

Forest City Brewers

By-Laws

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**RECOGNIZED BY THE
AMERICAN HOMEBREWERS ASSOCIATION**

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Article I. Name

The name of the organization shall be the FOREST CITY BREWERS. The FOREST CITY BREWERS is recognized and in good standing with the American Homebrewers Association.

Article II. Definitions

Section 1. Whenever the words "FOREST CITY BREWERS" or the acronym "FCB" is used in these By-Laws, they shall mean the FOREST CITY BREWERS.

Section 2. Whenever the word "Club" is used in these By-Laws, it shall mean that body described in Article VII, Section 1.

Section 3. Whenever the term "Individual Member" is used in these By-Laws, it shall mean a person who has obtained membership in the FCB by paying club dues and participating as an active member.

Section 4: Whenever the term "Executive Committee" is used in these By-Laws, it shall mean President, General Secretary, Treasurer, Activities Director and Technology Director.

Section 5. As used in these By-Laws, the masculine gender shall be deemed to include feminine, or neuter, and the singular or plural number, whenever the context so indicates or implies.

Section 6. The FOREST CITY BREWERS fiscal year is 1 January through 31 December.

Article III. Objectives

Section 1. The objectives of the FOREST CITY BREWERS are as follows:

- A. Promote the hobby of homebrewing by learning more about brewing, sharing their brewing experiences and their beers amongst members throughout the Northern Illinois Area.
- B. Coordinate the activities, competitions and functions of the affiliated members.
- C. Sponsor open competition within the area.
- D. Establish friendly relationships with similar organizations throughout the Northern Illinois Area.

E. Establish rules of entry and regulations utilized during the FOREST CITY BREWERS sponsored competitions and AMERICAN HOMEBREWERS ASSOCIATION sanctioned competitions.

F. Encourage personal responsibility when using beer or other alcohol-containing beverage(s).

Section 2. The FOREST CITY BREWERS shall be a not-for-profit, non-political, non-sectarian and non-sexist organization.

Article IV. Membership

Section 1. Membership is open to any person who evidences interest in homebrewing as a hobby, has reached the legal drinking age for the State of Illinois, and pays his annual dues. Membership is limited to individuals domiciled in the US. A member or individual member shall be considered to be properly registered when, within current policy the applicant's application for membership has been received by the General Secretary and with cause may be subject to approval by a two-thirds (2/3) majority of the Club. Club Member voting, on submitted applications shall take place at any regularly scheduled meeting Club Meeting.

Section 2. All memberships are subject to approval by the General Secretary, and are subject to review by the Executive Committee. Any concerns arising from Executive Committee review regarding a membership will be brought before Club members.

Section 3. All professional affiliations are subject to approval by the President and General Secretary, and are subject to review by the Club members.

Section 4. A membership may be terminated or restricted with cause by a two-thirds (2/3) majority vote of the Club. (See Article VI).

Section 5. The FOREST CITY BREWERS promotes the responsible use of alcohol. All members shall be responsible for his own actions and shall hold the FOREST CITY BREWERS blameless from any liability, which may result therefrom.

Article V. Membership fees

Section 1. Membership fees shall be established, and may be revised, by a two-thirds (2/3) majority vote of the Club Members, and shall be payable annually.

Section 2. Annual membership fees shall be applicable for one (1) calendar year. The club calendar year starts January 1st & ends December 31st. After July 1st membership fees will be reduced to half.

Section 3. Membership programs shall be available as Individual Memberships and as Cohabiting Memberships. The annual membership for cohabiting brewers shall be reduced by half for the second membership.

Section 4. The annual membership fees for new members shall be reduced by half on July 1 for the remainder of the calendar year.

Article VI. FOREST CITY BREWERS Censure, Probation, Fines, Suspension, Expulsion

Section 1. Perspective

A. Categorically, and without restriction, the FOREST CITY BREWERS reserves the right to censure, fine, suspend or expel (terminate) any Member or Officer who willfully creates disharmony, behaves in a manner prejudicial to order and discipline or tarnishes the image of the club and/or homebrewing as a hobby.

B. No Member, Officer nor Guest needs to tolerate harassment, belligerency or defamation from any FOREST CITY BREWERS member.

Section 2. Procedure

A. The General Secretary will prepare a list of charges based on verbal and/or written documentation or observation. These charges will be submitted to the Executive Committee for review within ten (10) days of allegations of said infraction.

B. After the Executive Committee has reviewed & made recommendations of disciplinary actions the General Secretary will prepare, within twenty (20) days of item A, a letter to the accused informing of the FOREST CITY BREWERS intent to take disciplinary action and requesting him/her to submit their side of the issue.

C. Upon receipt of the statement of the accused (or 10 days, whichever comes first) the General Secretary will send copies of all documentation to each Executive Committee Member, asking for individual votes on recommended action. Disciplinary action requires a two-thirds (2/3) majority vote of the Executive Committee.

D. Method(s) of disciplinary action are at the discretion of the Executive Committee. In the event that disciplinary action recommended is that of expulsion, the Executive Committee may ask general membership for a vote regarding termination of membership.

E. The decision of the Executive Committee is final and binding on the FOREST CITY BREWERS.

Article VII. The Club

Section 1. The Club shall be comprised of the Executive Committee, as defined in Article VIII Section 1, plus the Members in the club.

Section 2. The Club shall vote on general issues that are presented to them at regular meetings. Issues before the Club require a simple majority for passage.

Article VIII. The Executive Committee

Section 1. The Executive Committee shall be comprised of the President, General Secretary, Treasurer, Activities Director and Technical Director.

Section 2. When any Executive Committee vacancy occurs it shall be filled in accordance with Section 4 of this article to bring Committee Membership up to the required total, as established in Section 1 of this Article. Such additions must be made no later than the next club meeting. The only joint offices allowed are:

General Secretary and Treasurer called the General Secretary/Treasurer.

Section 3. Each Committee Member shall be elected for a period of one (1) year and shall take office no later than the first regularly scheduled Club meeting of the calendar year.

Section 4. Should a Committee Member resign or be removed from office during the interim between regular Club Meetings, the Executive Committee shall be empowered to appoint an interim Committee Member to fill the vacancy until the next Club meeting, thereby allowing time for an election to be held to fill the position.

Section 5. Committee Members suspended or expelled, as per Article VI, Section 1, shall not be permitted to run for office nor vote in the subsequent election.

Article IX. Executive Committee /Club Duties/Quorum

Section 1. The Executive Committee must meet at least twice each year. The Club must meet at least nine times per year. The meetings shall be in the State of Illinois. The meeting dates, times and locations will be determined by the President. Attendance shall be excused if notice of the meeting is not received at least thirty (30) days prior to the meeting.

Section 2. Club and Executive Committee Meetings shall have no time limit. A maximum of fifteen (15) minutes may be allowed for the purpose of completing a point under discussion. This Section may be waived by the unanimous vote of the Club or Executive Committee Members in attendance.

Section 3. A simple majority of Club Members in attendance, consisting of at least twenty-five (25) percent of Club Members in good standing, shall constitute a Quorum for transaction of any Club business at any Club meeting. A quorum shall be defined as the minimum number of Individual Members who must be present in order for a decision to be binding. When a Club Member cannot attend a

scheduled meeting, that individual may assign his voting rights by written proxy to another Club Member. Attending members may carry a maximum of two proxy votes. At the discretion of the Executive Committee, issues that require a vote from general members may be deferred to electronic means. The votes will be tabulated via on line by the General Secretary utilizing website SurveyMonkey. The electronic voting is subject to a minimum of twenty-five (25) percent of Club Members in good standing participation in order for this to be deemed a Quorum. The President, General Secretary and Treasurer shall constitute a Quorum at a Executive Committee Meeting. In the event of a Executive Committee vote tie, the Presidents vote shall break the tie. In the absence of the President, the Senior Executive Committee Member shall assume the Chair in accordance with Article X, Section 2.

Section 4. Conflicts of Interest

A. A conflict of interest shall be deemed to exist whenever a member of either the Club or the Executive Committee shall be materially involved with a business in the field of commercial brewing, beer distribution or beer sales promotion, either by ownership thereof, or being employed thereby. When a member is deemed to have a conflict of interest, said member shall in general not have a vote in any issue, before either the Club or the Executive Committee, which may be perceived as having any effect, positive or negative, on the business establishment with which he is associated.

B. Any person qualifying for a Conflict of Interest as per item A of this Section and Article may submit his ability to vote on an any issue before either the Club or the Executive Committee, pursuant to a vote by the Club or the Executive Committee as per item C of this Section of this Article.

C. A simple majority of either the Club or Executive Committee (whichever is in session) shall constitute a Quorum in the event a person with a Conflict of Interest submits his ability to vote on any issue before the respective assemblage.

D. A simple majority of either the Club or Executive Committee shall constitute a Quorum if a vote shall be contested by a person with a Conflict of Interest as defined in item A of this Section.

E. Any member of the club may protest the right of a person with a Conflict of Interest to vote in an issue in which that person's vote can effect the result of the vote of either assemblage.

Article X. Duties of the Officers

Section 1. PRESIDENT: The President shall preside at all Club and Executive Committee Meetings unless excused by virtue of the NO VOTE PROVISIO. The President shall decide all questions of order, appoint all Committees (other than the Executive Committee), unless otherwise ordered, and is an ex-officio member of all Committees. Should the President be absent from any meeting, the Senior Officer shall assume the duties of the President as described in Article X, Section 2.

Section 2. Should the President take leave of Office, the Senior Officer shall assume the duties of the President with the provision that he calls for an Election, at any meeting, within thirty (30) days of their leaving Office. The order of succession for Officers shall be in the sequence as described in Article II, section 4.

Section 3. GENERAL SECRETARY: The General Secretary shall record the minutes of all Club and Executive Committee Meetings, notify parties of their election to the Committee, issue the results of all Club Meetings and Elections, conduct the general correspondence of the Club, perform such other duties as may from time to time be imposed upon him, and at the expiration of his term of office, turn over all pertinent papers and diskette records of the club to his successor. In addition, the General Secretary is responsible for producing and distributing the Club Newsletter on a regular basis to all Members in the Club, in an electronic form in accordance with Article XVIII, Section 1. Additionally, the General Secretary may be the main contact point between the FOREST CITY BREWERS and the American Homebrewers Association, of which the FOREST CITY BREWERS is affiliated. He would be responsible for distribution of communication from the American Homebrewers Association to club members and relevant professional affiliations. The General Secretary must own, or have access to, a computer of some kind on which to produce the Club Newsletter exhibiting semi-professional results.

Section 4. TREASURER: The Treasurer shall receive and maintain sole custody of all FOREST CITY BREWERS funds and shall promptly deposit all moneys received. He shall be responsible for all collection of fees and fines. He shall be required to submit a Treasurer's Report at least annually. The Treasurer, at the discretion of the Club, shall submit the books for annual audit at the end of each calendar year. As deemed necessary by the Executive Committee, an independent auditing firm will be engaged to conduct the audit review and submit their findings to the Club. Further, he will notify immediately the member of all returned checks. The Treasurer is empowered to collect, on behalf of the FOREST CITY BREWERS, all charges incurred by the club for each check that is returned to the FOREST CITY BREWERS due to insufficient funds.

Section 5. ACTIVITIES DIRECTOR: The Activities Director is responsible for organizing and executing the Club events such as social gatherings, club projects, special meetings and for the purpose of determining the Members that shall represent the Club in AHA Club-only Competitions, as well as communicating to the Club Membership the dates involved in these events. Additionally, the Activities Director may be the main contact point between the FOREST CITY BREWERS and the American Homebrewers Association, of which the FOREST CITY BREWERS is affiliated. He would be responsible for distribution of communication from the American Homebrewers Association to club members and relevant professional affiliations.

Section 6. TECHNICAL DIRECTOR: The Technical Director responsible for producing and maintaining the Club Website on a regular basis. He is responsible for posting meeting updates, past Newsletters and other relevant material as deemed necessary by the Executive Committee in a timely manner and at the expiration of his term of office, turn over all pertinent papers and diskette records of the club to his successor. The Technical Director must own, or have access to, a computer of some kind on which to produce and maintain the Website exhibiting semi-professional results.

Section 7. NO VOTE PROVISIO: No Executive Committee member may vote on protests involving himself.

Article XI. Meetings

Section 1. EXECUTIVE COMMITTEE MEETINGS: Participation in such meetings shall be obligatory on and limited to the President, General Secretary, Treasurer, Activities Director and Technical Director. The

Executive Committee is the Business Office of the FOREST CITY BREWERS. Its' duties shall include but are not limited to: developing the next annual budget; initiating long range planning; and, deciding policy issues of an organizational and financial nature. Executive Committee meetings may be called at any time by the President, and any Executive Committee member may petition the President to call a Executive Committee Meeting. Any and all Executive Committee decisions are subject to full membership review and approval when placed on the next Club Meeting Agenda, upon the request of one or more Club Members.

Section 2. ELECTION MEETINGS: All general elections shall be effected by secret ballot.

Section 3. RECALL MEETINGS: Such meetings shall be effected by secret ballot at any regular meeting, and shall be subject to the provisions set forth in Article XVI.

Section 4. Unless otherwise specified, all meetings shall be called for at the discretion of the President.

Section 5. Unless otherwise specified, meetings' announcements must be Communicated, in electronic format, at least seven (7) days in advance of the meeting date for Club Meetings, and thirty (30) days for Executive Committee Meetings.

Section 6. It is the responsibility of all Club Members and Executive Committee Members to maintain a current and valid electronic mailing address, and a street mailing address with the General Secretary.

Section 7. Such addresses shall be those to which notice(s) shall be sent whenever required by other provisions of these By-Laws, in accordance with Article XVIII, Section 1.

Article XII. Elections

Section 1. The Election for FOREST CITY BREWERS offices shall take place annually as follows:

| POSITION | ELECTION MONTH | TERM BEGINS | TERM DURATION |
|----------------------------|-----------------------|--------------------|----------------------|
| President | November | January | 1 Year |
| General Secretary | November | January | 1 Year |
| Treasurer | November | January | 1 Year |
| Activities Director | November | January | 1 Year |
| Technical Director | November | January | 1 Year |

Section 2. The FOREST CITY BREWERS General Secretary shall call for candidates for all appropriate existing FOREST CITY BREWERS positions no sooner than sixty (60) days and no later than thirty (30) days prior to the scheduled date for the election of such positions. Those qualified persons wishing to place themselves in contention for FOREST CITY BREWERS Office or Offices shall nominate themselves at the regularly meeting prior to the date of such Election. Candidates for office may be nominated by any member in good standing from the floor, provided that the nominee has consented to accept the nomination.

Section 3. All Elections for FOREST CITY BREWERS Executive Committee positions shall be effected by secret ballot. A quorum must be present for an Election to take place. If a quorum is not present, the Elections shall be postponed until the next regularly scheduled meeting. It shall be the responsibility of the FOREST CITY BREWERS General Secretary to call for candidates and construct such a ballot and distribute it to all incumbents and Club Members at the regularly meeting prior to the date of such Election. All ballots will be returned to the General Secretary for counting, including the ballot for the Office of General Secretary. The ballot counting for the Office of General Secretary shall be confirmed by the President and Treasurer.

Section 4. The candidates for the FOREST CITY BREWERS Officer positions shall be limited to incumbent and past Executive Committee members, or the current Club Members in good standing for no less than one (1) year, except as provided for in Article VIII, Section 5, or Article XII, Section 5, or Article XVI, Section 5.

Section 5. The position of Treasurer and Technical Director is exempt from Section 4 above. Rather, qualifications for the office of Treasurer shall be based on membership of a minimum of 5 years and a prior experience in the field of accounting would be preferable but not required. The qualifications for the office of Technical Director shall be based on prior experience in website maintenance/management. In addition, the nominee(s) for Treasurer and Technical Director should possess a general knowledge of the hobby of homebrewing and be nominated by a Club Member in good standing.

Section 6. A candidate receiving a simple majority of the votes returned shall be considered elected, except as stated in Section 7 of this Article.

Section 7. Should more than two (2) candidates be nominated and run for any of the aforementioned Offices, the following shall prevail.

A. Any candidate receiving at least fifty-one percent (51%) of the votes cast shall be considered elected, or

B. Should the conditions under (A) not prevail, there will be a runoff between the two (2) candidates receiving the highest number of votes on the first ballot.

Section 8. In the event that there are zero nominations, or only one nomination (who is the incumbent), for any office, the incumbent will remain in office for another term.

Section 9. No person, authorized to vote in an Election, may vote more than once per candidate.

Section 10. As a prerequisite to running for the FOREST CITY BREWERS positions, a person must possess a membership in the FOREST CITY BREWERS and be in good standing with the FOREST CITY BREWERS for no less than one (1) year, except as provided for in Article XII, Section 5.

Section 11. Executive Committee vacancies shall be filled temporarily by the President, for a period not to exceed ninety (90) days. An election, under these circumstances, to fill such vacancies, shall be effected at a regularly scheduled meeting, and shall take place during said ninety (90) day period.

Article XIII. General

Section 1. The Executive Committee is given full power to make, alter, amend or repeal any and all By-Laws of the FOREST CITY BREWERS at any Executive Committee Meeting, and they may do so without prior notice of their intention to so act. A two-thirds (2/3) majority vote of the Executive Committee Members is required to make, alter, amend or repeal any By-Law of the FOREST CITY BREWERS.

Section 2. Rules and regulations to supplement these By-Laws shall be devised as needed for the purpose of clarity and uniformity. Any additions, deletions or changes may be made to these Rules by a two-thirds (2/3) majority vote of the Club.

Section 3. The Order of Business and/or procedures of any Club Meeting or Executive Committee Meeting, or any subject not covered by these By-Laws, or noted in Club Minutes shall be subject to "Robert's Rules of Order Revised". However, should there be a conflict between these By-Laws and "Robert's Rules of Order Revised", the latter shall prevail.

Section 4. These By-Laws shall be reviewed and updated by the General Secretary subject to a two-thirds (2/3) majority vote approval of the Executive Committee on an annual basis.

Article XIV. Contracts and Agreements

Section 1. The Executive Committee (Business Office) shall have authority to enter into contracts and agreements in the name of the FOREST CITY BREWERS. A two-thirds (2/3) majority vote of the Executive Committee Members is required to enter into contracts and agreements in the name of the FOREST CITY BREWERS. The Executive Committee may determine that the contract or agreement warrants General Membership approval based on the conditions of the contract or agreement. Such contracts and agreements must bear the signature of the President and the General Secretary, in order to make such contracts or agreements binding upon the FOREST CITY BREWERS.

Article XV. Expenses

Section 1. Any Member, under the direction of the Executive Committee, is to be reimbursed for all legitimate expenses incurred in the name of the FOREST CITY BREWERS.

Section 2. All expenses are subject to approval by a two-thirds (2/3) majority vote of the Executive Committee Members in attendance at any Executive Committee Meeting.

Section 3. All expenses in excess of \$100 require written approval from the President and the Treasurer.

Article XVI. Recall of Executive Committee Members

Section 1. Any Executive Committee Member may be recalled from Office by two-thirds (2/3) majority vote of those Executive Committee Members in attendance at any Executive Committee Meeting.

Section 2. Any Executive Committee Member recalled has the right to appeal such recall action. Such appeals must be in writing and received by the FOREST CITY BREWERS General Secretary (via registered mail) no later than fifteen (15) days after the recall ruling. If, after consideration of the appeal by the Executive Committee, the appeal is rejected, there can be no further appeal.

Section 3. Recall voting shall be accomplished by secret ballot.

Section 4. Should Recall take place at a Executive Committee Meeting, it shall be immediately followed by an election, by those Executive Committee Members present at such Meeting, to fill the created Executive Committee vacancy or vacancies. Any recall at an Executive Committee meeting will be in accordance with Section 1, 2, and 3 of this Article. Any vacancies created by an Executive recall action will be filled by the Executive Committee per Article VIII, Section 4. If the President is recalled, the Office shall be assumed by the General Secretary, after which a new General Secretary shall be elected. After the new General Secretary has been elected, and if the election of the General Secretary has resulted in a vacant Executive Committee office, the General Secretary shall commence making the proper arrangements to fill the vacant office as soon as possible, and no later than ten (10) days following the vacancy.

Section 5. Any Executive Committee Member who is recalled will not be eligible for Office for a period of three (3) years from the date of recall.

Section 6. Should the President be recalled and appeal his case, his duties shall immediately be assumed by the General Secretary until a final determination is made by the Executive Committee. In the absence of the General Secretary, his duties shall be assumed by the Senior Executive Committee Member in accordance with the succession order described in Article X, Section 2.

Section 7. The Executive Committee is the highest FOREST CITY BREWERS authority regarding Recall proceedings, and the Executive Committee decisions in such matters shall require a two-thirds (2/3) majority vote of the Executive Committee.

ARTICLE XVII Dissolution

Section 1. The FOREST CITY BREWERS shall not be dissolved except by two-thirds vote of members.

Section 2. Upon the winding up and dissolution of the FOREST CITY BREWERS, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, selected by the Executive Committee of the FOREST CITY BREWERS,

which has established its tax-exempt status under either Sections 501(c)(3) or 501(c)(6) of the United States Internal Revenue Code.

Article XVIII. Policy

Section 1. Communications to FOREST CITY BREWERS members, outside of regularly scheduled meetings, shall be in an electronic format. No effort shall be made to mail Club communications to individual members, including the Club Newsletter. It is the responsibility of Club Members to own, or have access to a computer and a means which electronic mail can be received.

Section 2. Policy changes and temporary rulings, as approved by a two-thirds (2/3) majority vote of the Executive Committee Members, and general information will be in the form of announcements issued by the FOREST CITY BREWERS General Secretary. These policy changes and temporary rulings will be considered to be in force immediately upon receipt.

Section 3. It is the responsibility of all Club Members and Executive Committee Members to read any announcement issued by the FOREST CITY BREWERS.