

**BYLAWS  
OF  
BREWERS ANONYMOUS, INC.**

**ARTICLE I  
Incorporation**

- a. Brewers Anonymous, Inc. (the "Club") is a not-for-profit corporation under Chapter 617 of the Florida Statutes (as may be amended, the "Act"). The Club shall possess the powers, rights and duties granted pursuant to its Articles of Incorporation and these Bylaws. These Bylaws shall govern the Club to the extent not inconsistent with the Articles of Incorporation or the Act.
- b. The Club considers itself to be a nonprofit corporation pursuant to Section 501(c) of the United States Internal Revenue Code (as may be amended, the "Code"). More specifically, the Club considers itself to be a Social Club pursuant to Section 501(c)(7) of the Code. The Club shall not engage in any activity or exercise any power which would deprive it of exemption under the Code.
- c. The principal office and registered agent of the Club shall be within the State of Florida and shall be determined by the Board. The Club's office and registered agent may be changed by the Board upon notice to the Florida Secretary of State.

**ARTICLE II  
Purpose**

The Club is organized exclusively for pleasure, recreation and other similar non-profitable purposes, including but not limited to:

- a. promoting the hobby and enjoyment of home-brewing;
- b. learning more about beer, beer tasting, beer judging, and brewing techniques, based on sharing knowledge and experience;
- c. encouraging good brewing practices;
- d. engaging in enjoyable social activities focused around home-brewing;
- e. assisting in all worthy projects for the advancement of zymurgy;
- f. boosting morale and encouraging new home brewers; and
- g. promoting the responsible use and consumption of alcohol.

**ARTICLE III  
Membership**

*Section 1. Eligibility for Membership; Corporate-Sponsored Membership.*

- a. All persons of legal age to consume alcoholic beverages, that support the purpose statement in Article II, are eligible for membership. The Board shall establish procedures for membership applications and approvals. Membership shall be granted after completion and receipt of a membership application and Dues, upon review and approval of the Board; and shall be available without discrimination on the basis of race, religion, color, creed, national origin, sex, or other non-discriminatory political affiliation or belief.
- b. The Club may also accept sponsored Members so long as the Club maintains an established membership of individuals, with personal contact and fellowship between Members, as required by the Code. Sponsored Members must meet the general eligibility requirements for membership, and shall have the same rights and privileges as regular Members. Sponsored membership may be transferred to another eligible individual at the discretion of the sponsor, unless any such sponsored Member is serving on the Board, upon written notice to the Secretary. Dues for the sponsored Member must be paid by a business entity. The Club

## BYLAWS OF BREWERS ANONYMOUS, INC.

acknowledges and agrees that sponsored Members are not authorized to act on behalf of the applicable business entity solely by virtue of their sponsorship.

### *Section 2. Member Dues.*

The amount and manner required for Dues shall be prescribed by the Board from time-to-time. Membership shall renew automatically provided any such Member's Dues remain current. Directors shall not be required to pay Dues during their Board Term. Members may not, while Dues are delinquent, vote on Club business, receive Club benefits, nor participate in any Club activities that are reserved exclusively for Club Members. Dues are not refundable for any reason, including but not limited to the resignation or termination of membership, unless otherwise permitted by the Board.

### *Section 3. Member Rights.*

- a. Unless otherwise explicitly set forth herein: each Member shall have the right to participate in Club-affiliated events or activities, and receive Club benefits; shall be eligible to vote in Board elections; and shall have the right to approve any Substantial Decision (or any lesser decisions that may be put to the Members). All other decisions on behalf of the Club shall be within the sole control of the Board or the Officers, as further set forth herein, and as may be delegated from time-to-time in accordance with these Bylaws. Each Member acknowledges and agrees that their rights may be limited by their willingness to execute a specific waiver or release reasonably required by the Club or third-parties from time-to-time. A "Substantial Decision" shall refer to:
  - i. The sale, lease, exchange, or other disposition of all or substantially all of the property and/or assets of the Club;
  - ii. Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and/or assets of the Club, or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of the Club;
  - iii. Any expense that is not reasonably related to the Club's purpose;
  - iv. The election or removal of a Director;
  - v. The hiring of any employees or establishment of their compensation, to the extent permitted by the Act and the Code;
  - vi. The termination of any Member;
  - vii. Whether the Club may incur any material indebtedness;
  - viii. Any amendment to the Club's name, Articles of Incorporation, or these Bylaws;
  - ix. The creation, sale or dissolution of any subsidiary or affiliate entity; or
  - x. Voluntary dissolution of the Club.
- b. Club Members may be reimbursed for reasonable expenses incurred on behalf of the Club.
- c. Membership may not be assigned or transferred to any person, except as explicitly set forth herein.

### *Section 4. Hold Harmless.*

IT IS RECOGNIZED BY ALL MEMBERS THAT PARTICIPATION IN THIS CLUB IS ENTIRELY VOLUNTARY AND MAY INVOLVE THE CONSUMPTION OF ALCOHOLIC BEVERAGES. IT IS FURTHER RECOGNIZED THAT CONSUMPTION OF ALCOHOLIC BEVERAGES (A) MAY AFFECT ONE'S PERCEPTION AND REACTIONS, (B) MAY BE VERY DANGEROUS, AND (C) MAY INVOLVE THE RISK OF SERIOUS INJURY, DEATH OR PROPERTY DAMAGE. EACH MEMBER VOLUNTARILY, WILLINGLY AND KNOWINGLY ASSUMES FULL RESPONSIBILITY FOR ANY AND ALL RISKS, WHETHER KNOWN OR UNKNOWN, IN ANY WAY ASSOCIATED WITH THEIR PARTICIPATION IN THE CLUB OR THE CONSUMPTION OF ALCOHOLIC BEVERAGES. EACH

## BYLAWS OF BREWERS ANONYMOUS, INC.

MEMBER FURTHER ACKNOWLEDGES AND AGREES THAT THEY ARE RESPONSIBLE FOR THEIR OWN CONDUCT, BEHAVIOR AND ACTIONS, AND THAT NEITHER THE CLUB NOR ANY OTHER MEMBER IS RESPONSIBLE FOR ENSURING SUCH MEMBER'S SAFETY OR COMPLIANCE WITH APPLICABLE LAWS. ABSENT ANOTHER MEMBER'S OR GUEST'S GROSS NEGLIGENCE, FRAUD, INTENTIONAL MISCONDUCT, OR WANTONLY RECKLESS CONDUCT, EACH MEMBER HEREBY RELEASES, HOLDS HARMLESS, AND COVENANTS NOT TO SUE, THE CLUB OR ANY OTHER MEMBER OR GUEST FOR THEIR CONDUCT, BEHAVIOR, OR ACTIONS, ARISING OUT OF OR RELATING TO THEIR PARTICIPATION IN THE CLUB. THE FOREGOING COVENANTS SHALL APPLY TO THE APPLICABLE MEMBER AND ON BEHALF OF THEIR HEIRS, PERSONAL REPRESENTATIVES, AND ASSIGNS. THIS SECTION IS INTENDED TO BE AS BROAD AND INCLUSIVE AS PERMITTED BY APPLICABLE LAWS.

### *Section 5. Resignation of Membership.*

- a. Any Member may resign upon written communication to the Secretary.
- b. Failure to remain current on Dues shall not be presumed as a resignation, but may be grounds for termination of membership pursuant to Section 6(c) below.
- c. Resignation shall not relieve any Member of monies or Materials owed to the Club.

### *Section 6. Termination of Membership.*

- a. "Cause" for termination may exist:
  - i. Should Members fail to support, or should Members act adversely to, the provisions of these Bylaws;
  - ii. Should any Member commit any act of theft or violence against any person, or threat thereof, in connection with the Club;
  - iii. Conviction of a felony; or
  - iv. Should any Member fail to return any Materials, as may be required.
- b. Members' membership may be terminated for Cause by three-fourths vote of the Club Members, provided that a motion to terminate any Member shall be submitted to the Board prior to any vote so that the Board may determine if such motion is consistent with these Bylaws, and so that proper notice of such vote may be provided to Club Members. No Member that is the subject of a vote to terminate their membership may participate in such vote, whether as a Member or Director. Notwithstanding the foregoing, the Board may terminate a Member's membership in the event the Board determines that such Member (i) is no longer eligible for membership pursuant to Article III, Section 1 of these Bylaws, (ii) jeopardizes the Clubs exempt status under the Code, or (iii) fails to pay the Club any material amount of money owed to the Club, after notice and a reasonable opportunity to cure.
- c. Should any Member remain delinquent of their Dues after notice and one months' opportunity to come into compliance, their membership shall automatically terminate; *provided, however*, that they shall be automatically reinstated upon full payment of outstanding Dues, should such Member's application remain on file.
- d. Any Member's termination notice shall be provided in accordance with the Act.
- e. Termination shall not relieve any Member of monies or Materials otherwise owed to the Club.
- f. In the event any Director, Officer, or Committee Member's membership is terminated, such Member shall be deemed to have also automatically resigned from their elected or appointed position.

### *Section 7. Honorary Members.*

The Board may offer honorary membership to individuals of the professional brewing

## BYLAWS OF BREWERS ANONYMOUS, INC.

community, including but not limited to brewers for breweries, brewpubs or production facilities, or for homebrew store owners. Honorary Members (a) shall not have voting rights, (b) are not eligible to become Officers, and (c), without limiting Section 6(b) above, may have their membership terminated at any time in the Board's discretion.

### *Section 8. Guests.*

Guests may attend Club meetings and functions, subject to any limitations established by the Board. It is anticipated that guests would eventually join the Club.

### *Section 9. No Limitations of Free Association.*

These Bylaws shall not in any way limit or prevent Members from joining other clubs, other organizations, or from assembling with their fellow Members without having to call a meeting.

### *Section 10. Improper Use of the Club.*

No Member shall use or attempt to use the Club for personal financial gain or for any purpose other than those stated in the Club's Articles of Incorporation and these Bylaws; and shall avoid even the appearance of same.

## ARTICLE IV Board of Directors/Officers

### *Section 1. Board's Role, Composition, Duties, & Compensation.*

- a. The Board shall provide leadership and an administrative structure to conduct business. The Board is responsible (i) for the overall policy and direction of the Club, (ii) for ensuring the Club satisfies its obligations under the Act and the Code, (iii) for approving the President's annual budget, (iv) for approving any material expense not included in the annual budget, and (v) for delegating responsibilities to any Officers, Members or Committees, each in accordance with these Bylaws. The Board may establish and prescribe such policies, procedures and rules that are consistent with these Bylaws, relating to the management and operation of the Club, as the Board deems necessary.
- b. The Board shall be composed of five Directors. For all intents and purposes, the Directors shall also serve as the Officers of the Club, of which include: *President*, *Vice-President*, *Secretary*, *Treasurer*, and *Archivist*. Except to the extent that a decision is required by the Board or by the Members pursuant to these Bylaws, the Officers' responsibilities are as follows:
  - i. The "President" shall convene all meetings, and shall plan for and preside over each meeting, or arrange for another Director to plan for and preside over any meeting in the event of their absence. A President's message shall be provided prior to a meeting, which shall serve as a reminder of the meeting and briefly summarize both old and new business to be presented at the meeting. All powers necessary and proper for the management of the Club, that are not reserved for the other Officers or the Board, shall be vested in the President, unless otherwise prescribed by the Board.
  - ii. The "Vice-President" shall assist the President, and shall coordinate the efforts of all standing Committees, should they be created. The Vice-President shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
  - iii. The "Secretary" shall be responsible for keeping record of Club actions, including overseeing the taking of minutes at all meetings, and shall conduct all Officer elections. The Secretary shall maintain a list of all Members, and shall chair the Membership Committee should one be established. The Secretary shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
  - iv. The "Treasurer" is responsible for the care and custody of all Club funds. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging

## BYLAWS OF BREWERS ANONYMOUS, INC.

to the Club; shall deposit all moneys and other valuable effects in the name and to the credit of the Club; and shall make financial reports available to the Board on a quarterly-basis, and to the Members at each Annual Meeting, unless otherwise prescribed by the Board. The Treasurer shall also chair the Finance Committee should one be established; assist the President in the preparation of an annual budget and any tax returns or financial statements; make financial information available to the Board when requested, and available to any government entity when necessary. The Treasurer shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.

- v. The “Archivist” shall maintain the Club’s collection of brewing books, periodicals, and equipment (collectively, “Materials”); and shall establish a procedure and see to it that such Materials are reasonably stored and made available to Club Members, and ensure their return. The Archivist shall also perform all duties incident to the office, as may be prescribed from time-to-time by the Board.
- c. No Member may hold more than one office at any given time.
- d. All Directors shall make their decisions in accordance with the best interest of the Club and the Club’s Members.
- e. There shall be no compensation for Directors other than reasonable expenses.
- f. No other Directors or Officers may be established except upon an amendment to these Bylaws.
- g. In the event there is no President of the Club or the President is incapacitated, all of the President’s responsibilities and duties shall temporarily vest in the following succession order until a new President may be elected: (1) Vice-President, (2) Secretary, (3) Treasurer, and (4) Archivist.
- h. Notwithstanding the official Officer titles described above, the Board may prescribe informal titles for each Officer.

### *Section 2. Board Elections & Terms.*

- a. Members who wish to run for Board positions must be current on their Dues.
- b. Directors shall be elected by a simple majority of the voting Members present at the Annual Meeting. Each voting Member may cast one vote for each open Board position. Members may not delegate their vote by proxy.
- c. All Directors shall serve one-year terms, beginning on February 1<sup>st</sup> and ending January 31<sup>st</sup> of the following Calendar Year (each a “Board Term”). Directors may be eligible for re-election for unlimited Board Terms; however, in the event of a tie, priority will be given to any Member who has not been a Director in that particular position for two or more consecutive Board Terms. A re-vote shall be immediately held should a tie not be resolved. In the event a re-vote cannot resolve the tie, the highest-ranking newly-elected Officer for the up-coming Board Term shall have the tie-breaking vote.
- d. During the month of January, the out-going Board shall transition the in-coming Board into office.

### *Section 3. Board Meetings & Notice.*

The Board may meet at an agreed upon time and place, within the Greater Orlando area, provided each Director receives proper notice (each a “Board Meeting”). Notice for Board Meetings may be waived in accordance with the Act. Members of the Board may not delegate their vote by proxy. Regular Meetings, Special Meetings and Annual Meetings shall not presumably constitute Board Meetings. The Board shall use reasonable efforts to hold a Board Meeting once every two months.

## BYLAWS OF BREWERS ANONYMOUS, INC.

### *Section 4. Quorum; Required Vote; Presumption of Assent.*

- a. Having all of the Directors present at any Board Meeting shall constitute a quorum. In the event a vacancy occurs on the Board, a quorum shall consist of the remaining Directors until the vacancy is filled.
- b. In the event a quorum is not present at a Board Meeting, the meeting may continue provided a summary of the issues addressed and positions taken is made available, either verbally or in writing (including via email or other reasonable means), for the absent Director(s) to consider.
- c. Each Director is authorized to exercise one vote. Unless otherwise specified in these Bylaws, questions arising at a Board Meeting shall be decided by a majority of the Board. In the event an even number of Directors exists and a majority cannot be established, the Board shall either (i) hold an election in order to appoint a replacement Director, or (ii) in the event of an emergency, the President may exercise two votes.
- d. A Director who is either present at a Board Meeting when Club action is taken, or receives the summary described in Subsection b above, shall be presumed to have assented to the action taken, unless: (i) in the case they are present at a Board Meeting, they object at the beginning of the meeting, or promptly upon their arrival, to holding the meeting or transacting the specific business at the meeting, or they vote against or abstain from the action taken; or (ii) in the case of any action described in a summary pursuant to Subsection b above, if not objected to by the absent Director(s) within one week after receipt of the summary.

### *Section 5. Action without a Meeting.*

Any Board action may be taken without a meeting, without prior notice, if the action is authorized by all Directors eligible to vote. However, to be effective, the action must either (a) be evidenced by one or more written consents describing the action taken, dated and signed (including electronic signatures) by approving Directors, or (b) be conducted in a manner that can reasonably evidence that approving Directors were aware of the action taken and consented to the manner in which approval was sought.

### *Section 6. Vacancies.*

- a. When a vacancy on the Board exists mid-term, either by death, incapacity, resignation, removal, or otherwise, but at least four months remain in the Board Term, the Secretary shall provide notice to the Club Members and shall receive nominations for a replacement. The Members shall vote on a replacement as soon as possible, provided the Members are given proper notice.
- b. Should a vacancy otherwise exist the remaining Directors shall arrange to share in the responsibilities until a new Director may be elected.

### *Section 7. Resignation & Removal.*

- a. Resignation from the Board must be in writing and received by the Secretary.
- b. A Director may be removed from the Board by a majority vote of the Club's Members.

## **ARTICLE V Meetings of Members, Voting**

### *Section 1. Place.*

All Member meetings shall be held at such place within the Greater Orlando area, as may be designated by the Board in accordance with these Bylaws.

### *Section 2. Regular Meetings.*

"Regular Meetings" of the Members shall be held monthly, at a time and place designated by the Board. Notice for Regular Meetings shall be provided to the Members by reasonable means prescribed by

## BYLAWS OF BREWERS ANONYMOUS, INC.

the Board. If a “permanent” time and location is established, it shall be presumed that Members have notice of the Regular Meetings unless the place or time is changed; *provided, however*, that the foregoing shall not affect the President’s obligation to provide a President’s message.

### *Section 3. Annual Meetings.*

An “Annual Meeting” of the Members shall take place in the month of December, and may take place of December’s Regular Meeting. The Board will designate the specific date, time and location of the Annual Meeting with proper notice to Members. Annual Meetings may only be held on weekends. At the Annual Meeting, Members shall, at a minimum, elect Officers for the new Board Term.

### *Section 4. Special Meetings.*

“Special Meetings” include any meetings that are not Regular Meetings or Annual Meetings, and may be called by the President or a simple majority of the Board. A Special Meeting may also be called by a petition signed by at least one-quarter of Members eligible to vote. Proper notice of any Special Meeting must be provided. Special Meetings may only be held on weekends. Business transacted at any Special Meeting shall be confined to the purposes stated in the notice thereof.

### *Section 5. Quorum.*

The Members present at any properly-noticed meeting shall constitute a quorum, provided at least one Director is present.

### *Section 6. Voting.*

Unless otherwise required herein, all membership-required approvals shall be decided by a simple majority vote of those Members present at the meeting in which a quorum is present. Voting may be by ballot, by a simple hand count, or by any reasonably equivalent means prescribed by the Board from time-to-time. Voting for the termination of any Member shall be by ballot and votes shall remain confidential to the greatest extent permissible by applicable law.

### *Section 7. Action without a Meeting.*

Any membership action may be taken without a meeting, without prior notice, if the action is authorized by a majority of the Club Members eligible to vote. However, to be effective, the action must either (a) be evidenced by one or more written consents describing the action taken, dated and signed (including electronic signatures) by approving Members, or (b) be conducted in a manner that can reasonably evidence that approving Members were aware of the action taken and consented to the manner in which approval was sought.

## ARTICLE VI Committees

### *Section 1. Committees Defined; Means of Creation.*

A “Committee” shall include one or more Members organized in accordance with this Section and with responsibilities necessary and proper to aid in carrying out the affairs of the Club. A Committee may or may not be headed by a Director, unless required by these Bylaws. A Committee may be temporary or permanent in nature, as created or dissolved by the Board from time-to-time. The Board may, from time-to-time, prescribe the responsibilities of the various Committees. Examples of Committees include a Membership Committee, Event Committee, Finance Committee, Education Committee, Marketing Committee, Website Committee, and Competition Committee.

### *Section 2. Committee Member Appointments.*

Committee Members and Committee Chairs may be appointed by the President and removed by the President, in the President’s reasonable discretion; which appointments may be delegated to Committee Chairs in the President’s reasonable discretion. The President may serve on Committees but shall first give other Members the reasonable opportunity to serve instead. Members may serve on more

## BYLAWS OF BREWERS ANONYMOUS, INC.

than one Committee. Committee Members may retain their positions notwithstanding a change in Directors, unless otherwise removed by the then-current President in accordance with this Section. Should a Committee Member resign, they shall give notice to the President, who shall attempt to fill the vacancy as soon as reasonably practicable. Committees may exist without Committee Members in the event no Member wishes to serve on any such Committee.

### *Section 3. Committee Decisions; Finances.*

Recommendations or decisions of any Committee may be altered or overridden by the Board. Each Committee shall file with the President and Treasurer a detailed budget setting forth any funds needed or required in connection with the work of such Committee during the ensuing Calendar Year or for any special project, for consideration by the Board. Unless pre-approved in the Club's annual budget, no Committee shall incur any debt payable for the Club without prior approval of the Board.

### *Section 4. Committee Rules.*

Each Committee may adopt rules for its own governance consistent with these Bylaws, unless otherwise prescribed by the Board.

## ARTICLE VII Finances, Properties & Liabilities

### *Section 1. Club Funds.*

All funds of the Club shall be deposited at a duly licensed bank depository selected by the Board.

### *Section 2. Bills, Notes, Etc.*

- a. All bills, payable notes, checks, or other negotiable instruments of the Club, shall be subject to Board approval and any approval that may be required by the Members. The foregoing shall not prohibit the Board from pre-approving expenses in connection with Club activities and events that are organized by Members and that require reimbursement from the Club, in accordance with these Bylaws.
- b. All checks or demands for money and notes of the Club shall be signed by such officer or officers or such other person or persons as the Board may designate from time-to-time.
- c. No Officer, Member or agent of the Club, either singly or jointly with others, shall have the power to make any bill, payable note, check draft, warrant, or other negotiable instrument, or endorse the same in the name of the Club, or contract or cause to be contracted, any debt or liability in the name or on behalf of the Club, except as expressly authorized in these Bylaws.
- d. No Director or Officer may contract with the Club for personal financial gain without approval of the Members, unless prohibited by the Code or the Act.

### *Section 3. Properties of the Club.*

No Member (regardless of status or category), solely by virtue of membership status, shall have any right, title, or interest in any Club property or assets, including any earnings or investment income, nor shall any such property or assets be distributed to any Member (regardless of status or category) on the dissolution or winding-up thereof.

### *Section 4. Mailing List.*

Unauthorized use of the Club's Member list, mailing list, telephone list, email list, any list-serve, or any social media account, may result in permanent termination of membership and possible legal action. All lists and accounts shall not be used for commercial purposes, and may only be used for the purpose and advancement of the Club, as stated in Article II.

### *Section 5. Liability of Members.*

- a. No Member (regardless of status or category) shall have any personal liability for any debt or



## BYLAWS OF BREWERS ANONYMOUS, INC.

obligation of the Club unless otherwise agreed in writing by such Member. No Member (regardless of status or category) shall be required to contribute to the capital of, or to loan any funds to, the Club, or make any guarantees on the Club's behalf.

- b. Neither Directors nor Officers shall be liable to the Club or its Members to the fullest extent permitted by the Act, the Code, and any other applicable law.

### *Section 6. Indemnification.*

The Club shall indemnify all Officers and Directors of the Club to the fullest extent permitted by law, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the fullest extent as determined from time-to-time by the Board.

## ARTICLE VIII Miscellaneous

### *Section 1. Notice.*

- a. Notice wherever required herein without specific qualifications shall be given to each Member by reasonable means prescribed by the Board from time-to-time, not less than two weeks prior to the meeting. Notice must include the time and place of the meeting, and any other information required by these Bylaws. Notice may be waived in accordance with the Act.
- b. In the event of an emergency, and in the interest of avoiding delays in the Regular Meetings, notice to reschedule a meeting is only that which is reasonable under the circumstances; *provided, however*, that no Substantial Decision may be conducted at a meeting rescheduled due to emergency without two weeks' prior notice.

### *Section 2. Definitions.*

In these Bylaws, unless the context specifies or requires otherwise, the following terms shall have the meanings ascribed to them:

- a. "Board" means the board of Directors of the Club.
- b. "Calendar Year" means the period beginning January 1<sup>st</sup> and ending December 31<sup>st</sup> of any given year.
- c. "Committee Chair" means the Committee Member primarily responsible for organizing and leading the Committee.
- d. "Committee Member" means each appointed member of a Committee.
- e. "Director" means a director (as described in the Act) of the Club elected or appointed pursuant to these Bylaws.
- f. "Dues" means membership fees established by the Board from time-to-time, whether on an annual or longer basis, as further described in Article III, Section 2.
- g. "Fiscal Year" or "Tax Year" means the one-year period used by the Club for accounting, budget and financial reporting purposes, which may be prescribed by the Board from time-to-time.
- h. "Member" means a member of the Club as set out in Article III of these Bylaws.
- i. "Officer" means an officer (as described in the Act) of the Club elected or appointed pursuant to these Bylaws.

### *Section 3. Choice of Law & Venue.*

These Bylaws shall be interpreted, construed and enforced in accordance with the laws of the State of Florida, without respect to conflict of laws principles. Any and all disputes arising out of or related to these Bylaws or membership in the Club shall be resolved in the State or Federal Courts located in Orange County, Florida.

## **BYLAWS OF BREWERS ANONYMOUS, INC.**

### *Section 4. Interpretation of these Bylaws.*

Headings and captions are intended solely for convenience of reference. If there is any conflict between such headings or captions and the text of these Bylaws, the text shall control. Unless the context clearly indicates otherwise, the singular shall include the plural and vice-versa. Whenever the masculine, feminine or neuter gender is used inappropriately, these Bylaws shall be read as if the appropriate gender was used. In the event these Bylaws contain any provision that is not permitted by the Act, the Code, or other applicable laws, such provision shall be severed from these Bylaws, leaving the remaining provisions in full force and effect; and either (a) the default provisions under the Act shall govern instead, or (b) these Bylaws may be reformed to the extent consistent with applicable laws.

### **ARTICLE IX**

#### **Suspension or Amendment of Bylaws.**

##### *Section 1. Suspension of Bylaws.*

If adhering to the requirements contained within these Bylaws becomes either impossible or impracticable because of an unforeseen set of circumstances, the Board may temporarily suspend application of one or more provisions upon at least two-thirds vote of the Board. The provision(s) will resume applicability commencing with the next meeting of the Board or at such other time as specified in the motion for suspension of the provision(s). This Section shall not apply to the approval by the Members of any Substantial Decision.

##### *Section 2. Amendment of Bylaws.*

Any proposal to amend these Bylaws must pass by two-thirds vote of the Members present at the meeting. Notice of any amendment to these Bylaws shall be given to all Members of the Club in the manner provided for in Article VIII, Section 1 of these Bylaws. The notice need not include a copy of the actual amendments, but shall include in reasonable detail the nature of proposed amendments.

### **ARTICLE X**

#### **Dissolution**

- a. Upon the voluntary dissolution of the Club, the Board shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all other assets of the Club to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization under the Code, and as the Board shall determine to be best means to carry out the purposes for which the Club was originally formed. The Board shall also cause Articles of Dissolution to be executed on behalf of the Club and filed with the Florida Secretary of State, and the Board shall execute, acknowledge and file any and all other instruments necessary or appropriate to reflect the dissolution of the Club.
- b. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine.