BREWERS GUILD OF ALASKA
BYLAWS

Article 1 The name of this organization is the Brewers Guild of Alaska, Inc. (BGA). BGA is a non-profit Alaska corporation.

Article 2 **OFFICES**

1. *Principal Office*
The principal office of the corporation shall be located in the State of Alaska at the business address as designated by the Board Directors. The corporation may have such other offices, either within or outside the State of Alaska, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2. *Registered Office*
The corporation shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by the Alaska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article 3 **MEMBERSHIP**

1. *Brewery, Winery or Distillery Member*
Any individual, partnership, group, or corporation who holds a Federal Brewers Notice; Winery or Distillery License in the State of Alaska; is licensed to manufacture beer, wine or distilled spirits by the Alaska Alcohol and Marijuana Control Office and who pays the currently approved membership dues as established by the Board of Directors shall be a Brewery, Winery or Distillery in this corporation for a one-year term. Brewery, Winery and Distillery Members have voting rights.

2. *Brewery, Winery or Distillery in Planning Member*
A prospective manufacturer of beer, wine, cider, mead or distilled spirits in the State of Alaska who has not yet been fully licensed by the state and federal government who pays the currently approved membership dues as established by the Board of Directors shall be a Brewery in Planning, Winery in Planning or Distillery in Planning in this corporation for a one-year term. Brewery in Planning, Winery in Planning and Distillery in Planning members have no voting rights.

3. Good Standing: A member shall be considered in good standing if it is current on all membership dues.

4 Resignation: Any member may resign from the BGA provided they give written notice to the Board. Resigning members are responsible for dues assessed up to the effective date of resignation.
5. Expulsion: Any member may be suspended or expelled from membership in the BGA by resolution approved by the Regular Members. A suspension or expulsion of a member requires a 2/3 vote of the Regular Members at a Regular or Special Membership Meeting. As part of the meeting notice, written notice of the proposed suspension or expulsion and the grounds for the action shall be mailed and/or otherwise transmitted to the entire membership and the member who is the subject of the notice fourteen days prior to the meeting at which it will be heard. The member that is the subject of the notice will be allowed to respond to the notice in writing prior to the meeting and present its response at the meeting as well. The vote on the Regular Members on the proposed suspension or expulsion shall be the final decision on the matter.

Article 4 REPRESENTATION

1. *Voting Rights*
Each Brewery, Winery and Distillery Member in good standing shall have one (1) vote on matters to be voted upon and in elections held during an annual or special Membership Meeting.
2. Proxies: Voting by proxy shall be allowed provided that a written proxy ballot is signed and delivered to the Secretary of the BGA prior to the vote.
3. Board of Directors: Directors will be elected by a majority vote of Regular Members each year at the annual Membership Meeting (see Article 6).
4. Quorums: A quorum at any Membership meeting of the BGA shall consist of a majority of Regular members in good standing. A vote by proxy shall be counted as a present Regular Member when determining a quorum at a Regular or Special Membership Meeting.

Article 5 MEETINGS

1. Membership and Board Meetings: The President shall preside over all meetings be it annual, special, or otherwise. In their absence, the Vice President shall preside. Regular meetings shall be held at such time and place as is provided by appropriate resolution of the Board of Directors. If a Member or Director is unable to attend in person, the use of tele-communicative devices that allow all Members and Directors to hear one another shall be acceptable and shall constitute presence of said Members or Directors at such meetings.
2. Notice of Membership and Board Meetings: All Members and Directors shall be notified of their respective meetings by the President or the Secretary at least one week prior to the date of each meeting with the time, location and agenda of the meeting.
3. Special Membership Meetings: Special meetings shall be held when called by a majority of Regular Members or Directors. Special member meetings may be called by the Board one week prior to the date of the meeting.

Article 6 BOARD OF DIRECTORS

1. Number of Directors: The Board of Directors of the BGA shall consist of the President, Vice-President, Secretary, Treasurer and an at-large Director who are current Members of the BGA.
2. Authority: The affairs and business of the BGA shall be managed by the Board of Directors as permitted by law, the Articles of Incorporation, and these Bylaws.

3. Term of Office: Directors shall be elected by a majority vote of Regular Members at the Annual Membership Meeting for a two year term. In order to stagger the election of the Board members, the Treasurer and at Large Board Member elected in 2015 will have an initial one-year term. After 2015, the President, Vice-President, and Secretary will be elected on odd years for a two-year term and the Treasurer and At Large Board Member elected on even years for a two-year term. There are no term limits.

4, Removal. Directors may be removed prior to expiration of their term of office and replacement Directors elected by a majority vote of the Regular Members at a Special Membership Meeting.

5. Meetings. A quorum at any Board meeting of the BGA shall consist of a majority of the Board of Directors.

6. 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 by all of the Board members.

7. Powers and Duties:

The Board of Directors of the BGA, in addition to those powers granted by the **ALASKA NONPROFIT CORPORATION ACT,** shall have power:

a) To call meetings of the members.
b) To establish and collect the membership dues necessary to operate the BGA and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate.
c) To authorize and cause the BGA to enter into contracts for the day-to-day operation of the BGA and to carry out the responsibilities and obligations thereto.
d) To appoint committees and grant duties and responsibilities to such committees.

It shall be the duty of the Board of Directors of the BGA:

a) To keep a complete record of all its acts and corporate affairs.
b) To supervise all officers, agents, and employees of the BGA, and to see that their duties are properly performed.
c) To fix the amount of the annual dues for Members.
d) To prepare a roster of the members and dues applicable thereto; this shall be kept in the office of the BGA and shall be open to inspection by any member.
e) To send written notice of the dues to every member subject thereto.
f) To make payment of all ad valorem taxes assessed against the BGA property, real or personal.
g) To pay all expenses incurred by the BGA for services, insurance, and any other operating expenses.
h) To enforce by appropriate legal means the provisions of the Articles of Incorporation, and these Bylaws.

8. Compensation of the Board: The Board of Directors of the BGA shall serve without compensation.

9. Vacancy: Unless created by the removal from office under Article 6, section 4, a vacancy in any Director position may be filled by the Board of Directors for the unexpired portion of the term.

Article 7 OFFICERS

1. Officers: The Officers of the BGA are also Directors serving on the Board of Directors and are elected, removed or replaced as provided in Article 6. The Officers of the BGA are the President, Vice President, Treasurer and Secretary.
2. President: Unless unable to attend, the President shall preside at all meetings. They shall see that all orders and resolutions of the Board are carried out, and shall sign all notes, leases, mortgages, deeds, and all other written instruments. The President shall be the spokesperson for the BGA.
3. Vice President: The Vice President shall preside at any meeting that the President is unable to attend and shall assist the President and other officers with their duties.
4. Treasurer: The Treasurer shall receive and deposit in appropriate accounts all moneys of the BGA and shall disburse such funds as may be directed by resolution of the Board of Directors provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board. The Treasurer shall keep proper records of account and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet which shall be available for inspection upon reasonable request of a member.
5. Secretary: The Secretary shall record the votes and keep the minutes of all BGA proceedings. They shall record the names and addresses of all members of the BGA as registered by such members and their membership status. The Secretary shall be responsible for all mailings to members, including, but not limited to, notices of meetings of both the membership and the Board of Directors, copies of financial statements and budgets, and any other material provided by the Board to be included in the mailing.
6. Compensation: Officers shall serve without compensation.

Article 8 COMMITTEES

Committees not having and exercising the authority of the Board of Directors in the management of the corporation, may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Board of Directors shall appoint the members thereof from other board members, as well as members in the corporation. One member of each committee shall be appointed chairperson by the President of the Board of Directors. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Any member thereof may be removed, with cause stated, by the person or persons authorized to appoint such member whenever, in the judgment of the appointing authority, the best interests of the corporation shall be served by such removal.

Article 9 EXECUTIVE DIRECTOR

1. The Board of Directors may select and contract with, or employ, an Executive Director who shall be responsible for the general administration of the BGA. The Executive Director shall be the directing head of the business offices of the corporation.
2. The Executive Director reports to the Board and is responsible for administrating the BGA activities. With no paid staff, the Executive Director may delegate many tasks to support personnel (e.g. hired consultants, BGA committees and volunteers) while maintaining oversight of these tasks.
3. With the approval of the Board, the Executive Director may sign checks as an Officer under Article 11, section 6 of these Bylaws. 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 them by the President or the Board of Directors and shall be compensated for services.

Article 10 AMENDMENTS

These Bylaws may be amended by a 2/3 vote of the BGA Regular members present or voting by proxy at a duly constituted member meeting provided that the proposed amendment is contained in the notice of such meeting.

Article 11 FISCAL MANAGEMENT

1. Fiscal Year: The fiscal year of the BGA shall be January 1st to December 31st of the same year.
2. Membership Dues: Membership dues shall be set by the Board of Directors as authorized by a resolution of the Board. The Treasurer shall collect annual dues from each Member.
3. Budget: The Board of Directors shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing functions of the BGA, and shall collect annual dues from each member. The adoption of a budget shall not, however, be construed as restricting the right of the Board, at any time at their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the BGA reserves are insufficient to cover expenditures and costs of operation, maintenance, and management.
4. Notice: Notices of the annual dues applicable to each member shall be mailed on or before the last day of the first quarter of the fiscal year. Such dues shall be due and payable within 30 days of said notice and shall become delinquent after 30 days.
5. Loans: No loans shall be contracted on behalf of the BGA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
6. Appropriation of Funds: Checks may be signed by any officer for amounts up to $100. Any amount over $100 requires two officers' signatures. Any amount over $1,000 requires a Board or Membership resolution unless designated in the adopted budget for that fiscal year.
7. Depositories: All funds of the BGA, not otherwise employed, shall be deposited from time to time to the credit of the BGA in such savings and loan associations, banks, trust companies, and/or other depositories as the Board of Directors may select.
8. General Sources of Funds: All the income from dues, assessments, gifts and/or gain from the operation of the BGA shall be for the sole use of the BGA, 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 BGA, at the request of the Board of Directors.

Article 11 DISSOLUTION

If the BGA 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 BGA which remains after all debts and/or obligations are paid shall be distributed to any other not for profit corporation which has been selected by the Board of Directors of the BGA and has been determined by the Internal Revenue Service to be exempt from federal taxes.

Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

Adopted on June 28, 1999
Amended on January 20, 2018
Amended on May 5, 2021.