

Upper Palmetto Zymurgy Society Bylaws

Article I – Name

1.1 Name

The Bylaws of Upper Palmetto Zymurgy Society, hereto referred to as “UPZS”, “Corporation” or “Club”.

Article II – Mission

1.1 Mission

UPZS exists to promote and improve the art of home brewing through educational opportunities.

Article III – Purpose & Powers

2.1 Purpose

The Society shall be a 501(c)7 non-profit, informational organization to promote the brewing of beer in the home for personal consumption, and to educate its members in the art and science of brewing techniques, tasting and judging beer by sharing knowledge from experienced homebrewers. No part of the net earnings of the Society shall inure to the benefit of any member, trustee, Officer of the Society, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes, and no member, trustee, Officer of the Society, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Society.

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office. Upon the dissolution of the Society or the winding up of its affairs, the assets of the Society shall be distributed exclusively to one or more nonprofit associations after the repayment of all debts.

2.2 General Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of the Board of Directors, or, to the extent permitted under the Act, by such committees as the Board may establish pursuant to these bylaws or pursuant to the Act.

Article IV – Offices

3.1 Registered Society Office and Registered Agent

The registered office shall be located at ~~609 Deberry Hollow, Rock Hill, SC 29732~~ PO Box 2094 Fort Mill, SC 29716 and may be changed by a resolution of the Board of Directors and filed with the State of South Carolina.

Article V – Board of Directors

4.1 Officers

The Board shall be made up of the following: President, Treasurer, ~~VP of~~ Communications Director, ~~VP of~~ Membership Director, ~~VP of~~ Education Director, ~~VP of~~ Competitions Director,

and ~~past Vice~~ President. ~~In the event there is no past President, or if that Officer is unable to fill the Board position, an At-Large position shall be elected to bring the Board to seven (7) total members.~~

4.2 President

This Officer will secure a meeting location, conduct all monthly meetings and set the agenda for each meeting after coordinating with ~~vice president~~the other Officers. Meetings other than the regular monthly meetings may be conducted by the chairman of the responsible committee. The President will appoint all committee chairman for all functioning committees. He or she shall sign, with any other proper officer, any post office contracts, membership subscriptions (ex. American Homebrewers Association) and other official Club documents that arise.

4.3 Treasurer

This Officer shall receive all funds for the Club and direct the dispersal of funds to cover all expenses. This member shall consult with the President to propose the annual projected budget prior to each fiscal year. The Treasurer shall bill new members as they join the Club.

This Officer will report financial records and reports at board meetings and as requested by the president and manage financial assets, including physical assets, of the Club with the president and Officers of the Club.

This Officer will establish and maintain a club bank account. Both~~maintain a banking vehicle for the Club. The account must always have, at minimum,~~ the treasurer and president's names on the ~~account~~ are authorized to conduct transactions. The Treasurer is authorized to disburse funds for budgeted items without any further approvals. Disbursements in excess of budgeted amounts will require the approval of a majority of the voting officers. The Treasurer is also responsible for the preparation and filing of all governmental and otherwise required forms and reports, including but not limited to club tax records. Any distribution of funds over \$100 must have approval by all voting Officers.

~~This Officer is responsible for filing Club taxes as needed and maintaining tax records.~~

4.4 ~~VP of~~ Communications Director

This Officer is responsible for Club communication to members and the public through email and social media platforms.

This Officer is responsible for managing (with assistance) the Club's social media accounts (Facebook, Twitter, Instagram, etc.). The ~~VP of~~ Communications Director is also responsible for maintaining the Club's filesharing account(s), ex. Google Drive, for conducting and archiving official business as well as sharing documents and information with Club members.

Working with the ~~VP of~~ Education Director, this Officer will distribute the monthly meeting agenda, meeting minutes and calendar to the membership so that all activities of the Club can be enjoyed by members. This ~~vice president~~Director will provide, with assistance, all communications for members and other home brewing organizations.

This Officer will be responsible for working with Competition Committee chair to inform members about competitions in the area and results of those competitions.

4.5 ~~VP of~~ Membership Director

This Officer is responsible for promoting and marketing the Club in conjunction with the ~~VP of~~ Communication Director. This Officer will maintain up-to-date membership records, ensuring a signed Code of Conduct is on file for each new member and will work with the Treasurer to ensure dues billed to all new members.

This Officer will be a Club ambassador to guests and new members and will meet with and welcome all guests and educate them about the Club's purpose.

4.6 ~~VP of~~ Education Director

This Officer shall coordinate with the president to create an agenda for each monthly Club meeting. The ~~VP of E~~education Director is responsible for establishing a method of recipe sharing and development among members. This Officer shall plan events for the membership that are educational and generally promote the purpose of the Club. These events may be done at regular monthly meetings or at special meetings.

This Officer shall coordinate event details and, working with the treasurer, fees for said events. These events may be seminars, brew sessions, trips to breweries/brewpubs or other events. This Officer shall maintain the Club library with the help of the ~~VP of~~ Communications Director. The library consists of presentations and documents related to educational activities.

This Officer may organize bulk Club purchases such as barrels, food and beverages for events or ingredient purchases for Club activities.

4.7 ~~VP of~~ Competitions Director

This Officer shall coordinate upcoming competitions and work with the VP of Communications and VP of Education to inform the club. Duties include documenting event details, arranging bottle drops and reporting on winners/results. Competitions may include external events as well as internal, club-sponsored, competitions.

4.8 ~~At Large Officer~~ Vice President

~~In the event there is no past President, or if that Officer is unable to fill the Board position, one At Large-The Vice President position shall be elected to bring the Board to seven (7) total members in order to ensure a quorum at officer meetings. This Officer does not carry direct day-to-day responsibilities for Club operations, but rather is appointed to assist the other directors with their responsibilities as needed, including but not limited to events, competitions, communications, club promotions, membership, and education. but does carry voting privileges and is bound by the same election, removal and terms as other Officers. The Vice President is authorized to assume the duties of the President as defined in the by-laws in the event of the President's death, resignation, retirement, removal, disqualification, or his or her successor is appointed.~~

4.9 Election and Term

The Officers of the Club shall be elected annually by the members and must be in good standing at the time they are appointed to the Board. Members may be nominated for office by themselves or other members, but have the right to refuse the nomination. Nominations for officers are due by Oct 31 at 11:59pm ET. Elections shall be held at the next meeting typically in November, and current officers must transfer their office credentials (Club logins/passwords, banking info, etc.) to the new officers within 10 days after elections or by ~~November~~ December 301 of the current year, whichever is sooner. Each Officer shall hold office for one year, or until his or her death, resignation, retirement, removal, disqualification, reelection or his or her successor is appointed.

~~The following Officers and Members shall thereupon be appointed to the Board of Directors without further action: the current President; the current Treasurer; and the past President who is active with the Society.~~

4.10 Removal of an Officer

The Membership may remove any Officer at any time with or without cause through a special election. An Officer's removal does not itself affect the Officer's contract rights, if any, with the corporation. If an Officer is removed or resigns mid-term, a successor will be nominated and elected and carry out the remainder of the term.

An Officer may not be removed by the Members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of said Officer.

4.11 Vacancies

A vacancy occurring in the board of directors ~~may be filled~~ will be appointed by the President and confirmed by a majority vote of the ~~Members attending a duly constituted meeting remaining directors for the unexpired term of said vacancy.~~ A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, if any.

4.12 Compensation and Reimbursement

The compensation of all Officers of the corporation shall be voted on by Club membership and no Officer shall serve the corporation in any other capacity and receive compensation therefore unless such additional compensation is authorized by the members. Members and Officers will be reimbursed for expenses which have been pre-approved by the Club Officers.

Article VI — Membership

5.1 Membership Eligibility

Members must be 21 years of age and follow all federal and South Carolina laws regarding alcohol consumption.

5.2 Membership Requirements

The Club is dedicated to homebrewing, brewing education, and other zymurgy related activities. Membership is restricted to homebrewers, those who are interested in beginning the hobby, and those who are supportive of or actively involved in the advancement and education of zymurgy related activities. Up to four (4) visits by those who are considering joining UPZS will be allowed before requiring membership.

5.3 Membership Year

The membership year shall commence on the first day of January and last through December 31 of any given year.

5.4 Membership Dues

Each member shall have one vote and shall pay an annual membership fee. The Board may vote to change or modify the membership rates and tier structure (i.e. individual & couples) once per year, with a majority vote of Board members, not to exceed an increase of \$5 per member. Increases exceeding this amount, or more than once per year, must be approved by a quorum of members. Officers will vote on items to be included in the budget and covered by dues prior to the beginning of each Membership Year.

Members of the Club agree to subscribe to the society's purpose. Dues will cover:

- American Homebrew Association dues for the Club (not individuals) and insurance
- P.O. Box, legal and any CPA or tax-related costs
- Website domain fees, website maintenance and server costs
- Others items necessary for Club operations as approved by Officers

Members must be in good standing within 60 days after the start of the new Membership year or risk having their membership revoked at the discretion of the Board. Any past member with outstanding dues owed must repay past amounts at the discretion of the Board prior to rejoining the Club.

Article VII — Meetings of the Membership

6.1 Meetings

Meetings will take place monthly at a designated place and time. Currently, meetings are held the last Tuesday of each month at 6:30 p.m. The Officers may designate any place as the place of monthly meetings for any annual or special meeting, but must give the membership 15 days' notice.

6.2 Annual Meeting

An Annual Meeting of the Membership shall be held in December of each year for the purpose of recognizing and celebrating our accomplishments, and for the transaction of any other authorized business of the Membership.

6.3 Special Meetings

Special meetings of the membership may be called by any of the presiding Officers: President, Vice Presidents, the Treasurer and other elected officers or by our Club's potential future Board of Directors.

6.4 Quorum

~~A quorum is comprised of two thirds of the members in good standing in attendance at a meeting. Notice of any meeting requiring a quorum will be posted on the club website to include the date, time and location of said meeting. One half of the authorized voting members shall constitute a quorum. If a quorum is not present at any meeting of members, said subject of~~

~~importance shall be addressed at a later time.~~ Once a quorum has been established, no departure of a Member or Members shall defeat the quorum, and the Membership may conduct business.

6.5 Voting Proxies

A Member may vote (or execute a written consent) by proxy given to any other Member. Any such proxy must be in writing and must identify the specific meeting or matter to which the proxy applies or state that it applies to all matters (subject to specified reservations, if any) coming before the Members for approval. Any such proxy shall be revocable at any time and shall not be effective at any meeting at which the Member giving such proxy is in attendance.

Article VIII – Procedure for Change

7.1 Changes to Bylaws

Any member in good standing (current with dues) may suggest a change to a Club Officer. Officers will consider the request and decide among themselves whether to offer the change up to a vote of the membership. If the change is voted on by a quorum of membership, the change shall be enacted as soon as reasonably possible.

Article IX – Code of Conduct

8.1 Code of Conduct

All members must sign the Code of Conduct document upon joining the Club. The VP of Membership is responsible for maintaining the records and signatures. Should a member leave the Club or be placed on suspension, they must sign the document again upon reinstatement of their membership.

Article X – Board of Directors Meetings

9.1 Regular Meetings

A regular meeting of the Directors shall be held approximately once a month at the discretion of the Officers.

9.2 Special Meetings

Special meetings of the Directors may be called by or at the request of the president or any two Officers. The time and place of such meetings may be determined at the time the meeting is suggested.

9.3 Attendance

Officers must attend at least six (6) meetings of the Board in a twelve (12) month period unless excused. The Board President is empowered to excuse Officers from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, ~~a Board~~the Vice President or another Director shall excuse the President.

9.4 Quorum

Subject to the quorum requirement for certain amendments to the bylaws stated previously and except as otherwise provided in these bylaws, a majority of the number of Officers prescribed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of Officers.

9.5 Informal Action by Officers

Action required or permitted to be taken at a meeting of the Club Officers may be taken without a meeting if the action is voted on by all Officers. All Officers must agree by written consent or email.

Article XI – Financial and Legal Matters

10.1 Events

The Board will vote on a proposed calendar of events in January. The ~~VP of~~ Education Director will work with and within the Treasurer's budget to suggest and schedule events and propose expenses for such events. (i.e. food and beverages for brew sessions; subsidizing tours, trips or ticket fees; group purchases such as barrels, clothing or promotional items, etc.).

10.2 Deposits

All funds submitted to UPZS shall be deposited within an official UPZS bank account by the end of the month in which they were received or as the Officers direct.

10.3 Check and Drafts

All checks, drafts or other orders for payment of money issued in the name of the Club shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of all Officers.

10.4 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of all the Officers. Such authority may be general or confined to specific instances.