's newsletter) and agenda to the Club Secretary to publish to the Club Members and Participants.
- **VICE-PRESIDENT:** The Vice-President assists the President in all described duties and may have his/her own duties as selected by the President.
- **TREASURER:** The Treasurer shall ensure that all funds due to the Club are collected, be the custodian of all Club funds, and keep an accurate accounting of all monies received and disbursed. The Treasurer shall maintain the financial records of the Club in such a manner that they may be easily transferred to an incoming Treasurer. The Treasurer shall report on the current financial status of the Club at the President's request. The Treasurer will provide financial records to the Board of Directors for tax reporting purposes.
- **SECRETARY:** The Secretary shall record and maintain a file of all necessary Club correspondence. The Secretary will be responsible for maintaining the Club contact list and will send Club updates as requested by the President. The Secretary will also record and hold a current list of Members and a copy of the current Bylaws. The Secretary will maintain Club meeting minutes (members' newsletters) for no fewer than three (3) years.

SECTION 8 - POWERS: The Officers shall have the authority to take any and all actions generally consistent with these Bylaws that are necessary to fulfill their duties, to further the purpose of the Club or to otherwise benefit the Club. The Officers shall have the right to share or delegate any powers or obligations imposed upon said Officer set forth in this Article 3 with the Board of Directors or any other individual, individuals or committees formed to further the Club purposes as set forth in these Bylaws.

SECTION 9 - ACTS BY OFFICERS: For the Officers to act on matters not put to a vote by the Members, a vote of three out of the four Officers shall be required. In the event that the Officers are unable to break a 2-2 tie vote in order to act on any particular matter, the Officers shall refer the matter to the Board of Directors who must, by a two-to-one majority, break the tie vote of the Officers.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 1 - CREATION AND PURPOSE: A three (3) member Board of Directors is hereby created with whom the Officers may, at their sole discretion, consult on all Club-related matters. The primary purpose of the Board of Directors is to ensure the continuity of the Club, adherence

of the Club to the purpose of the Club as set forth in the Preamble above and to ensure a smooth transition of powers, obligations and Club administration from Officers leaving office to newly-elected or appointed Officers.

SECTION 2 - QUALIFICATIONS: Qualification to serve as a member of the Board of Directors is open to any Member and former Officer, subject to the sections set forth below.

SECTION 3 - DIRECTORS: The members of the Board of Directors shall be appointed by the Officers, at their sole discretion. At the Club meeting wherein these Bylaws are adopted by the Club, the Officers shall appoint one (1) Director to the Board for a term of two (2) years, one (1) Director to the Board for a term of three (3) years and one (1) Director to the Board for a term of four (4) years. Thereafter, each Director shall serve a term of three (3) years once appointed. The Officers may only remove a member of the Board of Directors in the same manner prescribed for removal of a Club Officer set forth in Article 3, Section 6 above.

SECTION 4 - POWERS AND RESPONSIBILITIES: The Board of Directors serves in an advisory and oversight capacity to support the Officers and ensure the continuity and long-term stability of the Club.

The Board may review organizational practices, governance, and compliance matters to ensure that the Club continues to operate in accordance with its stated educational purpose and applicable nonprofit requirements, including annual tax filing.

The Board may make recommendations to the Officers regarding governance, financial stewardship, tax compliance, and other organizational matters.

The Board shall also serve as a tie-breaking body when referred matters require resolution as provided elsewhere in these Bylaws.

Except where otherwise specifically provided in these Bylaws, the Board of Directors shall not exercise operational control over the day-to-day activities of the Club.

ARTICLE 5 - MEETINGS AND VOTING

SECTION 1 - REGULAR MEETINGS: Regular meetings of the Club will be held monthly on the dates, at the times and in the locations designated by the Club President. The matters to be addressed at any Club meeting shall be determined by the President. Any individual present at a meeting may also raise matters for discussion or vote. No individual may vote on matters who is not present at the meeting where said matter is proposed for a vote. Matters requiring a membership vote may be held at the next meeting per the discretion of the President.

a. The Lehigh Valley Homebrewers will hold monthly meetings that include discussion and demonstrations of brewing techniques, recipe formulation, beer styles, identifying and preventing

off-flavors, and/or beer judging procedures to advance the understanding and homebrewing capabilities of members.

b. Meetings will be planned and facilitated by club Officers and led by club members or guests with brewing or related knowledge.

c. Meetings will be held at public or private venues that can legally hold discussions of alcohol manufacturing and evaluations of homebrew.

d. Club resources are allocated to hosting and running these events.

e. Meetings and other events are funded by member dues and public donations.

f. These meetings and events provide educational opportunities for members to improve their understanding of how beer and related craft beverages are made.

SECTION 2 - SPECIAL MEETINGS: Special meetings may be called by the President at any time with sufficient notice of seven days or more given to the Members.

SECTION 3 - OFFICER MEETINGS: The Officers will meet other than at a regular monthly meeting of the Club as necessary to fulfill their duties to the Club. The first meeting of the Officers of each calendar year shall include the Board of Directors.

SECTION 4 – CONFLICT OF INTEREST: Officers and Directors shall disclose any financial or personal interest in matters being considered by the Club that could result in a conflict of interest. Any Officer or Director with such a conflict shall abstain from voting on the matter. The Club may adopt additional conflict-of-interest policies as necessary to ensure compliance with nonprofit governance standards.

ARTICLE 6 - AMENDMENTS TO BYLAWS

SECTION 1 - ANNUAL REVIEW: The Officers shall review these Bylaws with the Board of Directors in the first Officer meeting of the year to determine whether or not amendments are necessary.

SECTION 2 - AMENDMENTS TO BYLAWS: Any Member of the Club may propose revisions or amendments to these Bylaws at any time. The proposed amendment shall be reviewed by the Officers and displayed on the Club website or forwarded to the Members and Participants via e-mail and/or posted on the Club website or online discussion forum. If approved by the Officers, the proposed amendment may only be adopted by a three-quarters majority vote of Members present and voting at the next regular meeting. If the Officers do not approve the proposed

amendment, there shall be no Club vote on the amendment. However, an appeal can be made to the Board of Directors and with 2/3 Directors voting in agreement, a member vote shall be held on the proposed article.

SECTION 3 - EFFECTIVE DATE: These Bylaws shall become effective as of 2026.

Originally Adopted: November 25, 2014