

Bylaws of the Beer Judge Certification Program

ARTICLE I. ORGANIZATION

Section 1 - Name. The name of the organization shall be the Beer Judge Certification Program, Incorporated (“BJCP”).

Section 2 - Offices. The BJCP shall not be required to maintain physical offices within any state. The Board may establish a principal office, branch offices, or subordinate offices at any time. The BJCP shall be required to maintain a physical mailing address for legal service and other matters.

Section 3 - Legal Status. The BJCP is incorporated as a Type A Corporation (professional association) under the definitions of the State of New York Not-for-Profit Corporation Law. The BJCP has been determined to be a tax-exempt nonprofit educational organization under section 501(c)(3) of the United States Internal Revenue Code (“Code”).

Section 4 - Fiscal Year. The fiscal year of the BJCP shall be January 1 to December 31.

Section 5 - Purpose. The BJCP is organized exclusively for charitable, scientific, and educational purposes. More specifically, the mission of the corporation is to:

- Encourage knowledge, understanding, and appreciation of the world's diverse beer, mead, and cider styles,
- Promote, recognize, and advance beer, mead, and cider tasting, evaluation, and communication skills, and
- Develop standardized tools, methods, and processes for the structured evaluation, ranking and feedback of beer, mead, and cider.

Notwithstanding any other provision of these Bylaws, the BJCP shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code (or corresponding section of any future Code), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or corresponding section of any future Code).

The BJCP can conduct any activity permitted by law which is not specifically prohibited by these Bylaws and which in the good-faith judgment of the Board is in furtherance or relating to these Purposes, and which is judged to be beneficial to the organization.

Section 6 - Dissolution. The corporation may be dissolved upon a vote of 2/3 of the Board and the membership. Upon dissolution, all of the organization's assets remaining after paying or making provision for paying all liabilities of the organization shall be distributed exclusively for the purpose or purposes of the organization, in such a manner, or to an organization or organizations organized and operated exclusively for any of the one or more exempt purposes and as shall at the time qualify as an exempt organization or organizations

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under section 501(c)(3) of the Code (or corresponding provision of any future Code), as the Board shall determine.

ARTICLE II. MEMBERSHIP

Section 1 – Eligibility. Membership in the BJCP is contingent upon three criteria:

1. A prospective member must first be of legal age to consume alcoholic beverages in the member's home jurisdiction.
2. The prospective member must take a BJCP certification examination as prescribed by Exam Policy adopted by the Board. Honorary membership may be granted to individuals not meeting this qualification at the sole discretion of the Board.
3. A member meeting the first two qualifications must conduct themselves in an ongoing manner reflecting credit upon the BJCP, including, but not limited to, adherence to the standards of conduct outlined in the BJCP Judging Procedures Manual or other conduct-related policies adopted by the Board. This also includes being of legal age to consume alcoholic beverages in the jurisdiction where the member participates in a BJCP activity, such as an exam or a competition.

Membership is not contingent upon a vote of the Board; however, the Board may refuse or terminate any membership per the terms of Sections 5 and 6.

Section 2 – Dues. The Board has the authority to establish annual dues for continued membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 – Classes of Membership. BJCP members are categorized into the following groups:

1. **Active** members are those members who have passed the Beer Judge Certification Exam according to Exam Policy in effect at the time of the exam. Further, they must have judged in at least one BJCP Sanctioned Competition during the previous 24 months and met any additional activity requirement set forth by the Board.
2. **Voluntarily Inactive** members are previously Active members who have either (1) let their membership lapse through inactivity or through not meeting active judging criteria established by the Board; (2) indicated to the BJCP that they are now retired from active judging; or (3) do not have current contact information on file with the BJCP. Voluntarily Inactive members may regain Active member status by judging in a BJCP-sanctioned competition or by otherwise meeting policies established by the Board.
3. **Affiliate** members are those who have taken, but not passed, a BJCP-certified examination per Exam Policy in effect at the time of the examination. Affiliate members are reclassified as Active members once

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they meet requirements for Active membership. Affiliate members must complete the requirements for Active membership within a timeframe established by Exam Policy, or have to start the membership process again.

The BJCP tracks records of all members for statistical and historical purposes, even if they no longer belong to the organization. Therefore, another class of membership needs to be defined. **Former** members are previously Active or Affiliate members who have either (1) been banned from the BJCP per the terms of Section 6; (2) died; or (3) voluntarily renounced their membership in the BJCP. Former members may not regain membership in the BJCP, except by following policies established by the Board.

The Board shall have the authority to establish and define additional non-voting categories of membership.

Section 4 – Rights of Members. Only Active members are permitted to vote in BJCP elections, run for office as a Director, or serve as Staff. Other rights may be granted from time to time by the Board.

Section 5 – Refusal of Membership. Any individual whose membership in the BJCP, in the opinion of the Board, would be undesirable may be refused membership by a unanimous vote of the Board.

Section 6 – Termination of Membership. Any member may be terminated from membership for cause by a unanimous vote of the Board.

Section 7 – Non-Discrimination. No person may be denied membership in the BJCP on the basis of race, sex, color, national origin, disability, religion, creed, ancestry, veteran status, marital or parental status, or sexual orientation, except if these criteria cause the individual to be unable to perform the basic functions essential to being a member (i.e., consuming and evaluating alcoholic beverages, and providing a written assessment in a reasonable period of time).

ARTICLE III. BOARD OF DIRECTORS

Section 1 – Role. The Board of Directors (“Board”) shall be the governing body of the BJCP.

Section 2 – Size and Composition. The BJCP is divided for administrative purposes into geographic regions. The number and composition of regions may change from time to time at the discretion of the Board, but may not consist of fewer than seven regions. Notwithstanding any other regional review conducted by the Board, the Board shall reassess the regional composition whenever one region has more than twice the number of Active members as does any other region. Each region is represented by one regional Representative who serves on the Board; Representatives are elected in accordance with Article VIII.

Section 3 – Duties. The Board shall have control and management of the affairs and business of the BJCP, including such activities as authorizing expenditures,

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allocating resources, setting overall policies and directions of the BJCP, creating and filling Staff positions and Committee chairs, and delegating responsibility for day-to-day operations to Representatives, Officers, appointed Staff, Committees, Projects, and the like. The Board shall establish policies and procedures to ensure proper and adequate internal controls exist, particularly for financial affairs.

Individual regional Representatives represent the interests of the members residing in their respective geographic regions. Representatives are required to discharge their duties in good faith, in a manner that each Representative believes to be in the best interest of the organization, and with reasonable care.

Section 4 – Term of Office. All Board members shall serve three year terms, but are eligible for re-election.

Section 5 – Eligibility. Qualifications for regional Representative are: (i) residing in the region at the time of the election, (ii) Active member status in good standing, and (iii) National or higher BJCP rank. The Board may establish additional eligibility requirements as part of Election Policy.

Section 6 – Conflict of Interest. Any Board member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse him/herself from the discussion and vote in question.

Section 7 – Vacancies. A Representative may resign from the Board by submitting a written statement to the Board. When a vacancy on the Board exists, the President shall nominate an Eligible (per Section 5) member from the region where the vacancy exists. The appointment must be approved by a majority vote of the Board. The appointed Representative shall serve the remainder of the vacated term.

Section 8 – Termination. Any Representative may be suspended or removed from office for cause by a unanimous vote of the other members of the Board.

ARTICLE IV. OFFICERS

Section 1 – Officers. The Officers of the BJCP shall consist of a President, a Vice President, and a Treasurer.

Section 2 – Term of Office. Officers serve one year terms, but may be re-elected.

Section 3 – Eligibility. Officers are selected from the currently seated, elected regional Representatives. No Representative may serve as more than one Officer at a time.

Section 4 – Duties. Duties of BJCP Officers are as follows:

1. The President is the Chairman of the Board, sets the agenda for the Board, presides at all meetings, and is an ex officio member, with vote, of

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all committees, except the Election Committee. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization, providing broad leadership and direction of the organization with the advice and consent of the Board. The President performs all duties and powers as may be from time to time assigned by the Board. The President may delegate from time to time to any other Officer or Staff any or all of such duties and authorities.

2. The Vice President performs the duties of the President in the absence of or at the request of the President. If the office of President becomes vacant, the Vice President becomes President and serves for the balance of the term. The Vice President performs such duties as may be delegated by the President or assigned by the Board.
3. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for keeping regular books of account for the organization. The Treasurer shall be the primary signatory on all checks or drafts of the organization, with the President and Vice-President serving as alternates. The Treasurer shall chair the Finance Committee. The Treasurer shall exercise all other duties incident to the office of Treasurer, or as shall be assigned by the President or the Board.

Section 5 – Vacancies. An Officer may resign from their role by submitting a written statement to the Board. In the event any of the Officers is no longer able or willing to serve, a successor will be elected by and from the Board as soon as practical.

Section 6 – Termination. Any Officer may be suspended or removed from office for cause by a unanimous vote of the other members of the Board. An Officer removed from office retains his/her regional Representative position unless also removed from that office under the terms of Article III, Section 8.

ARTICLE V. STAFF

Section 1 – Role. The Board is assisted by staff members (“Staff”) appointed to fulfill various responsibilities for the day-to-day operation of the BJCP. The number and duties of Staff are determined as necessary by the Board.

Section 2 – Responsibilities. Staff members have the authority to create operating procedures within their area of responsibility, but may not set organization policy. Staff members may participate in Board meetings and discussions and may advise and report to the Board, but have no Board vote. Staff members are obligated to follow and implement policies established by the Board.

Section 3 – Appointment. The Board has the authority to create new Staff positions and Directorates, and to appoint Directors, Staff, and key personnel through normal Board votes. The Board has the authority to hire independent

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contractors, paid personnel, or contract for professional services for duties not specifically identified as Board, Officer, or Staff functions.

Section 4 – Term. Appointed Staff serve at the pleasure of the Board. There is no set term for Staff appointments, but all staff functions are to be reviewed at least annually by the Board.

ARTICLE VI. COMMITTEES

Section 1 – Committee Formation. The Board may appoint standing and ad hoc committees as required. The President shall nominate committee chairs, subject to Board approval. The President may designate other committee members. Committee chairs may add additional committee members at their discretion; however, committee chairs and individual committee members may be removed at any time, with or without cause, through a majority vote of the Board.

Section 2 – Charter. The Board may establish a charter for a committee during committee formation. The charter sets the mission, operating boundaries, expectations, constraints and deliverables of the committee.

Section 3 – Term. Committees serve at the pleasure of the Board. There is no set term for Committees unless specified during formation. Committee functions and progress are to be reviewed at least annually by the Board.

Section 4 – Finance Committee. The Officers of the organization constitute the Finance Committee. The Treasurer is the Chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with the Staff and other Board members. The Board must approve the budget, and any subsequent major change in the budget. Annual reports are required to be submitted to the Board showing income and expenditures. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE VII. MEETINGS

Section 1 – Board Meetings. The Board may conduct business in any efficient manner, including electronic mail. Business does not need to be conducted in formal meetings.

Section 2 – Rules. The Board may make such rules and regulations covering its meetings as it may in its discretion deem necessary. Individual Board members may make motions and submit agenda items for discussion.

Section 3 – Quorum. One-half the number of Representatives shall constitute a quorum for formal meeting purposes and to pass motions. No formal action can be taken absent a quorum.

Section 4 – Voting. Each Representative shall have one vote. An absent Representative may give his proxy vote to another Representative once per term. A single Representative may hold only one proxy per meeting. Normal votes of

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the Board require a simple majority of votes cast to pass a motion, unless otherwise specified by other Bylaw provisions. In the event of a tie vote, the President can decide the issue.

Section 5 – Annual Member Meeting. The organization shall hold an annual member meeting at a date, time, and location determined by the Board. Notice of the annual meeting shall be provided to members per Communication Policies adopted by the Board. If circumstances do not permit an Annual Member Meeting, a written report shall be published and submitted to the members per Communication Policies adopted by the Board. A written report in lieu of an Annual Member Meeting is in addition to annual reporting requirements, not a substitute.

Section 6 – Special Meetings. Special meetings may be called by the President with one week advance notice, or by a unanimous vote of all Board members other than the President with a one week advance notice.

ARTICLE VIII. ELECTIONS

Section 1 – Policy. The Board shall develop, adopt, publish, and maintain Election Policies for the orderly conduct of regional Representative elections and Board Officer elections, including the procedures for establishing an independent Election Committee to run the elections. The Election Policies must cover the specific Election Schedule, including dates for each milestone; staggered election of Representatives; nomination process and requirements; candidate statements; and voting methods.

Section 2 – Eligibility to Vote in Regional Elections. An Active member residing in a region where an election is held may cast one vote in their specific regional election.

Section 3 – Staggered Elections. The election of regional Representatives must be conducted in a staggered schedule in order to avoid the potential problem of all regions electing new Representatives at the same time. The specific schedule of elections in each region shall be determined by the Board.

Section 4 – Election Deadline. The Election Schedule adopted by the Board for regional elections must be structured so that elected Representatives can assume their duties by June 1 of the year in which elections are held.

Section 5 – Officer Elections. Officers are elected by votes of regional Representatives. Each Representative has one vote. Voting is conducted after new Representatives have been seated, or after terms of office have expired per Election Policies enacted by the Board.

ARTICLE IX. COMPENSATION

Section 1 – Board and Officers. The Board and Officers shall serve without compensation, but may be reimbursed for reasonable expenses.

Section 2 – Staff. The Staff shall serve without compensation, but may be

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reimbursed for reasonable expenses.

Section 3 – Employees and Contractors. The Board shall hire and fix the compensation of any and all employees or contractors which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Section 4 – Members. Members may not charge fees to perform judging duties, although they may accept payments, in-kind donations, and/or expense reimbursements if those are reasonable and customary for specific events they are attending.

ARTICLE X. INDEMNIFICATION

Section 1 – Indemnification. Any Director, Officer, or Staff member who performs services for the Corporation at the request of the Board and who does not receive compensation other than reimbursement of expenses shall not be personally liable to the Corporation or its members for monetary damages for a breach of that person’s fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director, Officer, or Staff member for any of the following:

- a. A breach of the Director, Officer, or Staff member’s duty of loyalty to the Corporation or its members,
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
- c. A transaction from which the Director, Officer, or Staff member derived an improper personal benefit,
- d. An act or omission occurring before the effective date of this Article, or
- e. An act or omission that is grossly negligent.

Section 2 – Responsibilities. Each Director, Officer, or Staff member shall discharge his or her respective duties in compliance with applicable laws, including, without limitation: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such Director, Officer, or Staff member reasonably believes to be in the best interest of the Corporation, as determined by the BJCP.

Section 3 – Assumption of Liability. The BJCP assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer Director, Officer, or Staff member occurring on or after the date of adoption of these Bylaws incurred in the good faith performance of the duties of the volunteer Directors, Officers, and Staff members.

Section 4 – Liability Scope. The BJCP assumes the liability for all acts or omissions of a volunteer Director, Officer, or Staff member occurring on or after the effective date of this Article if all the following are met:

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- a. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- b. The volunteer was acting in good faith,
- c. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,
- d. The volunteer's conduct was not an intentional tort.

Section 5 – Contingencies. In the event that controlling laws or the Code is amended to further eliminate or limit the personal liability of volunteer Directors, Officers, or Staff members, then the liability of a Director, Officer, or Staff member shall be eliminated or limited to the fullest extent permitted by the controlling law, as so amended. Any repeal, modification, or adoption of any provision in these Bylaws which is inconsistent with this Article shall not adversely affect any right or protection of a Director, Officer, or Staff member of this Corporation existing at the time of such repeal, modification, or adoption.

Section 6 – Insurance. The BJCP shall maintain an “Officers and Directors” liability insurance policy, and a General Liability policy.

ARTICLE XI. AMENDMENTS

Section 1 – Amendments. These Bylaws may be amended when necessary by an affirmative vote of not less than 2/3 of Board members present at any meeting, provided a quorum is present, and provided a copy of the proposed amendments are distributed to each Board member at least two weeks prior to voting. Proposed amendments must be published or distributed to the membership at least two weeks prior to voting.