



MANUAL OF OPERATIONS

Updated by Executive Committee - May 2025

I. ADMINISTRATION

I.A. ELECTION OF OFFICERS

If a District(s) chooses to put forth a slate, it must be presented to the Nominating Committee at least (60) days prior to the Second Regular Annual Board of Governors meeting. Any slate proposed by a District must include approved minutes of the meeting at which the slate was voted on by the District membership showing the vote results.

All proposed slate(s) are to be presented to the Executive Committee prior to the Second Regular Annual Board of Governors meeting. Any slate shall include candidates for President, First and Second Vice Presidents, Treasurer, and Treasurer-Elect, when applicable. In the event any of the nominees find it necessary to withdraw after nomination, the Executive Committee shall appoint a replacement to the slate. The Nominating Committee shall verify the eligibility and the willingness of the nominee(s) to accept the nomination.

Said Nominating Committee must present one or more slate(s) of officers, including any put forth by Districts, to the Board of Governors at the Second Regular Annual Meeting of the Board of Governors, at which meeting the Board of Governors will review and accept the slate(s) as presented. The Board of Governors will then seek input from their District membership in preparation for a final vote at the Third Regular Annual Board of Governors meeting.

In the event that the Nominating Committee's slate is the only slate put forth at the meeting, the officers included in the slate shall be voted on by the Board of Governors. Should there be more than one slate that has been submitted by the Nominating Committee based on the timeline presented above, the Board of Governors shall conduct a separate vote for each applicable office. The candidate for each office receiving the largest number of votes therefore shall be declared elected thereto.

Only Professional Members of the Association shall be eligible to hold elective office in the Association. Officers elect shall be installed following the Third Annual Regular Meeting of the Board of Governors. The Executive Committee will be responsible for setting the date of the officer installation and transition.

Officers of the Executive Committee shall serve their terms, or until their successors have been qualified and elected.

I.B. OFFICERS RESPONSIBILITIES

I.B.1. PRESIDENT

- a. In addition to the duties specified in the bylaws, the President is responsible for developing/reviewing the strategic plan, and those duties which may vary with the issues of the Association.
- b. The President is the most visible officer of the Association and represents the Association directly or indirectly in all affairs of the organization outside the Association.

- c. The President will be in regular communication with the Executive Officer and other appropriate staff.
- d. The President will decide if it is appropriate to proceed with Association business or refer matters to the Board of Governors, the Executive Committee, staff, or other Committees.
- e. The President serves on the Executive Committee and may serve on any other committees of the Association at their discretion.
- f. The President appoints and provides a charge/timeline to all ad hoc and task groups as necessary to address the short-term issues of the Association.
- g. The President recommends the dates for the mid-year meeting of the Board of Governors.
- h. The President presides at the annual business meeting of the Association.
- i. The President will maintain communication with all Committees and Districts, updating them on the Board of Governors' actions and changes in the strategic plan and request reports on Committee activities.

I.B.2. FIRST AND SECOND VICE PRESIDENTS

In addition to the duties specified in the bylaws, the First Vice President is responsible for the duties described in the Manual of Operations and the strategic plan.

- a. The First Vice President will attend as many Association functions as possible in order to grasp the workings of the organization.
- b. The First and Second Vice Presidents serve on the Finance Committee, the Executive Committee, and other Committees deemed necessary by the President, or as outlined in the Manual of Operations.

I.B.3. TREASURER

The Treasurer shall serve for a (3)-year term of office and may be reappointed for (1) additional (3)-year term. At the option of the Executive Committee, an incoming Treasurer may serve for (1) year as Treasurer-Elect without voting powers on the Executive Committee. This is to provide orientation and continuity in the position of Treasurer.

- a. In addition to the duties specified in the bylaws, the Treasurer will chair the Finance Committee and is responsible for organizing the agenda for its meetings. The Treasurer, as Chair of the Finance Committee, is primarily responsible for tracking the budget, proposing an annual financial plan to the Finance Committee, and developing budget goals three years in advance.
- b. The Treasurer serves as an ex officio member on the Scholarship Committee and serves as a member on the Executive Committee and other committees as requested or needed.
- c. The Treasurer will request financial analysis of the Association's programs and services and potential new projects.
- d. The Treasurer is responsible for organizing the financial agenda for the Board of Governors' meetings.
- e. The Treasurer, in conjunction with appropriate Committees and staff, assures that surplus Association funds are invested properly.
- f. The Treasurer is responsible for other duties as specified in the strategic plan.
- g. The Treasurer maintains regular communication with the President, Board of Governors, Finance Committee, various other Committees, the Executive Officer and staff regarding the Association's finances.

I.B.4. IMMEDIATE PAST PRESIDENT

In addition to the duties specified in Article VI Section 7 of the Bylaws, the Immediate Past President will chair the Nominating Committee and may serve on other committees as appointed by the President.

I.B.5. BOARD OF GOVERNORS REPRESENTATIVE

- a. Governors may chair or serve on Committees as appointed by the President or First Vice President.

- b. The Executive Officer along with headquarter staff will provide new Governors with background information on current issues.

I.C. EXECUTIVE OFFICER

The Executive Officer of the Association shall carry the title Chief Executive Officer (CEO). They shall be the chief administrative officer of the Association.

The CEO shall maintain the headquarters of the Association and shall purchase, hire, or contract such services, supplies, and equipment as are necessary for its operation and within the limitations of the budget fixed by the Board of Governors. They shall cause the accounts of the Association to be audited annually by a Certified Public Accountant.

The CEO will work closely with the Officers and Board of Governors to define the vision of Master Brewers Association of the Americas and develop strategies to attain that vision.

The CEO shall make an annual report to the Board of Governors, including the operations of the office and such other items as the Board may from time to time direct. The office of CEO shall carry a surety bond (blanket dishonesty coverage on all employees) at all times equal to or greater than the maximum amount permitted in the operating fund.

The CEO shall be an ex-officio non-voting member of all administrative Committees of the Association. The Chair of each said Committee is responsible for keeping the CEO informed as to pertinent business before the Committee, including any meetings which are called. The function of the CEO shall be to guide Committee Chairs in their responsibilities and facilitate continuity of activities and operations of the Committees.

The CEO may delegate any and all of the above to senior members of the staff when circumstances dictate.

I.D. FUNDS/CONTRACTS

I.D.1. HANDLING OF FUNDS

The funds of the Association shall be deposited only in banks covered by Federal Deposit Insurance or in investment securities approved by the Finance Committee. There shall be two or more accounts, maintained in accord with the following requirements and safeguards:

- a. A deposit/checking account into which all moneys received by the Association shall be deposited. This account shall be an interest-bearing account. Transfers from this account to regular checking accounts shall be made by individuals designated by the Board of Governors.
- b. A checking account for all operating expenditures shall be established. Deposits into this account shall be made by transfer from the general deposit account. The operating account is a checking account established to pay ongoing obligations of the Association. The account shall maintain only the balance required to cover checks outstanding. Checks drawn on this account shall be signed by the Executive Vice President or an alternate on the staff approved by the Executive Vice President. Individuals signing checks will not have responsibility for reconciliation.
- c. Cash reserves of the Association should be deposited in commercial banks and/or savings and loan associations of good reputation and having substantial holdings in government securities or other investments as approved by the Finance Committee. Cash reserves of the Association, as well as other funds, may be pooled with those of its administrative sister society, in order to maximize accrued interest.
- d. The Association shall maintain a liability policy in the amount of three million dollars. This policy is to cover the Headquarters office, the meetings of the Board of Governors, the Annual Conference, and any special meetings of the Association.

In accordance with Minnesota's enacted Uniform Prudent Management of Institutional Funds Act (UPMIFA), Master Brewers Association of the Americas requires for any gift designated by a donor to the corporation's endowment fund(s) the preservation of the gift's fair market value as of the gift date be held and maintained as a donor-restricted endowment fund, absent donor stipulations to the contrary. As a result, Master Brewers Association of the Americas classifies as permanently restricted net assets (a) the original value of the gifts donated to the permanent endowment and (b) the original value of subsequent gifts to the permanent endowment. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure. From time to time, the fair market value of assets associated with any one donor's donor-restricted endowment funds may fall below the level that the donors required Master Brewers Association of the Americas to retain as a fund of perpetual duration. In accordance with Generally Accepted Accounting Principles, deficiencies of such nature are reported in unrestricted net assets.

I.D.2. STAFF TRAVEL EXPENSES

Budgeted travel by the CEO and staff shall be approved by the Finance Committee and the Board of Governors as part of the annual budget. The CEO must approve the expense account disbursements of all staff members, reviewing same for appropriate documentation in accord with accountable plan rules.

I.D.3. EXECUTIVE COMMITTEE AND BOARD OF GOVERNORS TRAVEL EXPENSES

Each member of the Executive Committee, Board of Governors (BOG), and Committee Chairs of the Master Brewers who are present at an authorized in-person meeting of the Executive Committee and/or BOG meeting, shall upon written request, and upon submission of supporting documentation, be reimbursed by the Association for approved expenses incurred in attending such meeting.

- a. Executive Committee In-Person Meetings
 - a. Executive Committee members will receive reimbursement for 2 nights hotel at the Master Brewers contracted hotel. In addition, the Association will cover economy airfare, that must be booked no later than 30 days prior to the meeting using the Association's contracted travel agent. Meals covered include the day prior to the Executive Committee meeting through the BOG meeting (if scheduled to meet in person). Meal reimbursement is limited to \$50.00/day.
- b. BOG In-Person Meetings
 - a. Representatives and Committee Chairs attending an in-person BOG meeting scheduled during the Master Brewers Conference will receive hotel reimbursement at the Master Brewers contracted hotel for either one night hotel if attending the Master Brewers, or two nights hotel if not attending the Master Brewers Conference. In addition, the Association will cover economy airfare, that must be booked no later than 30 days prior to the meeting using the Association's contracted travel agent. Meals covered include the day prior and through the BOG meeting. Meal reimbursement is limited to \$50.00/day.
- c. All expense forms and copies of receipts are required for reimbursement of the above expenses and must be turned in no later than 30 days after the scheduled authorized meeting.

The Board of Governors shall authorize the CEO to maintain an Officers and Governors liability policy in the amount of one million dollars. The premium shall be included in the annual budget.

I.D.4. CONTRACTS

The Board of Governors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

I.E. DISTRICTS

I.E.1. MODEL MANUAL OF OPERATIONS

The articles and bylaws of each Chartered District of the Association must follow the form and be in accord with the requirements of Terms 5-7 of the Association's Chartered District Agreement.

I.E.2. DISTRICT INSURANCE

Each District must carry their own General Liability and D&O (Directors and Officers) Liability insurance. Because they are separate legal 501c3 organizations they are not covered under Association's policy.

I.E.3. ANNUAL REPORTS TO BOARD OF GOVERNORS

Each District and Committee Chair shall submit, when requested, a brief report of activities undertaken by the District and Committee during each year. The District reports shall republish that report with an annual report of District officers then serving and a finance report to the Board of Governors on the completed year. These reports shall be sent by the District Governor or designate and Committee Chair to the Association Headquarters no later than one month before the Board of Governors meeting at which they are due.

I.E.4. APPLICATION, APPROVAL, OR DENIAL FOR DISTRICT

It shall be the duty of the Board of Governors upon receipt of the application for a District Charter to consider the same at its next regular meeting. If the Board shall find the District organizers and members qualified, and if the District organizers' proposed organizational documents are consistent with the articles, bylaws, amendments to bylaws, policies, and regulations of the Association, the Board shall recommend for approval by a majority vote of the Board present and entitled to vote.

If the application for a District Charter is approved by the Board of Governors, the President shall so advise the Association Headquarters' staff as well as the individual designated as the Secretary of the proposed District.

If, following submission of the application, the Board does not approve the application by a majority vote of the members present and entitled to vote, the decision is final although subject to appeal as detailed here. If the Board finds the applicant for a District Charter not qualified, it shall specify such to the applicants in writing.

I.F. MEMBERSHIP

I.F.1. DUE DATE AND COLLECTION

Dues are payable on or before the last day of the month that the member joined in. If a candidate is reapplying for membership after lapsing, then the date of reapplication will be considered the new renewal date. Members shall pay their dues, fees, and assessments directly to the Association Headquarters. Dues statements for the forthcoming year for each member shall be provided to each member sixty (60) days before the due date. Dues statements shall also include additional dues, fees, and assessments as directed by the Districts. Each District shall be reimbursed by the Association Headquarters for these additional dues, fees, and assessments collected on its behalf. Reimbursements of the Districts' additional dues, fees, and assessments shall be sent by the end of the following quarter for the previous quarter's receipts. Each member shall be responsible to ensure their dues, fees, and assessments are sent directly to the Association Headquarters.

I.F.2. MEMBERS AFFILIATED WITH A DISTRICT

Members may affiliate with as many Districts of the Association as they choose, but only one (1) District by mutual agreement between District and member, will be maintained in the Association's membership records as their "home" District.

I.F.3. MEMBERS NOT AFFILIATED WITH A DISTRICT

Individuals who do not have the opportunity to affiliate with a Chartered District due to geographic

reasons and who meet the qualifications of Professional, Retiree, or Student membership may apply for membership by submitting an application to the Association Headquarters.

I.F.4. TRANSFER OF MEMBERSHIP

Each District shall accept as a member of such District by virtue of their transfer and without fees for the current membership term, any member of the Association who shall request said transfer, provided, however, that such member shall have fulfilled all obligations to their former District and to the Association.

I.F.5. REVOCATION AND APPEAL PROCEDURES

All matters pertaining to the discipline of a member shall be submitted to the Arbitration Committee for consideration. The Arbitration Committee shall consist of six (6) Professional members appointed by the Board of Governors as needed, provided, however, not more than two (2) members of the Arbitration Committee may be a Governor of the Association. The Immediate Past President shall serve as Chair. If, after investigation, the Arbitration Committee determines that disciplinary action against the member may be warranted, then the Committee shall send written notice to the member by certified or registered mail not less than thirty (30) days prior to a meeting of the Committee: (i) setting forth the date, time, and place of the Arbitration Committee's meeting; (ii) informing the member that the Arbitration Committee will consider possible disciplinary action against that member at the meeting and including a statement regarding the basis for the action; and (iii) inviting the member to attend the meeting in person or by representative and to have the benefit of legal counsel; to submit evidence regarding the matter being considered; and to set forth why disciplinary action against that member should not be taken. After such meeting, the Arbitration Committee may take disciplinary action against the member in accordance with paragraph (A) of this Section 5 and upon the approval of two-thirds (2/3) of its members who are entitled to vote. Prompt written notice of any such action shall be sent to the interested member(s). Upon the Arbitration Committee's request and the approval of the Board of Governors, the Association's legal counsel shall act as prosecutor for any disciplinary matter.

Any decision by the Arbitration Committee to revoke a membership may be appealed by that member to the Board of Governors. There shall be no action taken by the Arbitration Committee pending any such appeal. An appeal must be filed by the member within thirty (30) days of the Arbitration Committee's decision to take disciplinary action by submitting a written petition for appeal to the Board. The Chair of the Arbitration Committee or the Chair's designee shall respond to any such petition by presenting an oral or written statement to the Board. The Board shall consider such petition and any statement of the Arbitration Committee and may modify or reverse the Arbitration Committee's decision to revoke membership by a vote of two-thirds (2/3) of the total votes held by all Governors who are entitled to vote. All information considered in disciplinary proceedings, whether or not such proceedings result in disciplinary action, shall be confidential and shall not be subject to publication, discovery, or public dissemination except in accordance with these bylaws or as otherwise may be required by law.

II. COMMITTEES

A listing of standing committees and appointment process are noted in the Bylaws, Article VIII Sections 1 and 2.

II.A.1. FINANCE COMMITTEE

The Finance Committee shall meet and review a preliminary financial report of the Association as prepared by the Executive Officer. Based upon this report, the Committee shall consider the budget as proposed by the Treasurer and Executive Officer and make suitable recommendations to the Board of Governors. Upon completion of the annual audit, the Committee shall inspect the books of the Association, review the audit, and submit a written report thereon to the Board of Governors. The Treasurer will review the annual budget for compliance on a monthly basis. The Annual Budget will be prepared by the Vice President of Finance from Staff and presented first to the Finance Committee for

review, and revisions will be made as directed before being presented to the Executive Committee for approval before the budget is presented by the Finance Committee to the Board of Governors to approve at the First Regular Board of Governors meeting. At the Third Regular Board of Governors Meeting the Finance Committee will report on the status of the Association's financial reserves, oversee compliance with the Reserve Investment Policy, and make recommendations to the changes of said policy as appropriate.

II.A.2. NOMINATING COMMITTEE

The committee's purpose is outlined in the Bylaws, Article VIII Section 2D of the Bylaws and officer election procedures as referenced in Section 1 of the Manual of Operations. The committee is composed of the Immediate Past President serving as chair for a one-year term, plus at least four committee members who are either past presidents, current Board of Governor Representatives and/or Committee Chairs. Committee members serve staggered four-year terms.

II.A.3. BYLAWS COMMITTEE

The committee shall consist of a chair and three committee members serving staggered three-year terms, along with the First Vice President as the Executive Committee liaison to the committee. In addition to the duties outlined in the Bylaws, Article VIII Section 2C, the committee will maintain and update the Manual of Operations and present recommended changes to the Executive Committee for approval.

II.A.4. TECHNICAL COMMITTEE

The Technical Committee has the responsibility of developing and providing an industry leading high quality scientific annual conference that serves the Master Brewers core ideology and addresses the needs of Master Brewers' members and the industry as a whole. The committee will develop and select the most relevant content for presentation including keynote speakers, programming format, and the time schedule for programming activities.

It is desirable that the Technical Committee Vice Chair have some previous experience serving on the program team prior to being appointed to the position by the President.

Composition: The committee is composed of a Chair, Vice Chair, Immediate Past Chair, an Executive Committee liaison to the committee; and up to 12 committee members.

Terms: The position of Vice Chair (Learning) is the first of a 3-year ascension through the Chair lineage, moving to Chair (Leading) in the second year, and Immediate Past Chair (Institutional knowledge and overall support) in the third year. Committee members serve staggered three-year terms and may not serve more than two consecutive terms.

In the event the Chair steps down, the Vice Chair and Immediate Past Chair work together to cover Chair roles and responsibilities. In the event the Vice Chair steps down, the Chair and Immediate Past Chair will identify a new Vice Chair to the President to appoint. In the event the Immediate Past Chair steps down, the Vice Chair and Chair seek assistance from other veteran committee members and staff.

II.A.5. SCHOLARSHIP COMMITTEE

This committee has the responsibility of developing award criteria, reviewing all course scholarship applications, and selecting scholarship recipients for Master Brewers Courses. The Committee consists of a Chair and up to (7) committee members. Appointments are for 3-year terms and are staggered so that two or three members rotate off annually. The Treasurer will serve as ex officio. The Chair will provide evaluation guidelines for the committee members so that applications can be evaluated in a fair and equitable manner. Under the guidance of the Chair, committee members will deliberate and agree on a list of course scholarship recipients.

II.A.6. EDITORIAL AND PUBLICATIONS COMMITTEE

This committee is to solicit and review articles submitted to the *Technical Quarterly* (TQ) as well as relevant manuscripts submitted for book projects to create a robust and relevant library of content and resources. The Committee shall consist of a Chair and 12-16 Committee members, each serving staggered 3-year terms.

II.A.7. WEBINARS COMMITTEE

This committee is responsible for developing, creating, delivering/disseminating, and monitoring quality technical webinar content for Master Brewers. The Committee shall consist of a Chair, the 2nd Vice President as the Executive Committee liaison to the committee, and five committee members, each serving staggered three-year terms.

II.A.8. EDUCATION COMMITTEE

The Education Committee is responsible for the oversight of the Master Brewers courses to ensure high-quality educational offerings that align with industry needs. The committee provides recommendations for the development and delivery of three hybrid courses, including the selection of course directors, review of course materials, and evaluation of survey results. Additionally, the committee assesses the performance of course directors and subject matter experts (SMEs), focusing on content quality and delivery methods. The three hybrid courses under the committee's oversight include: Brewery Maintenance Systems, Brewing and Malting Science, and Brewery Packaging Technology. Beyond these courses, the committee will evaluate proposed new courses and review post-course surveys to determine their effectiveness and value.

The committee is composed of a chair, the First Vice President as the Executive Committee liaison to the committee, and a minimum of three committee members, each serving a staggered 3-year term.

II.A.9. BREWERY AND FOOD SAFETY COMMITTEE

The Brewery & Food Safety Committee's purpose is to provide ongoing resources, knowledge, tools, and education to brewers to help them achieve the highest levels of brewery safety and food safety in their breweries.

The Committee includes a Chair and at least six Committee members, serving staggered three-year terms. The Second Vice President serves as ex officio in a liaison role. Committee membership should be varied to represent the demographics of the membership.

II. A. 10. DIVERSITY, EQUITY, and INCLUSIVITY COMMITTEE

This committee is charged with providing Master Brewers members with tools, knowledge, and ability to help their organizations promote values and practices of a diverse and inclusive workplace. The committee shall consist of a chair, vice chair, an Executive Committee Liaison, and committee members each serving staggered (3) year terms. Committee members may be assigned as project leads.

II.A. 11. PODCAST WORKING GROUP

This working group will source and curate content for the Master Brewers Podcast by attending and reporting on district meetings as well as direct contact with the Master Brewers Technical Committee and Education Committee.

The working group shall consist of (1) chair, an Executive Committee liaison, and committee members, (2) of which representing each district in alternating/overlapping two-year terms (always one person coming in and one person going out). Each outgoing member will recruit their district's replacement.

III. PUBLICATIONS

III.A. *Technical Quarterly*

The Association shall publish a scientific quarterly journal known as *Technical Quarterly*, under the jurisdiction of the Board of Governors, operating under the following policies.

III.A.1. PUBLICATION POLICY

The name of this publication shall be *Technical Quarterly*. There shall be four issues per year. The objective is to provide members of the Association and others with scientific knowledge of brewing, malting, and related materials, and technical applications thereof, by publication of contributions.

III.B. BOOK AND OTHER PUBLICATIONS

The Association shall publish in book form or other media as appropriate information and materials of interest to its members and other related brewing technology professionals. These publications shall be produced on a self-supporting basis within financial guidelines established by the Board of Governors.

IV. MEETINGS OF THE ASSOCIATION (i.e., THE MEMBERSHIP)

IV.A. GENERAL POLICIES

Meetings will be held for the general purpose of advancing and encouraging technical research, overall education, and facilitating such activities by the exchange of information related to brewing, malting, and related areas. Meetings also may serve as an opportunity for conducting business of the Association.

IV.B. MASTER BREWERS CONFERENCE

IV.B.1 TIME AND PLACE

The Conferences may be held in any geographical location, and it is the responsibility of the CEO to select and contract with appropriate hotel and/or convention centers and make other preliminary arrangements with regard to physical facilities as might be necessary.

IV.B.2. LOGISTICS

The CEO and headquarter staff are responsible for the arrangements necessary to conduct a successful Master Brewers Conference. Such responsibilities include, but are not limited to, site and hotel selection, budgeting, assistance with the technical program, meeting room(s) allocation, exhibit sales and arrangements, preparation of awards, special events, and any activity occurring at the Conference site that is the responsibility of the Association.

IV.C. OTHER ASSOCIATION MEETINGS

In addition to the Master Brewers Conference, the Association may hold other meetings, national, regional, or local. In addition to these meetings, the Association may hold short courses, seminars, workshops, and clinics.

V. RELATIONS WITH OTHER ORGANIZATIONS

V.A. POLICY GUIDELINES

In all proposed cooperative activities with international organizations, the key guiding principle will be “is it in the best interest of Master Brewers Association of the Americas.”

Jointly sponsored technical meetings/symposia/programs will be encouraged when they clearly advance the mission of the Association. Cooperating organizations will be encouraged to propose jointly sponsored activities, which may be held internationally as well as in the United States. Organizations will be invited, when appropriate, to participate in Master Brewers Conference program.

Jointly sponsored technical publications will be encouraged when they clearly advance the mission of the

Association. Cooperating organizations may be invited to publish an occasional column and articles in the *Technical Quarterly*. Master Brewers Association of the Americas will expect to publish similar kinds of information in the cooperating organization's publications. For both organizations, information may be technical in nature or informational about the organization and its activities.

All proposed cooperative activities involving commitment of significant resources will be brought before the Master Brewers Board of Governors for consideration and action.

V.B. USE OF MASTER BREWERS ASSOCIATION OF THE AMERICAS NAME AND/OR LOGO

Any product, program, or service that bears the Master Brewers name or logo must meet the high-quality standards of the Association. Permission to use the Master Brewers Association of the Americas name or logo will not be granted for use by other organizations or individuals without the approval of the Board of Governors. Use will be granted only when there is direct participation in the event by Master Brewers Association of the Americas staff or members and when those involved are satisfied that the event will meet those standards.

VI. DISSOLUTION OF A MASTER BREWERS DISTRICT

The following is intended as a general guide for the process involved in the potential dissolution of a District of the Master Brewers Association of the Americas ("Master Brewers"). Its purpose is to establish a procedure for communications and coordinated actions as between the Master Brewers and the applicable District, with the goal of continuing the District under new leadership when possible, and when not, providing for an orderly dissolution of the District in compliance with legal requirements.

Each District located in the United States is a separate and legally distinct Minnesota nonprofit corporation and organization described in Section 501(c)(3) of the Internal Revenue Code. As such, the dissolution process of a District will be governed by Minnesota law and rules applicable to 501(c)(3) organizations. For any unique issues related to the District's assets, liabilities, or with any questions on the dissolution process, Master Brewers and the District should consult with legal counsel.

Districts located outside of the United States are entities governed by foreign law and are not U.S. organizations.

This document describes the process of dissolution for Districts located in the United States (each, a "U.S. District") and Districts located outside of the United States (each, a "Foreign District").

VI.A. VOLUNTARY DISSOLUTIONS

VI.A.1. Process for a U.S. District that wants to Voluntarily Dissolve

- District Officers must alert Master Brewers of their intent to dissolve.
- District Officers must alert their membership of the intent to dissolve. Provide opportunity for new leadership to come forward by a certain date with reasonable notice.
- A District should stop receiving member dues or accepting new members at the time that they are reasonably certain that they will pursue dissolution.

VI.A.1a. If no new leadership comes forward, the District will pursue dissolution as follows:

- Obtaining resolutions (by the "District Officers" of said district, which serves as the board of directors under state law) approving wind-down, distribution of assets, and dissolution of the District
- Identifying any known liabilities of the District and paying them
- Filing a Notice of Intent to Dissolve with the MN Secretary of State (SOS)

- Communicating to District members that they may transfer their district membership to another Master Brewers District of their choosing
- The step of publishing notice to creditors of the dissolution and waiting for a 90-day period to allow any creditors to come forward—this approach has the benefit of barring any claims against the district that may arise after that 90-day period
- Filing a Notice of Intent to Dissolve with the MN Attorney General and waiting for a 45-day waiting period for the AG to ask any questions before distributing the District’s assets
- Communicating to the membership that this District is dissolving
- Distributing the District’s assets to creditors and the final balance, after payment of any legal and accounting fees related to dissolution, to Master Brewers
- Filing final Articles of Dissolution with the MN SOS, which effects legal dissolution of the entity
- Working with the District’s accountants and Master Brewers to file its final IRS Form 990 tax filing

VI.A.1b. If new leadership comes forward, the following will occur:

- Current District Officers will communicate to district membership new leadership has been identified and the District will continue
- An election will be held and members of the District will be asked to elect the new District Officers
- Onboarding of new officers and continuation of business

VI.A.2. Process for a Foreign District that wants to Dissolve

- The dissolution process would be governed by the local law of the country/jurisdiction in which the district is organized. First need to obtain copies of their governing documents and work with legal team to determine necessary steps.

VI.B. DISSOLUTION BY MASTER BREWERS

VI.B.1. Criteria to be Considered by Master Brewers when Dissolving a District

- The Master Brewers Bylaws permit the Board of Governors to effect the dissolution of a District for failing to meet certain standards, as described more fully in the Bylaws. This Section is intended to help inform the Board of Governors’ consideration of such an action.

VI.B.2. Criteria to identify an inactive district making unsatisfactory progress

- Districts meeting one or more of the following criteria should be discussed by the Master Brewers Board of Governors for consideration as to whether further action or dissolution is appropriate:
 - No appropriate activity is observed on the part of the District (lack of an annual meeting or technical meeting)
 - Non-attendance from the District representative at Board of Governors Meeting for two sequential meetings
 - District correspondence has not been sent to its members in the past year
 - There has been no recent successful contact over a 6-month period between Master Brewers staff and District Officers
 - District has not submitted documentation to the Master Brewers for mandatory requirements (annual report, tax filings, etc.)
 - If any of the required District Officers are not current Master Brewers members or if one of the required District Officers (President, Treasurer, or Board of Governors Representative) is not in place for a year
 - The failure of any District to pay for its own General Liability and D&O (Directors and Officers) Liability insurance and otherwise comply with the Master Brewers’ insurance requirements

VI.B.3. Process to Dissolve a District without Activity

- Master Brewers staff will regularly monitor performance of Districts and creates a list of underperformers based on the list of criteria developed of what constitutes inactivity.
- One week prior to the Second Regular Meeting of the Master Brewers Board of Governors, Master Brewers will communicate with District Officers of underperforming Districts the Master Brewers' intent to identify their District for possible dissolution during the upcoming Board of Governors meeting.
- At the Second Regular Meeting of the Master Brewers Board of Governors, Master Brewers will provide to the Board a list of underperforming Districts to potentially dissolve.
- The District must stop collecting member dues or accepting new members to the District during dissolution discussions.
- Master Brewers staff will send communications to the underperforming District members of the possibility of disbanding due to inactivity (list specifics). Provide opportunity for new leadership to come forward by a certain date with reasonable notice.

VI.B.3a. If no new leadership comes forward for a U.S. District, the District will pursue dissolution as follows:

- During the 3rd Regular Meeting of the Master Brewers Board of Governors, the Board will vote on whether to approve winding down, distribution of assets, and dissolution of the underperforming District.
- If the Board approves dissolution, the Master Brewers will communicate to District members that their District will be dissolved, and they may transfer their district membership to another Master Brewers District of their choosing.
- Identifying any known liabilities and paying them.
- Filing a Notice of Intent to Dissolve with the MN Secretary of State (SOS).
- The step of publishing notice to creditors of the dissolution and waiting for a 90-day period to allow any creditors to come forward—this approach has the benefit of barring any claims against the District that may arise after that 90-day period.
- Filing a Notice of Intent to Dissolve with the MN Attorney General and waiting for a 45-day waiting period for the AG to ask any questions before distributing the District's assets.
- Distributing the District's assets to creditors and the final balance, after payment of any legal and accounting fees related to dissolution, to Master Brewers.
- Filing final Articles of Dissolution with the MN SOS, which effects legal dissolution of the entity.
- Working with the District's accountants and Master Brewers to file its final IRS Form 990 tax filing.

VI.B.3b. If no new leadership comes forward for a Foreign District, the District will pursue dissolution as follows:

- During the 3rd Regular Meeting of the Master Brewers Board of Governors meeting, the Board will vote on whether to approve winding down, distribution of assets, and dissolution of the underperforming District.
- If the Board approves dissolution, the Master Brewers will communicate to District members that their District will be dissolved, and they may transfer their district membership to another Master Brewers District of their choosing.
- The dissolution process would be governed by the local law of the country/jurisdiction in which the District is organized. First need to obtain copies of their governing documents and work with legal team to determine necessary steps.

VI.B.3c. If new leadership comes forward for either a U.S. District or Foreign District:

- Communicate to District membership new leadership has been identified and the District will continue.
- An election will be held and members of the District will be asked to elect the new District

Officers.

- Onboarding of new officers and continuation of business.