

NEW YORK STATE BREWERS ASSOCIATION

BY-LAWS of the State Guild

(Revised – February 11, 2022)

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INTRODUCTION

The foregoing constitutes the Bylaws of the New York State Brewers Association, a New York State 501(c)6 not-for-profit corporation, representing the craft beer industry in the State of New York.

ARTICLE I

GENERAL

Section 1.1 - Name.

The name of the corporation is the New York State Brewers Association [hereinafter "NYSBA"].

Section 1.2 - Mission.

The New York State Brewers Association is organized for the purpose of promoting craft brewing in New York State. The mission and purpose of the NYSBA is to represent, protect and promote its members and to further educate and inform the public about the NY craft brewing industry and its vital role in New York State as an economic engine which promotes agriculture, manufacturing, and tourism.

Section 1.3 – Membership Eligibility.

Any individual over 21, corporate entity or partnership which possesses a valid “Brewers Notice” issued by the Tax and Trade Bureau of the US Treasury, as well as a valid brewers license to manufacture beer in the State of New York as issued by the New York State Liquor Authority, and in the case of Associate/Allied or Enthusiast members, any individual over 21, corporate or partnership entity in good standing shall be entitled to membership in the NYSBA upon payment of the annual dues thereof.

Section 1.4 – Definitions of Members.

(1) CRAFT BREWERY MEMBER

Any individual, corporate entity, or partnership which owns and operates a brewery in New York State, with annual beer production of less than 15,000 Barrels and is in good standing and full conformity with all federal, state and local codes and regulations, shall be defined as a Craft Brewery Member. Craft Brewery Members shall have voting privileges.

(2) FARM BREWERY MEMBER

Any individual, corporate entity or partnership which owns and operates a Farm Brewery in New York State, and is in good standing and full conformity with all federal, state and local codes and regulations that govern such operation, shall be defined as a Farm Brewery Member. Farm Brewery Members shall have voting privileges.

(3) REGIONAL BREWERY MEMBER

Any individual, corporate entity or partnership which owns and operates a brewery in New York State, with annual beer production of more than 15,000 Barrels and is in good standing and full

conformity with all federal, state and local codes and regulations, shall be defined as a Regional Brewery Member. Regional Brewery Members shall have voting privileges.

(4) BREW PUB MEMBER

Any individual, corporate entity or partnership which owns and operates a brew-pub in New York State and is licensed by New York State Liquor Authority as such and is in good standing and full conformity with all federal, state and local codes and regulations, shall be defined as a Brew Pub Member. Brew Pub Members shall have voting privileges.

(5) ASSOCIATE/ALLIED MEMBER

Any individual, corporate entity or partnership which offers products or services to the brewing industry shall be defined as an Associate/Allied Member. Associate/Allied Members shall NOT have voting privileges.

(6) ENTHUSIAST MEMBER

Any individual over 21 years of age may become an Enthusiast Member. Enthusiast Members shall NOT have voting privileges.

(7) BREWERY IN PLANNING MEMBER

Any individual over 21 years of age or partnership which is in the planning stages of opening a brewery in New York State, in good standing and full conformity with all federal, state and local codes and regulations, shall be defined as a Brewery in Planning Member. Brewery in Planning Members shall have NOT have voting privileges.

Section 1.5 – Dues.

The annual dues for members of the NYSBA shall be in such amount and payable upon such terms as determined and provided by the Board of Directors of the NYSBA.

Section 1.6 – Amendments to By-Laws.

These By-Laws may be amended with a 75% majority vote of the Board of Directors at any Regular Meeting of the Board of Directors, or at any Special Meeting of the Board of Directors if notice of such amendment is contained in the notice of such Special Meeting. Any amendment shall then be ratified by a simple majority vote of the NYSBA membership present at the Annual Meeting following such approved endorsement by the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 - Number and Qualification.

The affairs of the NYSBA shall be governed by a Board of Directors which shall consist of ELEVEN seats, NINE of which are tied to geographic regions and TWO “At-large” seats that are not required to be tied to a geographic region. The NINE geographic seats shall be defined as follows:

- (1) WNY: (Erie, Niagara, Orleans, Chautauqua, Cattaraugus, Genesee, Wyoming),

- (2) W-Central: (Monroe, Livingston, Allegany, Wayne, Ontario, Yates, Steuben, Chemung),
- (3) E-Central: (Jefferson, Oswego, Seneca, Onondaga, Cayuga, Cortland, Schuyler, Tioga, Thompson),
- (4) Northeast: (St. Lawrence, Franklin, Clinton, Lewis, Herkimer, Hamilton, Essex, Warren),
- (5) Capitol Region: (Washington, Fulton, Saratoga, Montgomery, Schenectady, Albany, Rensselaer),
- (6) Central: (Oneida, Madison, Chenango, Broome, Otsego, Schoharie, Delaware),
- (7) Hudson Valley: (Greene, Columbia, Sullivan, Ulster, Dutchess, Orange, Putnam, Westchester, Rockland),
- (8) NYC: (Brooklyn, Kings, NYC, Queens, Richmond),
- (9) Long Island: (Nassau & Suffolk).

The term for each geographic region shall be for a period of 3 years. The term of each “At-large” seat shall be for a period of 2 years. No person, other than a NYSBA Craft Brewery, Farm Brewery, Regional Brewery or Brew Pub member in good standing may serve as Board Member. Further, only one person per independent brewery, with no corporate affiliation to another sitting Director’s brewery may serve on the Board of Directors.

Section 2.2 – Nominating Procedure and Schedule.

Any qualified NYSBA member may be nominated to run for election to the Board of Directors for the region in which their principal offices are located. Self-nomination is permitted. Nominations for available seats shall be accepted beginning October 1st of each year and remain open for 21 days (10/1 to 10/21). Immediately thereafter on October 23rd, the NYSBA shall email all members in the regions where voting will occur that year, the name(s) of all nominated persons and provide a period of days thereafter for voting to occur until the Second Tuesday of November.

Section 2.3 - Voting Procedure for Directors and Term of Office.

NINE GEOGRAPHIC REGION DIRECTORS.

A qualified candidate for each geographic region of the Board of Directors shall be elected by a majority vote of the NYSBA voting members from that region by electronic ballot cast electronically by appropriate application chosen by the Governance Committee. Results of the voting shall be tabulated and results announced immediately thereafter. The NYSBA shall thereafter publish the names of the newly elected Board Members to all NYSBA members no later than Dec 1st and in time for the newly elected member to participate in the next scheduled board of directors meeting. The term of each director of the board shall be for a period of three (3) years. The expiration of the directors terms shall be staggered so that each year, three directors positions shall be filled. The schedule of elections for the NINE geographic regions shall begin as follows and reoccur every three years:

W-Central, Capital & Hudson Regions – 2016, 2019, 2022, 2025, etc.

Northeast, Central & Long Island Regions – 2017, 2020, 2023, 2026, etc.

WNY, E-Central & NYC Regions – 2018, 2021, 2024, 2027, etc.

At each annual election, the NYSBA Voting Members or their duly qualified proxies may cast one vote for each vacancy. Directors shall not serve more than three consecutive terms as a director

unless a vacancy exists with no replacement or as otherwise approved by the Board of Directors.

TWO AT-LARGE DIRECTORS.

Qualified candidates for the At-Large member of the Board, shall be nominated by the Board of Directors within 7 days immediately following the Second Tuesday of November. Within 10 days thereafter, the Governance Committee shall review, “vet” and finalize two at-large candidate appointments and disclose same to the full Board of Directors who shall then vote for one candidate appointment within 4 days thereafter. The NYSBA shall immediately thereafter publish the name of the newly appointed At-Large member to all NYSBA members no later than Dec 1st and in time for them to participate in the next scheduled board of director meeting. The term of each At-Large Director shall be for a period of two (2) years. The expiration of the At-Large Director terms shall be staggered so that each year, ONE (1) At-Large director position shall be filled. At-Large directors shall not serve more than a four (4) year consecutive term, unless a vacancy exists with no replacement or otherwise approved by the Board of Directors.

Section 2.4 - Powers and Duties.

The Board of Directors shall act in all instances on behalf of and in the interests of the NYSBA as permitted and defined hereunder.

Section 2.5 - Standard of Care.

In the performance of their duties, members of the Board of Directors shall exercise reasonably prudent care.

Section 2.6- Executive Director.

The Board of Directors may authorize the employment of an Executive Director to manage and supervise the day to day affairs and administration of the NYSBA. The duties, powers and compensation of the Executive Director shall be established by the Board of Directors, including the ability to hire and fire staff within the office of the Executive Director, the power to bind the NYSBA for license applications, concessions and contracts as qualified by any specific resolution of the Board.

Section 2.7 - Removal of Directors.

A director may be removed by a two-thirds vote of a quorum of the NYSBA Voting Membership, present at any annual meeting or special meeting of the NYSBA. No proxy votes shall be permitted in this instance.

Section 2.8 - Vacancies.

Vacancies in the Board of Directors which are caused by either the removal or resignation of any Director may be filled at any regular or special meeting of the Board of Directors where a quorum exists. These appointments shall be by a majority of the remaining Directors constituting the Board. In the event a replacement for a vacancy cannot be determined by a majority of the Board of Directors, a replacement shall be sought at the next Annual Meeting with a ballot vote by the NYSBA general voting members. Each person so elected or appointed shall be a Director for the remainder of the term of the Director so replaced.

Section 2.9 – Regular Meetings.

The Board of Directors shall hold a Regular Meeting within 30 days after the annual General Meeting of the NYSBA membership. Following elections of any new Directors, no notice shall be necessary to the newly elected Directors of the time or place of any additional Regular or Special Meeting in order to legally constitute such meeting provided a majority of the Directors are present at such meeting. The Board of Directors may set a schedule of additional Regular Meeting(s) by resolution, and no further notice is necessary to constitute additional Regular Meetings.

Section 2.10 - Special Meetings.

Special Meetings of the Board of Directors may be called by the President or by a majority of the Directors with at least three business days' notice to each director. The notice shall be hand-delivered, faxed, electronically e-mailed or physically mailed and shall state the time, place and purpose of the meeting.

Section 2.11 - Location of Meetings.

Meetings of the Board of Directors shall be physically held or electronically constituted at a suitable place and time convenient to the Directors, as may be designated by the Board of Directors, President or Executive Director.

Section 2.12 - Waiver of Notice.

Any Director may waive notice in writing of any meeting. Moreover, attendance by a Director at any meeting of the Board of Directors shall constitute a *defacto* waiver of notice. If all the Directors are present at any other non-scheduled meeting, no prior notice shall be required for that meeting to be legally constituted, and any business may be transacted or binding votes cast at such meeting.

Section 2.13 - Quorum of Directors.

At all meetings of the Board of Directors, a majority of the full Board of Directors shall constitute a quorum for the transaction of business and binding votes by the Board (ie. 6 or more directors out of a panel of 11). If, at any meeting, there shall be less than a quorum of the full board present, a majority of those present may adjourn the meeting, until such time as a quorum can be present.

Section 2.14 – Director Compensation and Reimbursement.

No Director (except the Executive Director) shall receive compensation for his or her role as a director of the NYSBA, unless approved by resolution adopted by a majority of the voting members of the NYSBA at a regular or special meeting. A Director may receive reimbursement for necessary and reasonable expenses actually incurred by the Director in the execution of his duties, following submission of those expenses to the Board. The Board of Directors shall review and approve, if appropriate, the Director's request for reimbursement of his expenses incurred in connection with a Director's duties, on no less than a quarterly basis.

Section 2.15 - Telephone or Electronic Communication in Lieu of Attendance.

A Director may attend a meeting of the Board of Directors by using an electronic or telephonic communications method whereby the Director may be heard by the other members and may hear the deliberations of the other members on any matter properly brought before the Board of

Directors. The Director's vote shall be counted and the presence noted as if that Director were present in person on that particular matter.

Section 2.16 - Open Meetings.

All Regular and Special Meetings of the NYSBA's Board of Directors shall be open to attendance by all members of the NYSBA or their representatives.

Section 2.17 - Executive Sessions.

The Board of Directors shall hold at least one annual Executive Meeting immediately prior to each annual General Meeting of the NYSBA membership. The members of the Board of Directors may hold additional Executive or Closed Door Sessions and may restrict attendance to Board of Directors and such other persons invited by the board at a regular or special meeting thereof. Matters which may be the subject of an Executive Session may include but not be limited to:

- (a) Matters pertaining to NYSBA employees or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the NYSBA;
- (b) Consultation with legal counsel concerning imminent court proceedings or disputes or matters that are privileged or confidential between attorney and client;
- (c) Investigative proceedings concerning possible or actual criminal misconduct;
- (d) Matters subject to specific constitutional, statutory, or judicially imposed requirements which dictate protecting such matters from public disclosure;
- (e) Any matter which would constitute an unwarranted invasion of individual privacy if disclosed.

The chair of the Board of Directors shall announce the general matter of the discussion prior to the time the board convenes an Executive Session. The Board of Directors shall not adopt any rule or regulation during an Executive Session. A rule or regulation may only be validly adopted during a Regular or Special Meeting. The minutes of all meetings at which an Executive Session was held shall indicate that the meeting was an Executive Session and shall include the general subject matter of the session.

ARTICLE III

NYSBA MEMBERS

Section 3.1 - Annual Meeting.

Annual meetings of NYSBA Members shall be held in a suitable location as determined by the Board of Directors on such date and time as set forth in the notice, unless otherwise agreed to by the NYSBA Members. At these meetings, the Nine Geographic Directors shall be present. If a Geographic Region Director seat remains vacant at the time of the Annual Meeting, a replacement director may be nominated and elected, if applicable, by ballot of the NYSBA Voting Members, in accordance with the provisions of Article II of the Bylaws. The NYSBA Members may transact other business as may properly come before the membership at these meetings.

Section 3.2 - Special Meetings.

Special Meetings of the NYSBA may be called by the President, by a majority of the members of the Board of Directors or by NYSBA Members comprising 75 percent of the votes in the NYSBA.

Section 3.3 - Place of Meetings.

Meetings of the NYSBA Members shall be held at a suitable place convenient to the NYSBA Members, as may be designated by the Board of Directors, President or Executive Director.

Section 3.4 - Notice of Meetings.

The Secretary or other officer specified in the Bylaws shall cause notice to be hand delivered, electronically mailed or sent postage prepaid by United States mail to the mailing address of each NYSBA Member designated in writing by the NYSBA Member, not less than ten nor more than fifty days in advance of a meeting. No action shall be adopted at a meeting except as stated in the notice.

Section 3.5 - Waiver of Notice.

Any NYSBA Member may, at any time, waive notice of any meeting of the NYSBA Members in writing, and the waiver shall be deemed equivalent to the receipt of notice.

Section 3.6 - Adjournment of Meeting.

At any meeting of the NYSBA, a Majority of the NYSBA Members who are present at the meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 3.7 - Order of Business.

The order of business at all meetings of the NYSBA shall follow "Roberts Rules of Order" and be generally conducted as follows:

- (a) Roll call (or check-in procedure);
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Reports;
- (e) Establish number and term or memberships of the Board of Directors (if required and noticed);
- (f) Election of inspectors of election (when required);
- (g) Election of Geographic Region Directors to the Board of Directors (when required);
- (h) Ratification of budget (if required and noticed);
- (i) Unfinished business; and
- (j) New Business.
- (k) Adjourn

Section 3.8 - Voting.

Each registered voting member of the NYSBA shall have a single vote. Voting members may provide a written or electronic proxy to another duly registered voting member of the NYSBA to cast a vote on behalf of the non-present member, in addition to the vote of the present member. A proxy shall only be valid for the meeting (regular or special) at which the proxy is intended to be used and shall not be valid for multiple meetings. A NYSBA Brewery Member may revoke a proxy given under this section only by actual notice of revocation to the person presiding over a meeting of the NYSBA. A proxy is void if it is not in written or electronic form and dated. A proxy shall terminate automatically following one year after its issuance date and may be specifically limited to a shorter period if specifically provided.

Section 3.9 - Quorum.

Except as otherwise limited under these Bylaws, a quorum shall constitute no less than twenty-five (25%) percent of duly registered voting members of the NYSBA that are present in person or by valid proxy at any meeting.

Section 3.10 - Majority Vote.

Subject to any greater requirement detailed under these By-Laws, the majority vote of a quorum of NYSBA voting Members present in person or by proxy at any meeting of the NYSBA shall be binding upon all NYSBA Members.

Section 3.11 - Revocation of Membership.

Membership in the NYSBA, may be revoked by a majority vote of the Board of Directors for non-payment of dues, conviction of a felony or crime of moral turpitude, or willful violation of any other provision of the By-Laws or policies of the NYSBA.

ARTICLE IV

OFFICERS

Section 4.1 - Designation.

The principal offices of the NYSBA shall be that of the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may also appoint assistants to the Treasurer, Secretary and any other office as it may deem necessary. The President and Vice President, shall also sit as Directors upon the Board of Directors of the NYSBA. Any two offices may be held by the same person, except that the office of President and Secretary, may not be occupied by the same person. The office of Vice President may be vacant, if not appointed by the Board.

Section 4.2 - Election of Officers.

The officers of the NYSBA shall be elected annually by a vote of the Board of Directors at an Executive Session of the Board which shall take place at or within 30 days from the annual meeting of the NYSBA. Officers of the NYSBA shall serve at the pleasure of the Board of Directors.

Section 4.3 - Removal of Officers.

Upon a majority vote of a quorum of the Board of Directors, any officer may be removed from his or her office either with or without cause. A successor may be appointed at any Regular or Special Meeting of the Board of Directors.

Section 4.4 - President.

The President shall be the chief executive officer of the NYSBA. The President shall preside over all meetings of the NYSBA general Members and serve as Chairman of the Board of Directors. The President shall possess the general powers and duties which are regular and customary to the office of a President of a non-profit corporation organized under the laws of the New York State. Said powers shall include but not necessarily be limited to the power to appoint committees from

among the NYSBA membership to assist in the conduct of the affairs of the NYSBA. The President may fulfill the role of Treasurer in the absence of the Treasurer. The President may cause to be prepared and may execute amendments, attested by the Secretary, to these Bylaws on behalf of the NYSBA, following the approval of the particular amendment by the NYSBA general Members or Board of Directors as may be applicable.

Section 4.5 - Vice President.

The Vice President shall assume the Office of the President and perform the President's duties whenever the President is absent, disabled or has withdrawn from his or her position. If neither the President or the Vice President is capable of acting, the Board of Directors shall appoint a replacement President on an interim basis.

Section 4.6 - Secretary.

The Secretary shall keep and record the Minutes of all meetings of the NYSBA general membership and the meetings of the Board of Directors. The Secretary shall keep a Roster of all members of the NYSBA. The Secretary shall have charge of the NYSBA's books and papers as the Board of Directors may direct and shall perform all of the duties that are regular and customary to the office of Secretary of a non-profit corporation organized under the laws of the New York State. The Secretary shall prepare and electronically or physically mail all notices of meetings to the members of NYSBA. The Secretary shall file the Annual Corporation papers with the state.

Section 4.7 - Treasurer.

The Treasurer shall maintain detailed and accurate records of all receipts, disbursements and balances for each depository account of the NYSBA. The Treasurer shall open, close and maintain depository accounts as directed by the Board of Directors. The Treasurer shall perform all the regular and customary duties incident to the office of Treasurer of a non-profit corporation organized under the laws of the New York State. The Treasurer shall prepare for ratification by the Board of Directors and the general voting membership, an Annual Budget, Annual Income Statement, Annual Balance Sheet. The Treasurer shall also prepare or assist in the preparation of, an Annual Income Tax Return as may be required by the State and Federal government

Section 4.8 - Compensation.

No Officer shall receive compensation for his or her role as an Officer of the NYSBA, unless approved by resolution adopted by a majority of the voting members of the NYSBA at a regular or special meeting. An Officer may receive reimbursement for necessary and reasonable expenses actually incurred of no more than \$500.00 per annum, unless otherwise approved by a majority of the Member of the NYSBA at its Annual Meeting. Said permitted expenses incurred in connection with an Officer's duties shall be defined in writing by the Board of Directors, and ratified by the general voting members of the NYSBA each year at the annual meeting.

ARTICLE V

RECORDS

Section 5.1 - Records.

The NYSBA shall maintain records of its financial, tax and administrative matters for a period of

no less than 3 years. Members of the NYSBA shall have the right with sufficient advance notice of no less than 30 days and during regular and customary business office hours to inspect the records at a place convenient to the administrative office of the NYSBA. Copies may be made at the expense of the person or entity seeking to obtain such copies.

ARTICLE VI

COMMITTEES

Section 6.1 - Committee Formation.

The Board of Directors may, from time to time, form and appoint committees as it may deem proper, and may prescribe the functions and membership of such other committee. The Board President appoints all committee chairs. Each committee shall include one current Board of Director's member.

Section 6.2 - Meetings.

Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Section 6.3 - Executive Committee.

The President is the chair of the Executive Committee, which shall include the other elected officers of the Board and the Executive Director and Last Sitting President. The Executive Committee is responsible for initially investigating and proposing a course of action with regard to Human Resource issues, Code of Conduct matters and Disciplinary or Emergency actions that may arise and potentially require legal advice. The Executive Committee will then present as necessary to the full Board of Directors any resolution or proposal for full discussion and final determination.

Section 6.4 - Governance Committee

The Vice President and the Secretary are the co-chairs of the Governance Committee, which shall include two other Directors of the Board, one of which may be an At-Large Director position and the Executive Director. The Governance Committee is responsible for reviewing and proposing changes to applicable NYSBA Policy language, conducting the Annual Elections and vetting potential candidates for At-Large Director positions in addition to proposing changes to the By-Laws and Policies of the NYSBA.

Section 6.5 - Finance Committee.

The Treasurer is chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, creating an annual budget, and other fiscal duties as assigned by the Board of Director's. The Board must approve the budget annually. The financial records of the Association are public information and shall be made available to regular and Board of Director's members upon request.

ARTICLE VII

MISCELLANEOUS

Section 7.1 - Notices.

All notices for the NYSBA or the Board of Directors shall be delivered to the office of the Executive Director, or, if there is no Executive Director, to the office of the NYSBA, or to such other address as the Board of Directors may designate by written notice to all NYSBA Members. Except as otherwise provided, all notices to any NYSBA Member shall be sent to the NYSBA Member's electronic address as it appears in the records of the NYSBA. All notices shall be deemed to have been given when electronically mailed, except notices of changes of address, which shall be deemed to have been given when received.

Section 7.2 - Fiscal Year.

The Board of Directors shall establish the fiscal year of the NYSBA.

Section 7.3 – Procurement Policy.

A Procurement Policy shall be maintained by the NYSBA and followed in connection with work and services valued in excess of \$10,000.00. The Procurement Policy shall be reviewed annually and updated annually as necessary by recommendation of the Governance Committee and approved by a majority of the Board of Directors.

Section 7.4 – Code of Conduct Policy.

A Code of Conduct shall be maintained and published by NYSBA and apply to all members of the NYSBA including its Board of Directors, Officers, Employees, Contractors and General Membership as defined in Article I hereof. The Code of Conduct shall be reviewed and updated annually as necessary by recommendation of the Governance Committee. There shall be a Code of Conduct Compliant Procedure Policy that provides guidance on how to receive, examine, investigate and resolve complaints that are submitted in connection with any alleged violation of the Code of Conduct. Findings of any determination (Final Decision) shall be weighed and rendered by the Board of Directors and the Final Decision shall be entered within the minutes of the Board of Directors in accordance with the aforementioned adopted policies.

Section 7.5 - Waiver.

No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 7.6 - Office.

The principal office of the NYSBA shall be at such place as the Board of Directors may from time to time designate.

Section 7.7 - Reserves.

As part of the adoption of the regular budget, the Board of Directors shall include an amount which, in its reasonable business judgment, will establish and maintain an adequate reserve fund for the operation of the NYSBA.

Section 7.8 - Indemnification.

The NYSBA shall indemnify to the fullest extent permitted by the New York State not-for-profit law, as so amended, any member of the Board of Directors or any Executive Director employed by the NYSBA in any matter relating to NYSBA affairs.

ATTEST:

Certified to be the amended By-Laws adopted by consent of the Directors of the NYSBA dated February 11, 2022.

Richard Vandenburg

RICHARD VANDENBURGH, President
New York State Brewers Association

(SEAL)