

This document is the complete By-Laws of the SACHBC as approved by the Membership on the 13th Day of May 2024.

ARTICLE I – MISSION/GOALS

SECTION 1 – MISSION

SACHBC is organized exclusively for educational, scientific and charitable purposes in accordance with section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. SACHBC is incorporated in the state of Texas and exists as a means to educate its members about home brewing of craft beer. The mission of SACHBC is “Building a responsible craft beer and brewing community through mentoring, teaching and brewing”.

SECTION 2 - EDUCATION GOALS

SACHBC is organized exclusively for educational, scientific and charitable purposes in accordance with section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. SACHBC is incorporated in the state of Texas and exists as a means to educate its members about home brewing of craft beer. The mission of SACHBC is “Building a responsible craft beer and brewing community through mentoring, teaching and brewing”.

- The Cerveceros shall provide a monthly educational class to the membership.
- Classes may not be canceled for any reason other than the following.
 - Public shutdown. (This was created during Covid-19 Pandemic 2020)
 - If the Cerveceros are organizing and participating in 2 or more public events in the same month.

- Accessibility to class site
- Weather alerts
- Even if one person shows up to a class, the class will still be presented
- Presentations shall include but are not limited to teach zymurgy classes, host meetings and events focused on home brewing, and the promotion of independently brewed craft beer.
- Provide information about beer, beer evaluation and home brewing techniques.
- To promote the responsible use/consumption of craft beer.
 - All officers are responsible for the well being of members and participants in all events we conduct. The rules outlined by the TABC “Server Certification” and in accordance with the Texas Alcoholic Beverage Commission(TABC) Alcoholic Beverage code will be used. Classes may also include public forums, interviews of public figures in the beer and brewing community.
- It is understood that some classes, presenters or events may be canceled at the last minute. Provisions must be made within the same month to conduct a class in order to replace the one that was canceled. (some flexibility for cancellation to be considered by $\frac{3}{4}$ officer consensus)

ARTICLE II- RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1 - HOLD HARMLESS RESPONSIBILITY FOR ACTIONS

A. Each person's participation in SACHBC is strictly voluntary. Each member understands that participation in SACHBC activities may involve the consumption of alcoholic beverages, which may affect perception and reactions. Each participant accepts sole responsibility and all liability for their conduct, behavior, and actions. Each participant agrees to indemnify and hold harmless the SACHBC, its Officers, its Members and any business (including owners, staff and patrons) where meetings are held from any and all claims or liability resulting from participation in events sponsored by the SACHBC. Through participation in SACHBC classes and events, each participant agrees to, and is bound by, this article and the Hold Harmless Release Agreement herein.

B. Members of SACHBC shall be held personally liable for any debt or obligation of the SACHBC as long as the debt is not the result of malice or misuse of SACHBC funds. Any/All legal action is at the discretion of the SACHBC membership.

C. Officers, Members, and Participants shall not receive compensation for services rendered to the SACHBC except those approved by a vote of the officers, or Membership. A Member may be reimbursed for expenses incurred on behalf of the SACHBC, subject to approval.

ARTICLE III – MEMBERSHIP

SECTION 1 - POLICIES

A. MEMBERSHIP/PARTICIPATION

a. Membership is unlimited and open to any person interested in the advancement of zymurgy who will follow the by-laws of the SACHBC,

and is over the age of 21. Persons fully paid shall be known as members, others participating but not current with dues shall be known as participants. All others shall be referred as Participants. Participation and attendance in classes, meetings, and all other SACHBC sponsored events is free, or at a nominal cost. However voting privileges are reserved for Members of the SACHBC and only members are eligible to serve in any elected or appointed positions. Neither Members or Participants are required to brew beer.

b. Membership provides guidance and assistance on issues that are within the purview, charter, and function of the SACHBC.

c. Members are encouraged to provide feedback on issues and concerns that need to be brought to the attention of the SACHBC.

Feedback/proposals should be submitted in writing or formally proposed during a scheduled meeting.

d. Membership affords all fully-paid members a vote in the annual officer elections.

B. ELIGIBILITY

a. SACHBC does not determine eligibility based on race, religion, or sexual orientation. Although Texas state law allows for consumption of alcohol by those under 21 in the presence of a parent/guardian, the SACHBC will only accept persons of legal drinking age. To offer the broadest possible access to the SACHBC programs, services, equipment, and facilities (and to provide those individuals and community groups who may not be able to afford the full cost of our American programs Home and Brewers services) Association we engage sanctioned in fundraising Teach through a Friend the to annual Home Brew and Big Brew events. We also accept grants, requests, or

individual/corporate support.

C. ACCEPTANCE

- a. Acceptance into the SACHBC is effective immediately upon paying member dues as they are explained in the new member sign up form.

D. MEMBERSHIP YEAR

- a. The Membership year will begin on the day member dues are paid and cover a 12 month period. Member dues are on a renewal basis but it is possible to opt-out of auto-renewal at any time. within a membership period.

E. MEMBERSHIP DUES

- a. Payment of annual dues is calculated per Membership category.
- b. Payment schedule for the different categories is as follows:
 - i. Individuals: \$30, includes participation in meetings, open events voting rights and access to member's only special events.
 - ii. Couples/Friends: \$50, includes Individual level membership as well as 1 extra membership for a friend/spouse.
- c. The SACHBC bylaws do not provide for power of attorney or proxy voting privileges for one person to vote on another person's behalf.
- d. SACHBC does not provide for transfer of membership to other people, to include spouse, significant other or friend.
- e. SACHBC does not provide memberships to groups or organizations. Membership is understood to be available to individual persons unless otherwise stated. In the case of a group of people wanting membership, the individual persons would have to join in accordance with the categories listed in ARTICLE III, Section I, Section E,b.

F. SUSPENSION AND EXPULSION FOR CAUSE

- a. Any Member or Participant may be suspended or expelled from membership/participation upon showing a willful disregard of these By-Laws, or other actions detrimental to the SACHBC in any way, as determined by a majority vote of the Officers.
- b. The charges against a Member will be considered at a scheduled Officer meeting or a Special Meeting called for that specific purpose. The Member will be notified of the infractions being considered, the date, time and place of the meeting. The Member may appear and present arguments in their defense, or send an authorized representative.
- c. In the event of damages caused by a Member or Participant, full restitution must be made by the party at fault for the damage or the Member/Participant will be expelled until such time as full restitution is made. The decision to pursue legal action will be decided by the membership after review of the Officers.

G. REINSTATEMENT

- a. A suspended or expelled Member, or one who has resigned with disciplinary action pending, may be returned to full Membership upon written request and with a two-thirds approval vote of the Membership in attendance at a monthly meeting as long as a quorum is present.

SECTION 2 - ORGANIZATION

A. ELECTED OFFICERS

- a. The purpose of the Elected Officers is to provide responsible leadership and administrative structure to conduct business. Officers must have been Members in good standing for at least 12 months. The

Officer/advisor structure is as follows:

- i. President
- ii. Vice President
- iii. Secretary
- iv. Treasurer

B. ADVISORS

a. Advisors will consist of prior officers and industry leaders, including but not limited to the following:

- i. Former President
- ii. Former Vice President
- iii. Former Treasurer
- iv. Former Secretary
- v. Corporation Founder(s)
- vi. Brewery Owners
- vii. Master Brewers

b. Advisors will have no rights as it pertains to the SACHBC unless they are a Member. In the event they are Members, they will abstain from all votes which could be perceived as a conflict of interest between the club

and their business/personal holdings. The determination of a conflict of interest will be at the discretion of the Officers. Determinations must be a unanimous decision or by default it will be considered a conflict of interest.

C. ELECTION OF OFFICERS

a. Elections in December. Elections shall occur the first week in December in order to have 7 days to process the ballots. This would allow officers to present the newly elected officer ship at the annual Christmas Event.

b. Nominations shall take place as early as late October (Monthly Meeting) but no later than early November (1st Monday in November). This will allow for a 14 day nomination window that will not interfere with any holidays (Thanksgiving). This will also allow for the president to meet with the nominees prior to December to provide information pertaining to the duties expected of the nominee while in office.

D. OFFICER VOTING PROCEDURE

a. Items brought to a vote by the Officers during the monthly meetings include but are not limited to:

i. Forming Committees. Acceptance of member/officer proposals that have a financial impact will follow the below guidelines.

- \$0 - \$200 requires checking with the President. The President must check with the Treasurer if they are making the purchase.

- \$201 - \$1000 requires checking with all Officers and majority vote.

- Greater than \$1000 requires a vote by Membership.

ii. Changes to proposals recorded on SACHBC calendar. iii.

Delegation of interim duty for a resigned, suspended, deceased officer until such time a replacement can be elected.

E. TERM OF OFFICE

- a. The term of office for the elected Officers shall be for a term of one year to run January through December.
- b. The newly elected Officers should participate in all meetings from the date of the elections.
- c. The Officer terms expire at the end of the calendar year.
- d. There is no limit to the number of terms an elected officer may serve as long as he or she is elected in accordance with Article III.

F. VACANCIES

- a. Whenever an Officer vacancy occurs either by death, resignation, removal or other circumstances the office shall be filled immediately by presidential appointment with the approval of the remaining Officers. The interim Officer will serve until such time where a replacement can be nominated and elected by the Membership. The elected replacement will serve the remainder of the original term.
- b. If the office of President should become vacant, the Vice President will fill the position until such time as the remaining Officers appoint an interim President, who would then serve until a replacement is nominated and elected by the Membership. The elected replacement will serve the remainder of the original term.

G. REMOVAL OF OFFICERS

- a. Any Officer may be removed with cause, at any time, by the majority vote of the Membership through a special meeting called for that purpose, or at a regular monthly meeting.

H. COMMUNICATION

- a. All official SACHBC digital correspondence shall take place using

an email system designed for SACHBC use in order to maintain proper archiving. Personal email use should be avoided.

I. DUTIES OF ELECTED OFFICERS

a. The duties and responsibilities of Officers are as follows:

i. PRESIDENT

shall:

1. As an officer of San Antonio Cervecedores, I have both the opportunity and the obligation to evaluate, help establish strategic direction, set broad policy, and steward the assets, all in support of the organization's stated mission. I commit to fulfilling these obligations with my time, talent, treasure and relationships.
2. Preside over all Officer and Membership meetings and act as an Ex-officio Member of every committee.
3. Plan meetings, arranging topics of discussion, demonstrations, or guest speakers.
4. Cause to be called regular and special meetings of the Membership and Officers in accordance with these by-laws.
5. Call for committees and coordinate the efforts of all standing committees.
6. Review the financial records of the SACHBC on a regular basis.
7. Act as the principal point-of-contact between the SACHBC and the American Homebrewers Association as well as other home brew corporations, businesses, and organizations.
8. Assist the President with coordinating field trips, visits to/by other corporations, conventions, and/or workshops

as they relate to education.

ii. VICE PRESIDENT

shall:

1. As an officer of San Antonio Cervecedores, I have both the opportunity and the obligation to evaluate, help establish strategic direction, set broad policy, and steward the assets, all in support of the organization's stated mission. I commit to fulfilling these obligations with my time, talent, treasure and relationships.
2. In the absence of the President, assume the responsibilities and duties of the President.
3. Under the direction of the President, the Vice President will be responsible for the education of the SACHBC. The VP understands that they do not need to be experts in the field of education and may not even be the educator. It is the responsibility of the VP to provide a monthly topic and presentation of education relating to Craft Beer. (see "Education")
4. Work with the President to recommend, determine, and implement policy decisions made by the Officers, proposed at a scheduled meeting, and ratified by members.
5. Assist in the execution of committees, be responsible for advising committees, and coordinating committee activities with other functions of the corporation as they relate to education.
6. Assist the Treasurer in creating/maintaining a detailed inventory of the SACHBC.

iii. SECRETARY

shall:

1. As an officer of San Antonio Cervecedores, I have both the opportunity and the obligation to evaluate, help establish strategic direction, set broad policy, and steward the assets, all in support of the organization's stated mission. I commit to fulfilling these obligations with my time, talent, treasure and relationships.
2. Keep written minutes of all the meetings and forward a copy of these minutes to the Officers/Tech Committee Lead no later than 2 weeks following the meeting for publishing.
3. Present to the Officers, at their meetings, all communication addressed to the corporation.
4. Attend to all correspondence and perform the duties incidental to the office of Secretary.
5. Maintain the official SACHBC calendar (include all foreseeable events for the next 12 months), to include committee activities, beer festivals, homebrew and beer competitions, and any events relative to the purpose of the SACHBC.
6. Serve as the archivist of all official documentations produced by the SACHBC.
7. Provide support to the Officers to promote good communications within the SACHBC.
8. Serve as proofreader of all printed communication as or required.
9. Work under the direction of the President to advance promote a good image and beneficial works of the SACHBC.
10. Work with the President to recommend, determine, implement policy decisions made by the Officers, proposed at a scheduled meeting, and ratified by members.
11. Assist in the execution of committees and be advising

committees and coordinating committee activities with other functions of the SACHBC as they relate to the “Outreach” and the “FUN” committee.

iv. TREASURER

shall:

12. As an officer of San Antonio Cervecedores, I have both the opportunity and the obligation to evaluate, help establish strategic direction, set broad policy, and steward the assets, all in support of the organization’s stated mission. I commit to fulfilling these obligations with my time, talent, treasure and relationships.
1. Have the overall responsibility for all SACHBC funds and securities. The Treasurer is required to make all deposits for the SACHBC into the SACHBC account.
2. Render a statement of condition for all finances of the SACHBC at each Officer and Membership meeting. All of the requests must be reviewed by Officers.
3. Keep accurate account of all business and transactions as the SACHBC may require.
4. Advise the Officers of methods for improving SACHBC financial management.
5. Collect membership dues for deposit in the SACHBC account.
6. Perform all other duties pertaining to the office of the Treasurer.
7. Work with the President to recommend, determine, and implement policy decisions made by the Officers, proposed at a scheduled meeting, and ratified by members.
8. Assist in the execution of committees and be

responsible for advising committees and coordinating committee activity with other functions of the SACHBC as they relate to SACHBC finance.

9. Maintain a detailed inventory of SACHBC property, as well as checking out property to Members.

10. Present for review all financial records to the President annual basis.

- b. Each officer shall have a designated backup/alternate person;
1. Can perform the primary officer's roles and responsibilities, excluding voting in place of the officer.
 2. The backup/alternate person can be a past or present officer.
 3. The backup/alternate person will actively engage in committee assignments in which the primary officer serves.
 4. In the case where login credentials are required the backup/alternate person will either share the login of the primary officer or have their own login credentials with the same permissions as the primary officer.
 5. There is an understanding that a learning curve may initially exist and the backup/alternate person will be required to develop the necessary proficiency to serve in the roles and responsibilities of the primary officer.
 6. Create SOP's (standard operating procedures) for tasks to be outlined for the purposes of teaching and maintaining consistency.
 7. Any financial transactions will still follow ARTICLE III – MEMBERSHIP, SECTION 2 - ORGANIZATION, D. OFFICER VOTING PROCEDURE

ARTICLE IV - ORDER OF BUSINESS

SECTION 1 - MEETINGS

A. MEETINGS

- a. The SACHBC shall have at least one (1) Member meeting or event every month.
- b. Officer meetings should take place at least one (1) time per month. These Dates will be added to the official SACHBC calendar at least one (1) quarter in advance.
- c. Monthly Meetings shall be recorded on the SACHBC calendar and made available to all Members/Participants in digital form.
 - i. Monthly meeting will take place at the same time, day and week of the month and at the same location unless sufficient notice is made to the Membership.
- d. An Annual Meeting shall be a Membership meeting held in November each year for the purpose of electing Officers.
- e. A meeting shall be held in September but no later than October for the purpose of considering proposed By-Law Amendments and conducting other regular meeting business.
- f. Special meetings, parties, field trips, workshops, and pub-crawls may be organized. Announcements will be made to all current Members. There may be additional requirements or fees involved with these types of meetings.

SECTION 2 - PROCEDURES

- A. In order to conduct business as rapidly as possible, "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered within these Bylaws.

SECTION 3 - MONTHLY MEMBER MEETING

A. The order of business at regular meetings shall be as follows;

- i. Chairman's Call to Order
- ii. Welcome New Members / Guests
- iii. Quorum to conduct business
- iv. Secretary's Report
- v. Treasurer's Report
- vi. Committee Reports
- vii. Old Business
- viii. New Business ix. Administrative Comments
- x. Guest Speakers
- xi. Educational Presentation Topic and Discussion
- xii. Adjournment of Regular Meeting
- xiii. Beverage Tasting/Judging

ARTICLE V – VOTING

SECTION 1 – ELIGIBILITY

A. All Members with voting rights as described under Articles II & III shall be eligible to vote.

SECTION 2 - ITEMS PUT TO VOTE

A. The following items will be decided by a vote of the Membership at a regularly scheduled meeting;

- a. Election of officers
- b. Changes in by-laws
- c. Spending of funds greater than \$1000.00.

B. Any issue, other than proposed By-Law Amendments (refer to Art VII, Sec

2, C) and the Election of Officers (refer to Art III, Sec 2, C), may be considered by the Membership at a regular meeting. The issue must be raised in the form of a motion and requires a second by other Members before being considered. Any issue considered and defeated by a majority of the quorum may not be considered again for six (6) calendar months.

SECTION 3 - QUORUM

A. A quorum shall consist of 1/5 of the current Membership. All Members shall be notified by email at least two weeks prior to any vote. Any votes taken during a regularly scheduled meeting will require a quorum. Any votes taken electronically (e- mail) shall require a quorum.

SECTION 4 - NOMINATIONS

A. Nominations will be opened and taken from the floor at the regular meeting in October and will close after two weeks. A list of nominees will be published in the secretary's meeting minutes and be made available to all Members via e-mail and/or the official SACHBC Facebook member's page.

SECTION 5 -ELECTION DATES

A. Elections shall occur the first week in December ending December 7, with new officer(s) taking office in January of the calendar year after reciting the officer pledge.

SECTION 6 - VOTING METHOD

A. Election of officers shall be by electronic or controlled ballot. All Members in good standing are eligible to cast a ballot. Members unable to attend the November meeting may cast an "absentee" ballot. Absentee ballots will be taken electronically by the SACHBC secretary ending December 7 prior to the December meeting. The Secretary will tally all ballots and two impartial SACHBC Members will verify the results. Vote totals, and the new SACHBC officers, will be

disclosed prior to ending the December meeting. Votes on other issues may be conducted by any appropriate method that insures a fair determination of a majority decision of Members.

ARTICLE VI - NON-PROFIT STATUS

SECTION 1 - DISSOLUTION CLAUSE

A. Upon the dissolution of the corporation, all assets shall be given to Alzafar Shrine Hospital Transportation Fund in accordance with section 501(c)(3) of the Internal Revenue Code. Should Alzafar Shrine Hospital Transportation Fund no longer be in existence at the time of the dissolution of the SACHBC all assets shall be distributed by the Officers for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - BY-LAWS ACCEPTANCE

SECTION 1 – ACCEPTANCE

A. These by-laws are accepted at the time of a quorum.

SECTION 2 - AMENDMENTS OR CHANGES

A. The Officers will meet annually each April to review the By-Laws.

B. The Officers may make necessary corrections (grammatical or

spelling). Changes in Titles and Responsibilities must be approved by a quorum of Members.

C. Changes, Additions, or Deletions affecting the rights and/or privileges of Members, the conduct of meetings or any other significant proposition for changes of these By- Laws submitted by the Officers or Members will be reviewed and approved by the Officers prior to a vote of the Membership, in accordance with Section 2,D of this Article.

D. Any Member may petition for a change or amendment to the bylaws. The petition must be presented in writing and introduced at a regular meeting. The proposed changes or amendments shall be published for review by the Membership, in the newsletter or by a special mailing to all Members, at least fifteen(15) days prior to the meeting at which the changes will be voted on. Amendments or changes must be approved by a quorum.

AMENDMENT I

Officer Commitment to the mission of the San Antonio Cerveceros Home Brew Club

Upon election into a Cerveceros officer position, the elected official agrees to commit and be dedicated to the mission of the San Antonio Cerveceros Home Brew Club. The mission of the SACHBC is “Building a responsible craft beer and brewing community through mentoring, teaching and brewing.” The agreement shall be made official with the signing of the “Officer Expectation of Commitment Agreement”, an addendum included in the By-Laws. This agreement shall be filed by the secretary and made available to any officer and or current member upon request.

Purpose:

1. The primary purpose of amendment I is to dispel the idea that the SACHBC is a small and recreational club. The SACHBC was established to be a pillar in the San Antonio community and shall be organized and run in such fashion.
2. The secondary purpose of amendment I is to make the nominee aware of the responsibilities and duties that will be expected of them. The commitment is a simple document that can not be effectively enforced but will be a means of reminding officers of their duties in the case they are not being met.

AMENDMENT II

Website

Upon completion of the Cerveceros web site in 2020, the following terms must be agreed to in order to sustain a viable web site and open line of communication to the community we serve.

1. WIX will be the platform used for our web site as it offers the most versatility, ease of use and price point for our needs.
2. The site, once in place 3-18-2020, can not have more than 1 of the following items changed without the majority consent ($\frac{3}{4}$) of the officership (President, VP, Treasurer and Secretary). Header, Navigation, Pages, or overall look. Provisions will be allowed to edit items such as the "Store", "Rentals", "Rewards Programs" and the like.
3. If for any reason the website must be overhauled or rejuvenated, it shall be done with the full agreement of the officership. All officers President, VP, Secretary and Treasurer must all agree to the change.
 - a. A master/project plan of changes must be made and agreed to.

- b. The building of the site must be done in such a way that the current website is still completely functional.
 - c. When it is time to roll out the new website, it shall be done seamlessly as not to interfere with its functionality.
4. All officers are responsible to participate in the routine and organized maintenance, content and overall health of the website.
5. No one officer is the sole owner or guardian of the website.

AMENDMENT III

Cerve-Social

Purpose: The primary purpose of Cerve-Social is to encourage prospective members, new members and current members of the Cervceros to engage in communicative activities, feel welcome, and group together outside our monthly member meeting. This is accomplished by gathering monthly at a local brew pub, communicating the mission statement of the San Antonio Cervceros Homebrew Club, creating awareness of related events, and orienting new members. This facilitates communication with new members as well as past, present, potential, any interested persons to have the information they need about the operations of the club and to build relationships with other members through informal communication. Open discussion is encouraged regarding the San Antonio Cervceros Homebrew Club for communicating to the Cervceros officership, individual needs, ideas and concerns a member may have.

The Cerve-Social gatherings shall continue to perpetually strive towards being active throughout any local, global or widespread issues that could reduce face-to-face gatherings.

1. The leadership of the Cerve-Social shall meet monthly and may include the officers to compile data to report to the leadership and present in the monthly members meeting.
2. Metrics shall be collected on information regarding retention or lack of retention and may be conducted in the form of an oral interview or survey.

- a. Root cause must be established as to why a member has chosen to leave.
 - b. Action must be taken to correct or accommodate the root cause as allowed by the by-laws
 - c. A legible "Sign In" sheet or an electronic tablet shall be used to collect names, phone numbers and email addresses of members and participants attending all meetings and events.
3. The leadership of the Cerve-Social shall be responsible for recruiting members, organizing members, teaching members and mentoring members into the Cerve-Social.
4. The Cerve-Social leadership shall be formed by 1 - 3 active paid members of the San Antonio Cerveceros Homebrew club and no more than 4.
 - a. 1st person handles new members
 - b. 2nd person would handle interested members and building connections with the community and event planning
 - c. 3rd person would handle inactive members and building connections with the community and event planning
5. When a new member joins:
 - a. Start with a call, then follow up with email with information about the organization and its benefits
 - b. Establish monthly email or call for their first year providing reminders about what the organization is doing
6. Engaging with inactive members:
 - a. Contact should be made via phone/email after the member has not attended 2-3 consecutive meetings. It should not be too probing of a call or email. Make sure they are receiving our communications.
 - b. This member might need more communication from the leadership of the Cerve-Social to keep engaged.
7. Engaging with interested individuals
 - a. Call within a week and follow up with email about the organization and its benefits

- b. Email the first 2-3 months, or until they become members, providing reminders about what the organization is doing

8. Documentation

- a. All communication should be documented in a spreadsheet and retained on the SACHBC Google drive.
- b. One tab each for interested individual, inactive members, and new members
- c. If we formulate a common questionnaire when talking to interested individuals/inactive members/new members, we can collect data that can lead us to insight of why members join and why members become inactive.

9. Notification

- a. The leadership of the Cerve-Social should be notified when a new member joins by the officer who has access to this information.
- b. A phone call and follow up email should be done within a week or two since joining the organization.
- c. The initial call/email needs to establish how the member would like to receive their communication from us.
- d. The leadership of the Cerve-Social should introduce new members at the next meeting with a little bio (name, type of homebrewer, favorite style, etc). New members should continue to be acknowledged (just name not bio) for the next 2-3 meetings so existing members that were not present at the last meeting will know who they are.

Appendix 1 San Antonio Cerveceros Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial

interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest

Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the

proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Instructions for Form 1023 -25-4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal

tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.