

BY-LAWS  
of the  
NORTH AMERICAN CRAFT-MALTSTER'S GUILD, Inc.  
As Amended \_\_\_\_\_, 2019 ~~April 12, 2017~~

ARTICLE I. PURPOSES

Section 1. NATURE OF THE CORPORATION

The North American Craft-Maltster's Guild (the "Corporation"), is a non-profit corporation, which shall be operated in compliance with provisions [Massachusetts General Laws Chapter 180 and/or](#) ~~of~~ Section 501(c)(6) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. PRIMARY PURPOSES

The Corporation is organized for the purposes set forth in its Articles of Organization, and described herein, which are filed with the Commonwealth of Massachusetts. The mission of the Corporation is to promote and educate the general public about the tradition of craft malting in North America, provide educational opportunities to the Corporation's members and to the general public, and to improve and uphold the highest quality and safety standards for Craft Malt.

Furthermore, the Corporation is organized to:

1. Promote, in every lawful manner agreeable to the Corporation, the common interests of the members and the craft-malting industry in North America;
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 and the political subdivisions thereof serving the Corporation, and to circulate such information to the general public;
3. Hold membership in other associations, although the Corporation shall not be deemed to have approved the action of other associations by such membership, unless the Board of Directors of the Corporation so approves;
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 or terms upon which the members buy and sell malt, limit or control the amounts of malt produced or purchased, boycott customers or suppliers, or allocate markets and customers.

Section 3. ANNUAL GENERAL MEMBERSHIP MEETING

All members in good standing shall meet once a year at a time, date and place to be determined by the Board of Directors or the Executive Director, if directed to do so by the Board of Directors, to discuss the affairs of the Corporation; to elect Directors and Officers; and to conduct any other business concerning the Corporation.

ARTICLE II. DIRECTORS

Section 1. GENERAL POWERS

The Corporation shall be managed by its duly elected Board of Directors. Each Director may exercise all such powers of the Corporation as are permitted by law, the Articles of Organization, or these By-Laws.

Section 2. NUMBER

The number of ~~D~~irectors shall consist of between five (5) and twelve (12) ~~m~~Members of the

Corporation (the "Board of Directors"), which shall be comprised as follows: up to seven (7) ~~eight (8)~~ Directors shall at all times be ~~of whom shall be Regular Member~~ ~~Member~~ ~~Member~~ ~~Malthouses~~ (as defined herein); and up to four (4) Directors of whom shall be allocated to other Members as follows: ~~Associate Member~~ up to one (1) Director may be a ~~Developing/International Malthouses~~ Member (as defined herein); up to two (2) Directors may be ~~Allied Trade~~ Members (as defined herein); and up to two (2) Directors may be ~~and/or Individual~~ Members (as defined herein). At all times, the Board of Directors shall be comprised of a majority of Directors who are also Member Malthouses. In the event there are an equal number of Directors elected at the Annual General Membership Meeting that Members Malthouses and Members that are not Member Malthouses, there shall be an immediate special election for a new Malthouse Member Director to act as a Director at that Annual General Membership Meeting, ~~and a majority of whom shall be Regular Member~~ ~~Member Malthouses~~. All of whom are members of the Corporation including officers and chairs and members and committees. The Board of Directors, once elected, may but shall not be required to appoint an additional two (2) directors to serve on the Board of Directors by a majority vote of the Board and those two (2) additional Directors shall be either Regular or Associate Member ~~Developing/International Malthouses~~, ~~Allied Trade~~, ~~and/or Individual~~ then in good standing.

### Section 3. ELECTION; TERM; TENURE

Previously, all Directors of the Corporation have served simultaneous two (2) year terms. In order to create continuity and stagger on the Board of Directors henceforth, as of the date of the adoption of this Amended By-Laws, \_\_\_\_\_, 2019, the Board of Directors of the Corporation shall have staggered elections of the Corporation's Directors wherein up to four (4) Directors shall be elected every year for a three (3) year term.

Subsection 1: In order to transition from the Corporation's previous practice of having Directors serve simultaneous terms, the following current Directors' terms shall be extended one year to the next Annual General Membership meeting in 2020 whereupon the election of a new Director or the re-election of the current Director, as the case may be, that newly elected or re-elected Director shall thereafter serve a term of three (3) years:

- (a) Brandon Ade – Member Malthouse
- (b) Brent Manning – Member Malthouse
- (c) Chris Swersey – Allied Trade Member
- (d) David Thomas – Individual Member

Subsection 2: In order to transition from the Corporation's previous practice of having Directors serve simultaneous terms, the following current Directors' terms shall be extended two years to the Annual General Membership meeting in 2021 whereupon the election of a new Director or the re-election of the current Director, as the case may be, that newly elected or re-elected Director shall thereafter serve a term of three (3) years:

- (a) Twila Sole – Member Malthouse
- (b) Jeff Malkiwicz – Member Malthouse
- (c) Hillary Barile – Member Malthouse
- (d) Hannah Turner – Individual Member

~~The initial directors shall be those five (5) persons named as directors in the articles of organization. Thereafter, the directors shall be elected at the annual meeting of the members. The term of office of a director elected at the annual meeting of the members shall be two three (23) years but Directors may serve unlimited successive two three (23) year terms. Terms shall be staggered such that no more than one third of the Board turns over each year. The Regular Member/Member Malhouses may, by vote of a majority of their membership, elect additional directors of the corporation. Except as hereinafter provided, a director shall hold office until his successor is elected and qualified.~~

#### Subsection 43. Nominations for Board of Directors Positions

[a] Sixty (60) days prior to the ~~a~~Annual ~~g~~General ~~m~~Membership ~~m~~Meeting the Officers shall appoint a nominating committee of three ~~m~~Members, not more than one whom shall be a member of the existing Board of Directors. The nominating committee shall ensure that all mMembers have an opportunity to submit names for consideration prior to making its final nominations.

[b] ~~A list of nominated Members Nominations shall be submitted to the mMembership at least one (1) week prior to the Annual General Membership Meeting in advance of the annual meeting. Directors of the Board are individual representatives of the member organizations and not the member entities themselves. Each Member shall be allowed to nominate only one person who is also a Member in his individual name or a person who has ownership or representative interest in a corporate Member to stand for election as a Director. Members can nominate themselves to stand for election as a Director if they are an individual or, if a corporate entity Member, any person with an ownership or representative interest in that corporate entity Member. There shall be no more than one (1) individual representative nominated per Craft Malhouses.~~

~~[c] Any Regular Member/Member Malhouses shall have the right to nominate a candidate, including himself or herself by notifying the Association prior to thirty (30) days before the election.~~

#### Subsection 42. Election of the Board of Directors

Election of the ~~Directors Board of Directors will~~ shall be held at the ~~a~~Annual ~~g~~General ~~m~~Membership ~~m~~Meeting wherein all Members Malhouses, exclusively, shall be entitled to vote once for any or all of the individuals listed on the Nomination List by secret ballot. The nominated candidates receiving the most votes at the Annual General Membership Meeting to become Directors shall, in the order of highest to least in votes received within their Membership classification, shall thereupon be elected a Director of the Corporation for a term of three (3) years provided that: (a) that person accepts to serve as a Director; and (2) there is room on the Board of Directors for another Director with that person's Membership classification as, pursuant to Article II, Section 2 above, no more than Seven (7) Member Malhouses shall serve as Directors at one time; no more than one (1) Developing/International Member shall serve as a Director at one time; no more than two (2) Allied Trade Members shall serve as a Director at one time; and no more than one (1) Individual Member shall serve as a Director at one time.

~~right after the nominations are closed. Board Members will be elected as follows:~~

~~[a] Up to eight (8) Regular Member Malthouse directors and up to four (4) Associate Member/Developing/International Malthouses, Allied Trade, and/or Individuals directors will be elected by Regular Member Malthouses. Every Regular Member Malthouse has one (1) vote for every open position on the Board, and Regular Member Malthouses cannot vote for an individual more than once. For example, if there are four Regular Member Malthouse Board positions available and one Associate Board position opening, every member receives four votes for Regular Board nominees and one vote for the Associate Board nominee. Nominees with the most votes are elected to the Board. In the unlikely event that a tie occurs, re vote occurs with only the tied members on the ballot by Regular Member Malthouses in attendance at the annual meeting. Members unable to attend the annual general membership meeting may vote by written or online ballot, which shall be sent with nominations one week in advance of the annual meeting. Ballots will be accepted up to five o'clock p.m. on the day prior to the annual general membership meeting.~~

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#### Section 4. REGULAR ANNUAL MEETING

There shall be a regular annual meeting of just the Board of Directors to be held at the principal office of the Corporation or at such other place within the United States of America as may be named in the notice of the meeting. The exact time and place for this meeting shall be fixed by the President of the Corporation Board. Written notice of the meeting date, time and place shall be personally served on, mailed in, or e-mailed to each Director by the President or Executive Director if directed to by the President not less than thirty (30) days prior to the annual meeting.

#### Section 5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President of the Board of the Directors at the request of any Director. Written notice shall be given of the meeting date, time and place to each director not less than one (1) week prior to the special meeting. Special meetings for Member Malthouses only may be made by an Malthouse member, and written notice of any such special meeting of Malthouses shall be provided to all Malthouses not less than one (1) week prior to any such special meeting.

#### Section 6. ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed voted upon unanimously by all members of the Board of Directors, setting forth the action so taken, and such written consent is filed with the records of proceedings of the Board. Such consent shall have the same effect as unanimous consent. Any form of group discussion through telecommunication including facsimile, 'Skype,' and other long-distance means, shall satisfy this requirement of written consent.

#### Section 7. ACTIONS OF THE BOARD

For the purposes of voting on matters before the Board of Directors, each Director shall have one vote. Voting by proxy shall not be permitted. A majority vote by the Directors at the Regular Annual Meeting or any Special Meeting s, provided there is a proper quorum, shall constitute a valid act on behalf of the Corporation upon any issue before the Corporation or wherein proper Corporate authority is required. In the event of a tie vote by the Board of Director, the issue will be tabled until the entire Board of Directors can meet or a Special Meeting and such a tie shall be broken by a majority vote of just the Directors who are also Member Malthouses.

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Section 78. DIRECTORS' INSPECTION RIGHTS

Upon application to and approval by the Executive Committee of the Board of Directors, if any, or by a majority of the Board of Directors if no such Executive Committee has been appointed, a Director or Directors shall have the right during normal business hours to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the articles of incorporation, other provisions to these By-Laws and provisions of law, provided that the Director is seeking to inspect and copy the Corporation's books and records for the purposes of advancing the business or purposes of the Corporation, and not for his or her own personal claims or agendas.

Section 89. LEADERSHIP VACANCY

The resigning ~~member~~ Director and/or member will remain responsible for dues assessed up to the effective date of the resigning member's resignation. Resignation will be effective on the date the Board of Directors accepts such resignation. The Board shall have the power to fill any committee leadership vacancy. In the event of a vacancy on the Board of Directors, a special vote shall be made by a majority of the all ~~Regular Member~~ Member Malhouses is held at a special meeting of the Members Malhouses duly called and a quorum then existing. All newly elected Directors shall be duly recorded with the Office of the Secretary of the Commonwealth by the Secretary.

Section 910. COMPENSATION OF BOARD OF DIRECTORS

The Board of Directors of the Corporation shall serve without compensation.

ARTICLE III. OFFICERS ~~OF THE BOARD OF DIRECTORS~~

Section 1. OFFICERS

The Board of Directors, as soon as may be after its election in each year, shall elect upon a majority vote, provided a quorum is present for the Board of Directors, the following Officers of the Corporation: a President, who must be a current Director and who shall be also serving as the Chair of the Board of Directors, followed by a Vice-President, Treasurer and Secretary. The Officers ~~of the Board of Directors~~ of the Corporation shall serve without compensation. All newly elected Officers shall be duly recorded with the Office of the Secretary of the Commonwealth by the Corporation. Only Members Malhouses may serve as Officers.

Section 2. ELECTION AND TERM OF OFFICE

The term of office of all Officers shall be two (2) consecutive years; provided, that any Officer may at any time be removed from office, with or without cause, as provided by the law, by the affirmative vote of the majority of the Board of Directors then in office at a meeting called for that purpose and, provided that, any Officer may be reelected to the same office after lapse of a full term.

Section 3. DUTIES OF THE OFFICERS OF THE CORPORATION

Each Officer shall have the duties ordinarily attending the office he holds and such other duties as the Board of Directors shall designate and which may be required under Massachusetts law.

Subsection 1. President of the Board of Directors

The President of the Corporation, who shall also serve as ~~and~~ Chair of the Board of Directors, 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. The President 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 his powers to other officers as deemed necessary and expedient.

Subsection 2. Vice President of Board of the Directors

In the absence or disability of the President, the Vice President shall act as the Chair of the Board of Directors shall perform his or her powers in the absence of the President. The Vice President ~~of the Board of Directors~~ shall perform such duties as may be assigned by the President or the Board of Directors and shall preside at all meetings of the Corporation in the absence or inability of the President.

Subsection 3. Treasurer

The Treasurer ~~of the Corporation~~ Corporation of the Board of Directors shall audit all expenditures made on behalf of the Corporation and render and maintain 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 keep accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be authorized by the Board. The Treasurer shall collect dues and fees, and disperse funds as authorized by Board.

[a] Treasurer's Report

The Treasurer's report is due sixty (60) days prior to the annual general membership meeting. This report will include, but is not limited to, a balance sheet up to the most recent fiscal quarter. The Board of Directors shall approve the Treasurer's Annual Report thirty (30) days prior to the annual meeting.

Subsection 4. Secretary

The Secretary of the ~~Corporation~~ Board of Directors shall attend all meetings of the Board and shall be responsible for both recording and corresponding duties on behalf of the Corporation. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned by the President or by the Board.

Subsection 5. Executive Director

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 directing head of the business offices of the Corporation, and shall be the keeper of the By-Laws and the seal of Corporation.

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.

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 or her by the President or the Board of Directors and shall be compensated for services.

#### Section 4. VACANCIES

If a vacancy occurs in the office of the President, ~~of the Board of Directors~~, the Vice President shall serve as President for the remainder of the term. Vacancy in the office of the Vice President, Treasurer or ~~Secretary a Director position~~ shall be filled for the balance of the unexpired term by a ~~majority special~~ vote by ~~Regular Member~~ Member Malthouses at a special meeting of the Member Malthouses. A special vote will occur in the following manner:

[a] The Board will inform all Members ~~Regular Member~~ ~~Member Malthouses~~ of the vacancy and their nomination for replacement.

[b] Any ~~five (5) m~~ Members may propose a candidate for the available office.

[c] A ballot consisting of all nominations shall be distributed to ~~Regular Member~~ Member Malthouses with a timeline for submission and a vote to replace a vacancy of any of the Officers shall be carried by a majority of the Member Malthouses in attendance at such special meeting, providing a quorum is established for such a special meeting. The ~~Board Officer~~ position will be filled no greater than thirty (30) days after the vacancy began.

#### Section 5. RESIGNATION AND REMOVAL

An Officer of the Corporation may resign his office by giving written notice to the Board of Directors. The acceptance of such resignation by the Board of Directors shall not be necessary to make it effective. If the Officer is employed under an Employment Agreement, such resignation shall make the existing Employment Agreement null and void. Any Officer of the Corporation may be removed whenever the Board of Directors, by a majority vote, constituting a quorum, deems that the interest of the Corporation shall best be served by such removal.

#### Section 6. OFFICER'S LIABILITY

Any officer of the Corporation acting in his or her capacity as an officer of the Corporation shall incur no personal liability and shall be held harmless for any such actions to the extent authorized by the laws of Massachusetts.

#### ARTICLE IV. - DELETED

#### ARTICLE V. QUORUM

##### Section 1. QUORUMS

A majority of the Board of Directors at Board of Directors meeting shall constitute a quorum provided that of those Directors present, a majority of those Directors are also Malthouse Members. Once a quorum has been established, the Board shall act by majority vote. Any form of

telecommunication to join this meeting is allowed, but proxies shall not be permitted.

## ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS

### Section 1. CONTRACTS

The Board of Directors may authorize any Officer or Officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

### Section 2. CHECKS, DRAFTS, NOTES, ETC.

~~The~~ Secretary and Treasurer must sign any checks on behalf of the Corporation. Out of pocket expenses deemed appropriate will be reimbursed under authorization of the Treasurer.

### Section 3. DEPOSITS

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### Section 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VII. CONTROL OVER BY-LAWS

### Section 1. AMENDMENTS

These By-Laws may be altered, amended or repealed and any new By-Laws may be adopted, by the submission to a Director, in writing at least sixty (60) days prior to the Annual ~~g~~General ~~m~~Membership ~~m~~Meeting. The Executive Director or Board shall review such proposal and, if appropriate, will circulate a copy to the membership at least thirty (30) days prior to the general membership meeting or special Member Malthouse meeting for a vote. In order to be accepted to the By-Laws, any proposed alteration, amendment or repeal must receive a super majority vote of both two-thirds of the ~~Regular Member~~Member Malthouses at a meeting where a quorum is present or by. Votes on amendments may be mailed, faxed or otherwise electronically delivered to the Corporation and will be accepted up to five o'clock p.m. on the day prior to date of voting deadline.

Amendments may be proposed by the Board of Directors of its own initiative, or upon petition to the Board of Directors by three (3) ~~Regular Member~~Member Malthouses in good standing. All amendments shall be sent out by the Executive Director, as directed by the Board, to ~~Regular Member~~Member Malthouses in good standing the reasons why they are proposed, with or without recommendation.

### Section 2. INTERPRETATION OF BY-LAWS

The Board of Directors shall interpret the By-Laws of the Corporation. This interpretation shall be final. The Board of Directors may suspend any officer whose conduct is considered detrimental to the welfare of the Corporation.

## ARTICLE VIII. DISSOLUTION

### Section 1. DISSOLUTION

The Corporation shall have perpetual existence. If the Corporation shall be dissolved by a super majority vote of the membership at a regular or special meeting of the membership at which at



least half of the members are present, 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 debts or obligations are paid will be distributed to any other non profit corporation, which has been selected by the Corporation's Board of Directors and has been determined by the International Revenue Service to be exempt from federal taxes.

## ARTICLE IX. MEMBERS

### Section 1. MEMBERSHIP

Membership shall be open and available to any individual, partnership, or corporation who pays membership dues as may be established from time to time by the Board of Directors, and is actively engaged in or is associated with or interested in the production of ~~e~~Craft ~~m~~Malt. There are ~~two-four~~ (4) types classifications of Membership in the Corporation: ~~Regular Members and Associate Members~~ (a) Member Malthouses, (b) International/Developing Malthouse Members, (c) Allied Trade Members; and (d) ~~and~~ Individual Members, all of which are more specifically defined below and which have varying roles in the Craft Malt industry.

#### Subsection 1. -- Industry Definitions

##### Craft Malt:

(A) "Craft Malt" is hereby defined as finished malt product, produced from a variety of grains including but not limited to barley, wheat, rye, millet, oats, corn, spelt, and triticale. Craft Malt is in particular made using a majority (greater than 50% by weight) of locally grown grains as inputs, meaning grains grown within the region of the Craft Malthouse, are used to produce Craft Malt therewith. ~~Craft Malt is made without the use of gibberellic acid (GA) or other chemical additives during processing.~~ Craft Malt is typically used for the production of ethanol, including beer and distilled liquor, but many other uses exist which are neither defined nor restrained by the Corporation.

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#### Subsection 2. Craft Malthouse.

(B) A "Craft Malthouse" is hereby defined as a business producing Craft Malt, with upper limitations of ten thousand metric tons and lower limitations of 5 metric tons of combined product sold per year. A Craft Malthouse must maintain proper legal standing with its country, state, and local governments including but not limited to: business registration and licensing, taxation, safety and other regulations pertaining to the production of grain, malt, and foodstuff, as appropriate. A Craft Malthouse should practice sound and ethical business practices. Malthouses are not considered Craft Malthouses if ownership by other non-Craft Malthouses exceeds 24%.

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#### Subsection 2. Membership Classification and Eligibility

##### Subsection 3. Regular Member (A) Member Malthouses:

~~An owner or former owner of a Craft Malthouse that produces Craft Malt in North America~~A Craft Malthouse currently producing Craft mMalt for sale in North America consistent with the definition of Craft Malthouse above, may become a "Member Malthouse" of the Corporation when its application to become a Member Malthouse whose membership application is approved by the membership committee majority of the then existing Board of Directors; which may vote at any time on said application, and who holds voting authority and an obligation for regular dues payment.

~~Regular Members~~Member Malthouses in good standing possess the right to vote on matters of the Corporation at its Annual General Membership Meeting, and/or at any special meeting as set forth herein; and exclusively possess the right to vote on the election of Directors for the Corporation. Members Malthouses shall also exclusively be allowed to serve as Officers of the Corporation.

Subsection 4. Associate Member (B) Developing/International Malthouse Members:

~~Craft Malthouses located Malthouses outside of North America or those developing m~~  
Craft Malthouses located in North America but which are not yet commenced the production and sale of Craft Malt but which is pursuing such a business may become a whose primary goal is access to resources to start a Craft althouse a  
“Developing/International Malthouse Member” of the Corporation when its application to become a “Developing/International Malthouse Member” is approved by the then majority of the Board of Directors, which may vote at any time on said application.;  
~~International malthouses must meet the criteria of a craft malthouse with the exception that they operate outside North America. Organizations outside of Craft Malt or outside of North America; trade people, research organizations, customers, or suppliers with common business interests of the Craft Malt industry; or any individual, partnership or corporation with common business interests of the Craft Malt industry, may be admitted as a non-voting Associate Member.—Any Associate Member~~  
Developing/International Malthouse mMember will shall pay minimum dues set by the Board of Directors. ~~An Associate Member~~  
A Developing/International Malthouse mMember in good standing is eligible to be elected to the Board of Directors and if elected, shall have voting authority as a Director, but shall not otherwise possess the right to vote on any other matters of the Corporation. ~~—at its general meeting nor any special meeting.—No Associate Member~~  
Developing/International Malthouse mMember may serve as an officer of the Corporation.

Subsection 5. Allied Trade

(C) Allied Trade Members:

Business entities not engaged in the production or sale of Craft Malt nor intending to be in the business of producing or selling Craft Malt but which are in some form otherwise involved or interested in the Craft Malt industry, such as  
Allied Trade members include trade organizations, industry suppliers, equipment manufacturers, and other organizations, may become an “Allied Trade Member” of the Corporation when its application to become an “Allied Trade Member” is approved by the then majority of the Board of Directors, which may vote at any time on said application. An Allied Trade Member shall pay minimum dues set by the Board of Directors. An Allied Trade Member in good standing is eligible to be elected to the Board of Directors and if elected, shall have voting authority as a Director, but shall not otherwise possess the right to vote on any other matters of the Corporation. No Allied Trade member may serve as an officer of the Corporation.

~~that gain economic value from access to Guild membership. It also includes large, non-craft malthouses in North America and globally who have an interest in supporting or gaining resources from our community. Any Allied Trade member will pay minimum dues set by the Board of Directors. An Allied Trade member is eligible to be elected to the Board of Directors and if elected, shall have voting authority, but shall not otherwise possess the right to vote on matters of the Corporation at its general meeting nor any special meeting. No Allied Trade member may serve as an officer of the Corporation.~~

Subsection 6. Individual

Individual members include individuals with an interest in supporting or learning about craft malt. This includes individual farmers/producers, brewers/distillers, and others in the supply chain of our member malthouses, as well as academics and students doing research in the field.

Section 2. VOTING

For the purposes of voting, the Board of Directors and each Regular Member Member Malthouse shall have one vote. Voting by proxy shall not be permitted. Only active members or their representatives, in good standing, including the payment of all dues then required are paid in full, are entitled to cast votes in matters of the Corporation. All members, regular and associate, are eligible to serve on committees.

In the event of a tie vote by the Board of Director's members, the issue will be tabled until the entire Board can meet or a special vote by all Regular Member Member Malthouses is held.

Section 23. RESIGNATION

Any Member in good standing may resign from the Corporation upon delivery of written notice to the Corporation fifteen (15) days before the effective date of resignation. The resigning Member will remain responsible for dues assessed up to such effective date of the resignation.

Section 43. EXPULSION

Upon the majority vote of the Board of Direction wherein a quorum has been established, any Member may be suspended or expelled from membership by action of the Board of Directors for (i) the non-payment of dues, or fees; (ii); or for the violation of any provision of these By-Laws; or (3) for the violation of any Rule contained within the Rules of Conduct for Members which may be promulgated by the Board of Directors from time-to-time, as it sees fit, without having to be voted upon by the Members. Expulsion for malting process or grain sourcing violations shall be reviewed on a case-by-case basis, requiring a majority vote by the Board of Directors.

Section 5. MEMBERS' INSPECTION RIGHTS

Financial records of the organization are public information and shall be made available to the membership and Board members upon request.

ARTICLE X. SEAL

Section 1. SEAL

The seal of the Corporation shall bear the inscription of the name of the North American Craft-Maltster's Guild and such other appropriate language or images, as may be prescribed by the Board of Directors. The Board of Directors shall have custody of the seal and may affix the seal or other logos (as may any other officer with written authorization from the Board of Directors) to any instrument requiring the corporate seal.

ARTICLE XI. FISCAL YEAR

Section 1. FISCAL YEAR

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The fiscal year of the Corporation shall commence with the first day of July of each year and end with the last day of June of each year.

## ARTICLE XII. EFFECT OF PROVISIONS OF LAW AND ARTICLES OF ASSOCIATION

### Section 1. EFFECT OF PROVISIONS OF LAW AND ARTICLES OF ASSOCIATION

Each of the provisions of these By-Laws shall be subject to and controlled by any specific provisions of law or the Articles of Organization, which relate to their subject matter, and shall also be subject to any exceptions, or more specific provisions, dealing with the subject matter, appearing elsewhere in these By-Laws as amended from time to time.

## ARTICLE XIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

### Section 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS

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 or her in connection with any proceedings to which that person 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 a 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 and the Corporation will be responsible for having a valid Directors & Officers Liability Insurance policy in effect during the term of its existence.

## ARTICLE XIV. OFFICES

### Section 1. REGISTERED OFFICE

The Corporation shall at all times maintain a registered agent in the State of Massachusetts, whose business office shall be the registered office of the Corporation.

### Section 2. OTHER OFFICES

The Corporation may also have such other offices within or outside of the State of Massachusetts, as the Board of Directors may designate from time to time, and as the business and affairs of the Corporation may require.

### Section 3. GOVERNING LAW

Any disputes that arise out of these By-Laws or the governance of the Corporation shall be resolved pursuant to the laws of the Commonwealth of Massachusetts and shall be exclusively reserved to a judicial venue within the Commonwealth of ~~Massachusetts~~Massachusetts.

## ARTICLE XV. DUES, FEES AND BILLING

### 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 thirty (30) days of initial billing shall be notified in writing. If payment is not made within sixty (60) days of initial billing, that member shall receive

an 'Intent of Termination' notice and shall lose the privilege of voting. If payment is not received within ninety (90) days of initial billing, that member will be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The terminated member is responsible for dues assessed up to the effect 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 or individuals wishing to rejoin the Corporation will be required to pay all past dues and fees before consideration.

Section 3. APPROPRIATION OF FUNDS

The Secretary and Treasurer must sign checks. Out of pocket expenses deemed appropriate will be reimbursed under authorization of the Treasurer.

Section 4. GENERAL SOURCES OF FUNDS

All of 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 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.

| Adopted and made effective as of this \_\_\_\_ day of \_\_\_\_\_, 201\_7.

\_\_\_\_\_  
\_\_\_\_\_, Secretary/Clerk