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Article 1

The name of this corporation is **North Carolina Brewers Guild, Inc.**, a non-profit North Carolina corporation (the "Corporation").

Article 2: Mission

Purposes of Organization: The Corporation is organized and operated exclusively for non-profit purposes. The Corporation is organized to:

- Promote NC Beers
- Cooperate on Purchasing
- Exchange Knowledge and Support among Members
- Legislative Initiatives

To accomplish its Mission, the Corporation may:

1. Promote, in every lawful manner, the common interests of the members and the licensed brewing industry in North Carolina;
2. Employ agents to collect information of value to members regarding laws, provisions, directives, and orders as may be made by the United States government, the State of North Carolina, and the political subdivisions thereof serving the Corporation, and to circulate such information to the members and general public;
3. Hold membership in other corporations or associations, although the Corporation shall not be deemed to have approved the action of other corporations by such membership, unless the Board of Directors of the Corporation so approves; and
4. Perform such other acts as may be necessary, in the opinion of the Board of Directors, to carry out the purpose of this Corporation. The Corporation shall not fix or set the prices and terms upon which the members buy and sell beer, limit or control the amounts of beer produced or purchased, boycott customers or suppliers, or allocate markets and customers.

Article 3: Members

1. Membership: Membership shall be open and available to any individual, partnership, or corporation who pays the membership dues as may be established from time to time by the Board of Directors.

Every NC licensed brewery is eligible to join as a voting member. Any other party may join the NC Brewers Guild as a non-voting member attending meetings by invitation.

2. Definition of a Voting Member: “A brewing organization that brews common brands, names and formulas at a facility in North Carolina which it owns or in which it has a majority ownership interest.” If there is more than one brewing organization involved in a brewing facility, the one holding a majority ownership interest is eligible for the voting membership in the Corporation. The voting member must hold a BATF Brewer notice. A contract brewer who does not own a majority interest in a brewing facility in North Carolina is not eligible for a voting membership.

3. Definition of an Associate Member: Tradesmen and suppliers doing business with the brewing industry or any individual, partnership or corporation in an allied industry or endeavor may be admitted as a non-voting Associate member. An Associate member will pay minimum dues as set by the Board of Directors. Meetings may be attended by Associate members by invitation of the Board of Directors. However, an Associate member is eligible to be elected to the Board of Directors but may not serve as an officer of the Corporation.

4. Definition of a Retail Member: “Retail licensees who sell NC beer and are deemed appropriate by the Board of Directors may be admitted as a non-voting Retail member.” A Retail member will pay minimum dues as set by the Board of Directors. A Retail member is not eligible to be elected to the Board of Directors.

5. Definition of an Enthusiast Member: Beer enthusiasts may be admitted as a non-voting Enthusiast member. An Enthusiast member will pay minimum dues as set by the Board of Directors. An Enthusiast member is not eligible to be elected to the Board of Directors.

6. Resignation: Any Member in good standing may resign from the Corporation upon delivery of written notice to the Corporation before the effective date of the resignation. The resigning Member is responsible for dues assessed up to the effective date of the resignation.

7. Expulsion: A Member may be suspended or expelled from membership by majority action of the Board of Directors for non-payment of dues, fees or for the violation of any provision of these Bylaws.

Article 4: Representation

1. Voting Rights: For the purposes of voting for the Board of Directors and any other official Corporation business each Voting Member shall have one vote. Voting by written proxy shall be allowed. However,

only active voting members or their representatives, in good standing, are entitled to cast their own and proxy votes in matters of the Corporation. All members are eligible to serve on committees.

2. Nominations for Board of Directors Positions:

Section 1. Ninety days prior to the annual general membership meeting, the Officers shall appoint a nominating committee of three members, not more than one of whom shall be a member of the existing Board of Directors. The nominating committee shall ensure that members have an opportunity to submit names for consideration prior to making its final nominations.

Section 2. Nominations shall be submitted to the membership at least thirty days in advance of the annual meeting. Directors of the Board are individual representatives of the member organizations and not the member entities themselves. There shall be no more than one individual representative nominated per brewing organization. The following groups must find representation on the board as the search for nominations goes forward: Brewpub representation, Packaging Brewery representation, and regional representation of Eastern NC, Central NC, and Western NC. Any Voting Member shall have the right to nominate a candidate, including himself by giving written notice to the Corporation prior to 30 days before the election.

Section 3. Election to the Board of Directors: Election of Board members will be held at the annual general membership meeting after the Chair entertains nominations from the floor and the nominations are closed. Board members will be elected as follows:

A minimum of five Voting Member directors will be elected by the voting members. There will be maximum of nine directors. In the event of a tie the nominee who received the most votes on the per barrel OLCC taxable removals will become the elected Board member. Members unable to attend the annual general membership meeting may vote by written proxy indicating in advance who will cast that proxy vote in the Voting Members name.

4. Vacancies: If a vacancy occurs in the office of the President of the Corporation, the Vice President shall serve as President for the remainder of the term. Vacancy in the office of Vice President, Treasurer or a director position shall be filled for the balance of the unexpired term by nominee(s) submitted by the President and approved by the Board of Directors.

Article 5: Board of Directors

1. **Authority:** The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation as are permitted by law, the Articles of Incorporation, or these Bylaws.
2. **Numbers of Directors:** The number of directors of the Corporation shall be at least five and no more than nine.
3. **Term of Office:** Each director shall serve a term of two years. Two directors shall be elected in the even-number years and Three directors including the director elected by the Associate members shall be elected in the odd-numbered years.
4. **Meetings:** There shall be one annual general membership meeting yearly at a time and place set by the Board of Directors. Additional meetings of the Board of Directors shall be held from time to time and shall be called by the President of the Board of Directors at the request of any Director.
5. **Action Without a Meeting:** Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed/emailed by all of the directors. Such consent shall have the same effect as a unanimous consent.
6. **Notice of Meetings:** The time and place of each meeting of the Board of Directors shall be fixed by the President of the Board of Directors, and notice of the time and place of such meeting shall be delivered via email to each member of the Board of Directors at least one week prior to the date of each meeting.
7. **Quorum and Vote:** A quorum for transaction of business at a meeting of the Board of Directors shall be a majority of the Board of Directors. The NCBG quorum is 50% of the Voting Members to conduct the business, make binding decisions, and change the Bylaws. A vote is decided with a majority of over 50% of quorum by allowing proxy vote.
8. **Compensation of Board of Directors:** The Board of Directors of the Corporation shall serve without compensation.

Article 6 Presiding Officers

1. **Designation:** The principal officer of the Corporation shall be the President of the Corporation who shall be elected annually by the Board of Directors from among the Board of Directors.

2. Compensation: The President of the Corporation shall serve without compensation.

3. President of the Board of Directors: The President of the Corporation shall preside at all meetings of the Board of Directors, and perform all duties incident to the office. The President shall see that all orders and resolutions of the Board of Directors are carried out. He shall at all times represent and act for the Corporation in its relationships with other organizations or groups, and shall, with the advice and consent of the Board of Directors, pass upon and determine all questions of policy and public relations which may arise between meetings of the Board of Directors. The President shall have authority to delegate to other officers such of his powers as he may deem necessary and expedient.

4. Vice President o: The Vice President of the Corporation shall perform such duties as may be assigned by the President or Board of Directors and shall preside at all meetings of the Corporation in the absence or disability of the President. The Vice President shall be elected annually by the Board of Directors from among the Board of Directors and shall serve without compensation.

5. Treasurer: The Treasurer shall audit all expenditures made on the behalf of the Corporation and render a statement of condition of finances of the Corporation at each Board of Directors meeting and at the annual general membership meeting. The Treasurer shall be elected annually by the Board of Directors from among the Board of Directors, or such individual deemed qualified and shall serve without compensation.

Article 7. Executive Director

Section 1. Duties. The Board of Directors may select and employ an Executive Director who shall be responsible for the general administration of the Corporation's activities. The Executive Director shall be the manager of the business offices of the Corporation, and shall be the keeper of the bylaws and the great seal of the Corporation.

Section 2. Immediate Supervision: The Executive Director shall work under the immediate direction of the Board of Directors. The Executive Director shall attend meetings of the Board of Directors and the Finance Committee, but shall not be a member of any of these bodies. The presiding officer of any of these meetings may request the absence of the Executive Director.

Section 3. With the approval of the Board of Directors, the Executive Director may sign checks drawn on the funds of the Corporation in payment of the debts and obligations of the Corporation. The Executive Director shall cooperate with the Treasurer in the preparation of all budgets and financial statements

presented to the Board of Directors. The Executive Director shall also perform such other duties as may be assigned to him by the President or the Board of Directors and shall be compensated for services.

Article 8: Amendments

Section 1. Amendments to the Bylaws. Amendments to the bylaws must be submitted to a director, in writing at least 30 days prior to the general membership meeting. The Executive Director or Board shall then see that the proposal is forwarded to the membership at least 15 days prior to the general membership meeting for a vote. In order to be approved any proposed amendment must receive an affirmative vote of two-thirds of the general membership voting at any meeting.

Section 2. Amendments may be proposed by the Board of Directors of its own initiative, or upon petition to the Board of Directors by three Voting members in good standing. All amendments shall be sent out by the Executive Director, as directed by the Board, to Voting Members stating the reasons why they are proposed, with or without recommendation.

Article 9: Seal

Section 1. The corporate seal will have inscribed upon it the name of North Carolina Brewers Guild and such other appropriate language as may be prescribed by the State of North Carolina or by the Board of Directors.

Section 2. Use of the Seal or other logos and branding created by and for the Corporation will be subject to qualifications deemed appropriate by the Board of Directors. Specific permission is required when using such seals or logos.

Article 10 Committees

Section 1: The Board may create committees as needed, such as fundraising, technical, finance, etc. The President of the Corporation shall appoint all committee chairs.

Section 2: Finance Committee. The Treasurer is chair of the Finance Committee, which shall include at least one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, an annual budget with staff and other Board members. The Board must approve the budget. The fiscal year shall be the July 1 to June 30. The financial records of the organization are public information and shall be made available to the membership and Board members upon request.

Article 11: Dues/Membership Fees/ Billings

Section 1. Annual. Dues/Membership fees of members of the Corporation shall be paid annually in such amounts and on such terms as determined from time to time by the Board of Directors.

Section 2. Arrears. Members who fail to pay their dues within 30 days of the initial billing shall be notified in writing. If payment is not made within 60 days of the initial billing, such member shall receive an Notice of Termination and shall lose the privilege of voting. If payment is not received within 90 days of initial billing, that member will be removed from the rolls and thereupon forfeit all rights and privileges of membership. The terminated member is responsible for dues assessed up to the effective date of termination. The Board of Directors may by rule prescribe procedures for extending the timely payment of dues and continuation of membership privileges upon request of a member for good cause shown. Organizations wishing to rejoin the Corporation will be required to pay all past dues and fees before consideration.

Section 3. Appropriation of Funds. Checks may be signed by the President, the Treasurer and the Executive Director. Checks over \$500 signed by the Executive Director will need prior approval and/or a second signature.

Section 4. General Sources of Funds.

All the income from dues, assessments, gifts, or gain from the operation of the Corporation shall be for the sole use of the Corporation, and no division thereof shall, at any time, be made to any member, except in reasonable payment of services rendered by any member to the Corporation, at the request of the Board of Directors.

Section 5. Dissolution.

If the Corporation should be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Corporation which remains after all debits or obligations are paid will be distributed to any other non profit corporation which has been selected by the Corporations Board of Directors and has been determined by the Internal Revenue Service to be exempt from federal taxes.

Article 12: Indemnification

Every Director, Officer or Employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him in

connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer or Employee at the time such expenses are incurred except in cases wherein the Director, Officer or Employee is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Employee may be entitled.

The undersigned Director of NORTH CAROLINA BREWERS GUILD, INC., hereby certifies that the foregoing is a complete and accurate copy of the By-Laws duly adopted by the Board of Directors of NORTH CAROLINA BREWERS GUILD, INC., at a meeting of said Directors, and that we are duly authorized by the Corporation so to certify.

This the _____ day of _____, 2008.

Sebastian Wolfrum, Director