

A by-law relating generally to the conduct of the affairs of

Edmonton Homebrewers Guild

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires: "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time; "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation; "executive committee" means the executive members of the Corporation and "executive" means a member of the executive committee; "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect; "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act; "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its executive

members. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing executive may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the executive committee may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize

5. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the executive committee of the corporation may from time to time: borrow money on the credit of the corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation. Any such by-law may provide for the delegation of such powers by the directors to such officers or executive committee of the corporation to such extent and in such manner as may be set out in the by-law. Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

6. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

7. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have met the conditions of membership

in the Corporation as outlined in the Conditions of Membership. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

8. Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

9. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

10. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Termination of Membership

A membership in the Corporation is terminated when:

- a.** the member dies or resigns;
- b.** the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c.** the member's term of membership expires; or

d.the Corporation is liquidated and dissolved under the Act.

12.Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

13.Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 1% of members entitled to vote at the meeting at which the proposal is to be presented.

14.Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

15.Place of Members' Meeting

Meetings of the members will be held at the Alley Kat Brewing Company unless otherwise stated.

16.Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

17.Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

18.Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on

the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

19.Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

20.Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

21.Number of Directors

The executive committee shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of executives, the executive committee shall be comprised of the fixed number of executives as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the executive committee.

Roles and Responsibilities of the Executive

All board members serve as advocates for the organization's mission and as event supporters to the best of their ability.

a.President: responsible for working with the board to set short and long-term organizational goals. Goals include community outreach, organizational capacity, overseeing financial statements and fundraising. Accountable for meeting agendas and to lead monthly executive meetings. Evaluates progress of the planned outcomes and the strategic plan to grow organizational capacity and connect with the vision and mission of the organization.

b.Vice President: responsible for overseeing internal operations of the Guild and supporting the President when they are not available. Accountable for organizing the monthly sponsors for the Guild.

c.Event Coordinator responsible for selecting and booking venues, determining costs, arranging logistics of events (food, beverage, licensing) and ample volunteers to run events. Effectively and accurately communicating details of events to Guild members.

d. Secretary responsible for taking minutes during executive meetings, emailing out the minutes within one week of these meetings, and organizing the locations of monthly meetings.

e. Competition Coordinator responsible for the coordination of all club and national homebrew competitions. This includes organizing volunteers (stewards and judges), locations, dates and times of judging, supplying score sheets, and medal and trophy engraving.

f. Education Director responsible to manage all aspects of educational program including an education session at the monthly meetings. Additional responsibilities include mentoring and providing constructive feedback to those who seek it.

g. Webmaster Ensures that website and competition software is consistently updated.

h. Head Steward responsible for the bottle sorting and stewarding of club and national homebrew competitions, working with the competition coordinator.

i. Treasurer responsible for ensuring payments are made timely and efficiently and monitoring financial expenditures. Additional responsibilities include keeping an updated members list, refunds, and updated information for all third party payment companies (bank, PayPal, Eventbrite). Yearly financial statement and member count should be presented to all Guild executive members.

j. Social Media Coordinator responsibilities include promoting and informing guild members through email and social media platforms. In addition, responsibilities include monitoring social media inquiries and promoting sponsors through available platforms.

22. Calling of Meetings of Board of Directors

Meetings of the board may be called by the president, the vice-president or any two (2) executive members at any time. If the Corporation has only one executive, that executive may call and constitute a meeting.

23. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the executive committee shall be given to every executive of the Corporation not less than two (2) days before the time when the meeting is to be held by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or by an electronic document in accordance with Part 17 of the Act. Notice of a meeting shall not be necessary if all of the executives are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

24. Regular Meetings Section

The executive committee may appoint a day or days in any month or months for regular meetings of the executive committee at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

25. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Appointment of Officers

The executive committee may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person

27. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

28.Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

29.Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

30.By-laws and Effective Date

Subject to the articles, the executive committee may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the executive committee until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Resolutions

Be it resolved that:

1. The purpose of the Edmonton Homebrewers Guild is to:

The Mission of the club is to promote, educate, and encourage home brewing and home brewers in Edmonton and surrounding areas. To that end, the club will engage in the following activities:

- a.** Hold regular meetings open to members, their supporters and those interested in home brewing.
- b.** Hold regular education sessions to develop home brewers skills
- c.** Train judges and encourage potential judges to take the BJCP judging exam
- d.** Encourage members to submit home brewed beer, cider and mead to regional and national amateur competitions
- e.** Promote events of interest to home brewers
- f.** Promote local and national businesses of interest to home brewers
- g.** Form partnerships with local and national businesses for the benefit of members
- h.** Hold an annual competition open to all amateur home brewers

2. Dues set by the executive committee shall be paid on a yearly basis and membership will continue for one (1) calendar year from the date the membership dues were paid. If membership dues are paid before the end of the current expiry of membership, membership shall continue for twelve (12) months beginning at the expiry of the current membership period.

3. Members agree to promote, through behaviour and action, the goals of the Corporation.

4. Any person who has reached the age of majority is eligible to become a member of the Corporation. Membership shall not be withheld on the basis of sex, race, religion, gender, sexual orientation or disability.

5. Membership may be withheld or revoked due to:

- a.** Failure to pay annual dues
- b.** Inappropriate usage of the club name or club logo
- c.** Representing the club under false pretences
- d.** Racist, sexist, homophobic or other behaviour that disrespects the dignity of the person

In the event that a member is accused of violating the terms of membership, membership may be revoked on a vote of 2/3rds majority of executive members.