

BYLAWS of the BREWERS ASSOCIATION

As amended and ratified November 15, 2004

As amended and ratified June 16, 2005

As amended and ratified November 24, 2005; updated April 5, 2006

As amended and ratified May 8, 2006

As amended and ratified March 30, 2009

As amended and ratified March 2, 2010

As amended and ratified November 30, 2010

As amended and ratified June 2, 2011

As amended and ratified September 13, 2012

As amended and ratified February 12, 2014

As amended and ratified October 5, 2014

As amended and ratified February 24, 2016

As amended and ratified November 28, 2018

As amended and ratified January 23, 2020

As amended and ratified August 11, 2020

As amended and ratified June 30, 2021

ARTICLE I

Section 1. GENERAL POWERS

The Corporation shall be governed by its duly elected Board of Directors.

Section 2. NUMBER

The number of directors shall not be less than three or more than twenty-one.

Section 3. ELECTION; TERM; TENURE

The board shall consist of two types of directors: “Non-Designated Directors” and “Designated Directors.”

A. With respect to Non-Designated “at-large” Directors, the following provisions shall apply:

[i] Non-Designated Directors shall be nominated by the current members of the board of directors and elected by a majority vote of the Board of Directors.

[ii] Non-Designated Directors shall be elected to serve a two-year term (or a one-year term when deemed appropriate by the board to allow for proper term spacing or board succession planning). A Non-Designated board member may not serve more than four consecutive years as a Non-Designated board member. At the end of such four-year period, unless a Non-Designated board member shall have been elected as a Designated Director, a Non-Designated board member shall be required to resign from the board for at least one year prior to being considered for board membership again. Other than the automatic resignation at the end of two terms, board members shall serve until they are replaced, repealed, or resignation is tendered.

[iii] Non-Designated Directors may remove themselves by resignation, effective upon presentation of a written statement of resignation to the Board of Directors. Non-Designated Directors may be removed by a majority vote of a quorum of the board at any regular or special meeting of the board. Non-Designated Directors shall be considered to automatically resign from the board at the end of four consecutive years. Removal of any director is automatic if that director misses three consecutive meetings of the board unless a leave of absence is approved, by resolution, by a majority of the board present at any regular or special meeting. Under such circumstances, the Board of Directors may choose to notify the nominating committee as described in Article III, Section 3 that such position is vacant, and such position shall remain vacant until the nomination and election of a new director. The Board of Directors may, at its discretion, choose not to fill the seat at that time.

[iv] There may be a minimum of zero and a maximum of five non-Designated Directors as deemed necessary by the Board of Directors.

B. With respect to Designated Directors, the following provisions shall apply:

[i] Eligible Designated Directors shall include seven directors elected from the membership class designated as Packaging Brewers, four directors elected from the class designated as Pub Brewers, three directors from the class designated as Taproom Brewers, and two directors appointed by the American Homebrewers Association (AHA) Governing Committee. Designated Directors appointed by the AHA Governing Committee shall serve from time to time while and so long as they maintain their status as members in good standing of the AHA for a three-year term. Excepting the provisions of Section 3, B [vi], Designated Directors may not serve more than three consecutive three-year terms. At the end of the three terms, a board member shall be required to resign from the board for at least one year prior to being considered for membership again.

[ii] Designated Directors may remove themselves from the Board of Directors by resignation, effective upon presentation of a written statement of resignation to the Board of Directors. Designated Directors shall be considered to automatically resign from the board at the end of their third consecutive term. Removal of any director is automatic if that director misses three consecutive meetings of the board unless a leave of absence is approved, by resolution, or by a majority of the board present at any regular or special meeting. Under such circumstances, the Board of Directors will notify the nominating committee as described in Article III, Section 3 that such position is vacant, and such position shall remain vacant until the nomination and election of a new director.

[iii] Designated Directors may be removed by a majority vote of a quorum of the board at any regular or special meeting of the board. Following such removal, the Board of Directors will notify the nominating committee that such position is vacant, and such position shall remain vacant until the election of a new director.

[iv] Designated Directors shall be elected by the voting members of the organization from eligible nominees during the course of annual elections. Annual elections for the professional classes will be held prior to the February annual meeting and terms will be considered to begin at that meeting. Directors appointed by the AHA Governing Committee will be selected at the annual meeting of the AHA Governing Committee and their terms

will begin at the next annual meeting of the Board of Directors in the following February. In the event of an unscheduled vacancy on the board, the Board of Directors may choose to call a special election or to leave the seat vacant until the next regularly scheduled election. Directors elected to fill seats prior to the scheduled end of a term will be elected to complete that term.

[v] Directors who serve representing a company which transitions from one professional class of membership to another professional class of membership during the course of their term will be allowed to complete their term as a director. Following the completion of their term, they will be eligible for nomination for election to a seat in their new membership class only. Eligibility of directors who transition their affiliation from one professional member brewery to another will be determined at the discretion of the Board of Directors as determined by a majority vote of the remaining directors.

Directors who are no longer actively affiliated with a brewery in one of the professional membership classes will be considered to have resigned their position, effective immediately. Under such circumstances, the Board of Directors will notify the nominating committee as described in Article III, Section 3 that such position is vacant, and such position shall remain vacant until the nomination and election of a new director to fill the remainder of the vacant term.

[vi] In the event of changes to these bylaws which increase the number of seats allotted to any class of Designated Directors or in the case of a special election of a director to complete a term, and in the interest of maintaining balance in the number of seats open for election each year, the Board may, in its sole discretion, alter the duration of the first term of any director elected to such seat by one year in either direction. If such a change results in a first term that is less than 3 years, that term will not count against the maximum allowed term of service specified in Article I, Section 3, [iv] or maximum number of consecutive terms specified in Article I, Section 3, B [i]

C. Excepting the provisions in Article I, Section 3, B [vi], a board member may not serve more than 10 consecutive years on the board.

Section 4. REGULAR ANNUAL MEETING

There shall be a regular annual meeting of the Board of Directors to be held during the month of February of each year. The exact time and place for this meeting shall be established by the Chairperson of the Board. Written notice shall be given of the meeting date, time, and place at least ten days prior to the annual business meeting.

Section 5. REGULAR BUSINESS MEETINGS

The Board of Directors may hold regular business meetings monthly. Meetings may be rescheduled by a resolution of the Board of Directors. Written notice shall be given of the meeting date, time, and place at least ten days prior to the regular business meeting.

Section 6. EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee of the Board of Directors may be called at any time by, or at the request of, the President or Chief Executive Officer (CEO) of the corporation or the Chairperson of the Board. Written notice shall be given of the meeting date, time, and place to each member of the Executive Committee at least two days prior to the meeting.

Section 7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by, or at the request of the President or the CEO of the Corporation, the Chairperson of the Board, or any two members of the Board of Directors. Written notice shall be given of the meeting date, time, and place to each director at least two days prior to the special meeting.

Section 8. DIRECTORS' INSPECTION RIGHTS

Upon application to and approval by the Executive Committee of the Board of Directors, a director or directors shall have the right during normal business hours to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the articles of incorporation, other provisions to these bylaws, and provisions of law.

ARTICLE II OFFICERS OF THE BOARD OF DIRECTORS

Section 1. OFFICERS

The officers of the Corporation shall be President, Chief Executive Officer, Chairperson of the Board, Past-Chairperson, Vice-Chairperson, and Secretary/Treasurer.

Section 2. ELECTION AND TERM OF OFFICE

Each Officer of the Corporation, with the exception of the President and the CEO shall be a member of the Board of Directors and elected to a one-year term with a possible one-year renewal, at any regular meeting of the Board of Directors, by a majority vote of the Directors present and constituting a quorum. The Secretary/Treasurer is not limited to a one-year renewal. The President and the CEO shall serve at the pleasure of the board in accordance with such arrangements and agreements as the board and the President or the CEO may negotiate. Officers shall serve until they are replaced, repealed, or resignation is tendered.

Section 3. DUTIES OF OFFICERS OF THE CORPORATION

Each officer shall have the duties ordinarily attending the office he holds and such other duties as the Board of Directors shall designate.

Subsection 1. Chairperson of the Board

The Chairperson shall chair meetings of the Board of Directors, prepare the agendas, and coordinate the activities of the board.

Subsection 2. Past-Chairperson of the Board

The Past-Chairperson of the Board shall attend regular, special, and executive committee meetings to support the business conducted at each. Primary responsibilities include

provision of historical information and basis for past decisions and actions to facilitate conduct of current business and planning for future activities.

Subsection 3. Vice-Chairperson of the Board

The Vice-Chairperson shall chair meetings in the absence of the Chairperson and assist in the preparation of agendas, and the coordination of the activities of the board.

Subsection 4. Secretary/Treasurer

The Secretary/Treasurer shall ensure each Director is provided with written notice of meetings as provided in the bylaws, shall ensure the recording and distribution of the minutes of the meetings, and oversee the maintenance of required records of all proceedings of the Board of Directors. The Secretary/Treasurer shall also cause an account to be kept of all moneys received and expended for use of the Corporation. The Secretary/Treasurer shall make a report of the financial position of the company when called upon to do so at the Board of Directors meetings.

Subsection 5. President

The President may not be a member of the Board of Directors. The position of President is a salaried position. No salaried employees of the corporation may serve on the Board of Directors

Subsection 6. Chief Executive Officer (CEO)

The CEO may not be a member of the Board of Directors. The position of CEO is a salaried position. No salaried employees of the corporation may serve on the Board of Directors

Section 4. RESIGNATION AND REMOVAL

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

Section 5. OFFICER'S LIABILITY

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

ARTICLE III COMMITTEES

Section 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the officers of the corporation and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the

corporation, to the extent permitted by provisions of the law. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. FINANCE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate a Finance Committee consisting of at least two board members and may delegate to such committee the powers and authority of the board in monitoring and maintaining the finances of the corporation, to the extent permitted by provisions of law. The Treasurer of the Board of Directors shall be a member of the committee and serve as its chair for as long as he/she holds the office and may serve for one year beyond that time. Members may serve for a period of two years, with the possibility to renew 3 times for a total of six years served before the members will be required to resign from the committee for at least one year prior to being considered for membership again. The finance chair may also appoint non-Board members to the committee with the approval of the executive committee. These non-Board members will be subject to the same term limits as apply to Board members of the committee. The BA's Finance Director will be an ex-officio member of the committee. The Finance Committee's responsibility shall be to monitor the financial systems of the corporation and to report to the Board at each board meeting the financial status of the corporation.

Section 3. NOMINATING COMMITTEE

The Board of Directors may, by a majority vote of its members, designate a Nominating Committee consisting of at least three board members and may delegate to such committee the powers and authority of the board in the nomination of officers and new board members.

The Nominating Committee shall convene in November of each year or as necessary at the request of the Board of Directors and shall nominate Officers of the Board for the next year and shall nominate new board candidates for election by the voting members of the organization prior to the February meeting. The Nominating Committee shall employ reasonable efforts to ensure that candidates represent the geographic and size diversity of their respective membership class.

Section 4. AHA GOVERNING COMMITTEE

The AHA Governing Committee shall be an advisory committee to the Board of Directors. The AHA Governing Committee shall be selected by the AHA members. The AHA Governing Committee will be charged with shaping the policy and activities on behalf of the AHA. The AHA Governing Committee will also be entitled to appoint two members to the Board of Directors. The AHA Governing Committee will report to the Board of Directors.

Section 5. OTHER COMMITTEES

The Board of Directors shall establish such other committees as may from time to time be designated by resolution of the Board of Directors. Any committee established by the board or these bylaws may consist of persons who are not also members of the board.

Section 6. MEETING AND ACTION OF COMMITTEES

Meeting and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of the bylaws concerning meetings of the Board of Directors.

ARTICLE IV QUORUM

Section 1. QUORUM

A majority of the Board of Directors shall constitute a quorum. If a quorum is not present at any regular or special meeting of the Board of Directors, a majority of Directors present may adjourn the meeting from time to time without further notice.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS

Section 1. CONTRACTS

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

Section 2. CHECKS, DRAFTS, NOTES, ETC.

All checks, drafts, notes, etc., shall be signed and executed on behalf of the Corporation by an authorized agent of the Corporation.

Section 3. DEPOSITS

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

Section 4. GIFTS

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

ARTICLE VI AMENDMENTS

Section 1. AMENDMENTS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the full Board of Directors, with 20-day written notice.

ARTICLE VII DISSOLUTION

Section 1. DISSOLUTION

This Corporation may be dissolved at any time by a two-thirds vote of the full Board of Directors for a Dissolution Resolution, which must be in accordance with applicable laws and statutes.

ARTICLE VIII MEMBERS

Section 1. CLASSES OF MEMBERSHIP

There shall be voting members and non-voting members. There shall be three classes of members (i) the professional Packaging, Taproom, and Pub Brewers; (ii) American Homebrewers Association members; and (iii) the associate members. The Corporation may require that members pay dues and the failure to timely pay such dues shall constitute grounds for immediate forfeiture of all rights and privileges of membership. All professional brewers that comprise a single controlled group of brewers shall be treated as a single brewer for membership purposes.

[a] Packaging Brewers shall be classified as those professional brewing members that sell 75 percent or more of their product outside of the brewery and are producing six million barrels or less annually.

[b] Taproom Brewers shall be classified as those professional brewing members that sell more than 25 percent of their beer on site, do not operate significant food services, and are producing six million barrels or less annually.

[c] Pub Brewers shall be classified as those professional brewing members that sell more than 25 percent of their beer on site, operate significant food services, and are producing six million barrels or less annually.

[d] Associate membership shall be open to any individual or entity who wishes to be a member of the organization, including but not limited to brewers producing more than six million barrels annually.

Section 2. VOTING

The Packaging, Taproom, and Pub brewers who are members of the Brewers Association, Inc DBA, Brewers Association shall have the right to vote to elect directors and to vote on all matters to be brought before the “voting members” as described in subsection [a] below. The members of the American Homebrewers Association shall only have the right to vote certain of their members to the AHA Governing Committee (Article III, Section 4). Members of the American Homebrewers Association shall not have the right to directly vote for directors or on other matters to be brought before the “voting members.” The associate members shall have no voting rights, unless they are serving on the Board of Directors as an at-large position.

[a] Rights of voting members

[aa] For all brewing companies producing a total of an annual volume of six million barrels of beer or less:

One representative designated by each brewing company will represent and be eligible to cast votes to elect members of the board serving as either a Designated Packaging Brewer, a Designated Taproom Brewer, or a designated Pub Brewer, according to the brewing company’s class of membership. Eligible brewers must hold a Brewer's Notice issued by the Alcohol & Tobacco Tax & Trade Bureau, or any successor. In addition, a brewer shall not qualify for voting membership if: (i) a non-U.S. individual or organization holds an interest of 25% or greater of that brewer; (ii) a company that derives more than 50% of its sales from the manufacture

or the sale of wine, the manufacture or the sale of distilled spirits, or from the distribution and resale of beer not produced by itself or an affiliate, holds an interest of 25% or greater of that brewer; or (iii) the brewer is part of a “controlled group” of brewers (as understood under the provisions of 26 U.S.C. § 5051) if the combined production of that controlled group produces more than six million barrels of beer per year, and provided further that for purposes of these bylaws, the threshold for finding a “controlled group” shall be an interest of 25% or greater, and not the 50% threshold established in 26 U.S.C. § 5051. All Professional Brewers that comprise a single controlled group of brewers shall be treated as a single brewer for membership purposes.

[bb]Each eligible appointed individual will be eligible to vote for as many positions as there are available. For example, if there are 3 positions open and 5 individuals competing for these positions, each voting designate will be eligible to cast 3 votes, with no more than one vote for each competing individual.

Section 3. REMOVAL

A member of any class of membership may be removed from membership following a vote in favor of removal by two-thirds of the Board of Directors. The Board of Directors shall, by majority vote, adopt and amend rules and procedures governing the removal of members.