

# By-Laws

## ARTICLE I Name

### Section 1.

The name of this organization is the Central Coast Zymurgeeks hereinafter referred to as the CCZ.

## ARTICLE II Purpose

### Section 1.

- a. To promote interest in and the understanding of beer, beer appreciation and the craft of brewing among its members and the general public.
- b. To provide educational opportunities in the history and methods of brewing and the development of a brewing community.
- c. To advance skills in brewing techniques and formal beer evaluation.
- d. To promote, encourage and sponsor opportunities to participate in local, regional and national brewing competitions.
- e. To provide opportunities for its members to share in the interest of craft brewing.

### Section 2.

Throughout its activities, the CCZ advocates responsibility in the consumption of alcoholic beverages.

## ARTICLE III Membership

### Section 1.

All persons of the legal age to consume alcoholic beverages in the State of California are eligible for membership.

### Section 2.

After attending no more than two meetings as a guest, prospective members shall be requested to complete an application for membership. Approval of membership shall be by a simple majority vote of the board of directors at the next regularly scheduled meeting. Membership is to be renewed annually.

### Section 3 Types of Membership:

- a. Regular membership is open to all persons as per Article III, Sections 1 and 2. Regular members in good standing are eligible to cast one (1) vote in all CCZ matters requiring a vote by the membership and shall form the basis for establishing a quorum at meetings.
- b. Membership in the CCZ is conferred to individuals in accordance with Article III, Sections 1 and 2. Additional persons from a single household may be afforded voting rights by joining as individual members as per Article III, Sections 1 and 2.
- c. The Board may award Institute Membership to organizations or companies in exchange for services or other benefit to the CCZ. Institute members shall not have voting rights and are not eligible to become officers.

Section 4. Rights and Liabilities of Members:

- a. Each regular member in good standing of the CCZ shall have the right to vote on all matters that come before the membership. A member in good standing is one who (1) is current in dues, (2) has been a member for minimum of 60 days, (3) attended at least 50% of general meetings, and (4) is not under suspension.
- b. Individual members of the CCZ shall not be personally liable for the debts or obligations of the CCZ.

Section 5. Participation:

- a. Members will recognize that participation in CCZ activities is entirely voluntary. Participation in these activities may involve the consumption of alcoholic beverages which may affect perception and reactions. Members will accept individual responsibility for their conduct and behavior. The CCZ will neither assume nor accept responsibility for an individual's actions.
- b. Members will agree to abide by these bylaws and will be expected to contribute to the organization, administration or execution of at least one CCZ event per year. This may include, but is not limited to participation in committee activities, participation in a competition as a judge or steward, organizing or conducting a workshop, brewing demonstration, or volunteering at a beer festival.

Section 6. Suspension and Removal of Members:

- a. Each member is expected to maintain responsible decorum at CCZ events. In the event a member does not maintain proper conduct, immediate and corrective measures will be taken by a CCZ board member or event host.
- b. A member engaging in improper conduct may be suspended or expelled by vote of the Board of Directors. The member must be given at least fifteen (15) days written notice prior to such an action. Notice must include reasons for considering the suspension or expulsion of the member. The Board must provide the member with an opportunity for presenting arguments opposing suspension or expulsion. Suspended members may not participate in club activities for a period specified by the Board. Suspension will require a majority vote of the Board members present. A unanimous vote of all Board members present shall be required to expel a member.
- c. A member may be expelled from the CCZ only when the member's continued presence would be detrimental to the organization as a whole. Grounds for possible expulsion include, but are not limited to, sexual harassment of other members, physical or verbal abuse of other members, insistence on driving to or from club activities when visibly intoxicated, the use or distribution of illegal substances, or physical destruction of a host's facilities.
- d. The Board shall have the authority to appoint a member or members to investigate any incident which might be cause for a member's suspension or expulsion and to report the results of such investigation to the Board.

ARTICLE IV Dues and Fees

Section 1.

Each CCZ member shall be assessed dues annually, due and payable at or before the January meeting or prorated by quarter as a new member when accepted. Dues will be determined by the CCZ Board of Directors.

Section 2.

The CCZ Board of Directors may set fees for special activities. These fees will be imposed on participants only and not the general membership.

## ARTICLE V Board of Directors

### Section 1.

- a. The Board of Directors is a working body. that supports and fulfills the purposes of the CCZ. Members will include Executive Officers, the immediate Past President, and the chairpersons of the standing committees.
- b. The Executive Officers shall be elected to two-year terms, from January 1 through December 31.
- c. Any member who is in good standing with the CCZ and who has been a member of such for at least one year is eligible to serve on the Board of Directors. Notwithstanding the foregoing, the Board of Directors may from time to time, and within its sole discretion, waive the eligibility requirements set forth in this section for any individual whom it deems would serve the interests of the CCZ.

### Section 2.

Subject to the limitations of these Bylaws, the business and affairs of the CCZ shall be controlled by the Board of Directors including, but not limited to, the following:

- a. To conduct and manage the ongoing business of the CCZ.
- b. To actively communicate with members during and between meetings.
- c. To receive, on behalf of the CCZ, gifts, bequests, honoraria, and other devices in the form of property or money.
- d. To approve contracts and supervise disbursements of CCZ funds.
- e. To formulate budgets, policies, and programs.
- f. To secure professional services such as attorneys and accountants, as may be necessary in its judgment and to pay reasonable compensation for such services performed.

### Section 3. Resignation of a Board Member:

- a. A board member may resign without cause.
- b. Failure to attend three consecutive meetings of the Board of Directors shall operate as a tender of resignation. A director may petition the remaining board members for a waiver of this tender due to extenuating circumstances. A waiver may be granted with a majority vote of the entire Board for approval.
- c. If a majority of the remaining members on the Board of Directors agree that a board member has failed to perform his or her responsibilities, they may recommend the board member's removal to the membership. Any member may petition the Board to investigate and report to the membership regarding actions (or inaction) that the member believes is cause for removal. Upon receipt of such petition, the remaining board members must address the petition by investigating and reporting to the membership on their findings. A board member may be removed by vote of the majority of members in attendance after a recommendation has been presented by the remaining board members. Notification to the membership that a vote will be held on the removal of a board member must be included in the notice of the regular meeting at which the vote will be held. The board member being considered for removal will be given an opportunity to speak and/or to call upon other members to speak on their behalf prior to the vote.

### Section 4. Vacancies:

The Board may fill a vacancy caused by resignation or removal by appointment. The appointment shall continue until the expiration of the term of the board member whose position has become vacant.

## ARTICLE VI Elected Officers

### Section 1.

The following Executive Officers shall be elected by the membership:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

### Section 2.

All Executive Officers are expected to promote the objectives of the CCZ as stated in Article II and will adhere to the principles and procedures as set forth in the bylaws of the CCZ.

In addition, Executive Officers are responsible for the following, specific to their office.

- a. President: It shall be the duty of the president to preside over all business meetings, to direct all formal discussions, to act as the representative of and spokesperson for the CCZ for public contact, and to see that every officer shall perform their defined duties.
- b. Vice President: The Vice President shall assist the President in all matters of the organization. In the absence of the President, the Vice President shall assume all of the President's duties and rights.
- c. Secretary: The Secretary shall record, or cause to record, all votes, actions and minutes of the proceedings of Business Meetings and for distribution of copies of the most recent meeting to all members prior to the commencement of the next meeting. The Secretary shall record, or cause to record, all votes, actions and minutes of the proceedings of special Executive Board Meetings and for distribution of copies of the most recent meeting to all members prior to the commencement of the next Business meeting. The Secretary shall be responsible for all incoming and outgoing correspondence. The Secretary is responsible for the production and distribution of the monthly newsletter of the CCZ, utilizing input from the Board of Directors and members. The Secretary may appoint an assistant as needed for production and distribution to the membership.
- d. Treasurer: The Treasurer shall receive membership dues, receipts of and keep a correct record of the finances of the organization. The Treasurer shall maintain all dues and moneys collected and disbursed in a form prescribed by the Board. The Treasurer shall prepare an annual account of the books and present it to the membership in the 2<sup>nd</sup> quarter (April to June), annually. Account information is also available by request.
- e. Immediate Past President: The Immediate Past President shall be a member of the Board of Directors with all the rights and privileges of the other members of the Board and shall assist the new President in all matters of the organization and other officers for specific projects, general assistance and counsel.

All of the Executive Officers shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

## ARTICLE VII Appointed Officers (Committee Chairs)

### Section 1. Special Events Chair:

The Special Events Chair shall organize all field trips. Duties shall include making arrangements for visits to breweries (including related transportation, etc.), publicizing details in the CCZ Newsletter and at general meetings, signing up participants, collection and payment of any fees due and maintaining correct financial accounting. The Special Events Chair is responsible for coordination of beer competitions, joint meetings with other clubs, etc.

### Section 2. Program Chair:

The Program Chair shall have primary responsibility for scheduling monthly meetings, finding a host amongst the membership, arranging a date and time, and relaying this information to the newsletter editor in a timely fashion. The Program Chair shall be responsible for obtaining guest speakers on occasion for scheduled meetings, make appropriate arrangements and introduce speakers at general meetings.

### Section 3. Webmaster:

The Webmaster shall set up and maintain the CCZ domain name and website. The Webmaster shall make changes as necessary to the website pages so as to keep all information current. The Webmaster shall be responsible for maintaining the CCZ calendar of upcoming events, meetings, etc., as soon as the information becomes available, utilizing input from the Board of Directors and members. The Webmaster may appoint an assistant for technical skills as needed to carry out these responsibilities.

## ARTICLE VIII Elections

### Section 1. Voting Requirements:

Members must be in good standing for a period of at least 60 days prior to voting.

### Section 2. Requirements for Election/Approval:

- a. By-laws amendments and changes: two-thirds majority of votes cast.
- b. Elections of officers and other board members: simple majority of votes cast.
- c. Other club business: a simple majority of votes cast.

### Section 3. The officers listed in Article VI shall be elected in the following manner:

The Board of Directors shall present recommended nominations at the October general meeting, after which the President shall call for nominations from the floor. All members present shall be entitled to make nominations from the floor prior to the closing of nominations. The nominees shall be voted on at the November general meeting. The elected officers shall take office January 1st. Elected officers will designate the appointed chair positions. Votes on the election of officers or on other issues may be conducted by any appropriate method as directed by the board that ensures that voting requirements are met. Notification of how to receive and submit an absentee ballot will be published in the monthly newsletter. Proxy voting is prohibited.

## ARTICLE IX Meetings & Quorum

### Section 1.

The CCZ Board of Directors shall hold meetings as necessary with time and location to be published in the CCZ Newsletter. Under certain circumstances the President may poll the CCZ Board of Directors to resolve an issue. Elected CCZ Board of Directors shall attend a minimum of six business meetings per year. Appointed Committee Chairs shall attend meetings as necessary to discharge their duties. Regular members are invited and encouraged to attend the business portion of the monthly meetings.

## Section 2.

The President of the CCZ shall be the presiding officer at all CCZ meetings. In the absence of the President the order of succession as presiding officer shall be: Vice President, Secretary, Treasurer. The presiding officer shall determine the order of business. Subjects discussed at each monthly meeting may include, but are not limited to, minutes from the monthly meeting, Treasurer's report, committee reports, introduction of visitors and new members, unfinished and new business. In the event that a monthly meeting is held where regular business cannot be conducted, CCZ business may be tabled until the next business meeting, Robert's Rules of Order (Revised) or similar parliamentary procedures will govern all deliberations unless they conflict with these bylaws. Motions put to a vote will be considered passed with a fifty-one percent (51%) vote of board members present.

## Section 3.

A quorum for meetings will be defined as two members of the Board of Directors, including either the President or Vice President as presiding officer. In the absence of a quorum, no CCZ business may be conducted. For issues requiring a vote of the general membership, a quorum shall consist of those members in good standing present at a scheduled meeting whose dues are current.

## Section 4.

Minutes will be taken by the Secretary at all monthly meetings. The presiding officer will assign this duty to another board member in the Secretary's absence. Minutes will reflect major discussions and record all decisions. The Secretary shall compile, prepare, and deliver these minutes in a timely manner to distribute to the general membership. Minutes shall be approved at the next monthly meeting provided there is a sufficient quorum based on general membership vote.

Should revisions of substance be necessary, revised minutes will be voted on for approval at the next monthly business meeting.

## Article X Financials

### Section 1.

The CCZ Board of Directors may authorize any officer or member to enter into any contract in the name of, or on behalf of, the CCZ.

### Section 2.

In the absence of express authorization of the CCZ Board of Directors no officer or member shall have the power to act or bind the CCZ in any manner.

### Section 3.

All checks or orders for the payment of money or other evidences of indebtedness issued in the name of the CCZ shall be signed by such officer or officers, agent or agents, and in such manner as shall from time to time be determined by resolution of the CCZ Board of Directors.

## ARTICLE X Newsletter

### Section 1.

A newsletter shall be the regular means of communicating notices and reports of CCZ activities and shall be circulated to each member. The CCZ Newsletter shall be published monthly from January through November.

## ARTICLE XII Disposition of Assets

### Section 1.

No part of the net worth of the CCZ shall at any time inure to any member or individual.

### Section 2.

In the event of dissolution of the CCZ, the assets shall be transferred to a non-profit organization of similar interests to be chosen by the CCZ Board of Directors.

## ARTICLE XIII Bylaws Adoption and Amendments

### Section 1. Acceptance:

These Bylaws are accepted at the time of their adoption by a majority vote of the current membership. These Bylaws shall take effect immediately upon acceptance. The CCZ shall hold elections for officers and members of the board as defined in Articles V, VI, and VII at the next designated meeting after the acceptance of these Bylaws.

### Section 2. Amendments or Changes:

Any member or members may petition for a change or amendment to the bylaws. The petition must be submitted in written form at a regular meeting prior to that at which the vote will be taken. The proposed changes or amendments shall be published for review by the membership in the newsletter or by a special mailing to voting members at least thirty (30) days prior to the meeting at which the changes will be voted on. Amendments or changes must be approved by two-thirds (2/3) of the votes cast.

### Section 3. Distribution of Bylaws:

Each member of the organization will be given a copy of new or amended bylaws within thirty (30) days of their approval. New members shall receive a copy upon their acceptance of membership.

### Section 4. Bylaws Review

Bylaws shall be reviewed every other year (odd years) in August for acceptance in October.

Bylaws approved and adopted on Saturday August 17, 2005 by majority vote of members present.

Bylaws reviewed July 17 and August 21, 2022. Revisions approved Saturday October 22, 2022 by majority vote of members present.