

December 7, 2022

BY-LAWS OF
FLORIDA BEER WHOLESALERS ASSOCIATION

ARTICLE I

Section 1. The FLORIDA BEER WHOLESALERS ASSOCIATION shall consist of a group of beer wholesalers existing under the Constitution and these By-Laws. Membership in the group shall be in accordance with the Constitution and these By-Laws;

Section 2. The purposes of the Association shall be as stated in Article II of the Constitution;

Section 3. The Association shall not engage in partisan politics, and no candidate for State or Federal political office or State or Federal political office holder shall hold any office in the Association.

ARTICLE II

Section 1. The headquarters and principal offices of the Association shall be in such city and county within the State of Florida as the Board of Directors may from time to time designate.

Section 2. The fiscal year of the Association shall begin on January 1 of each year and shall end on December 31 of each year. At the call of the Chair an annual meeting shall take place for the purposes of electing the Board of Directors for the Association.

ARTICLE III

Section 1. The Association shall be operated so as to provide that no profit shall inure to any of its members or their representatives;

BY-LAWS (continued)

ARTICLE III, Section 2 (continued)

Section 2. No officer or employee, other than employees whose salaries may be expressly fixed by the Board of Directors shall draw any compensation.

Section 3. Officers of the Board of Directors shall be provided reimbursement of travel expenses for those members who require assistance in order to participate. It is not mandatory for a member to request reimbursement; however, any reimbursement request must be submitted to the Association headquarters within thirty (30) days of the event in order to be accepted for payment.

A. Reimbursement for travel shall be limited to the Board of Directors travel when attending Board, committee, or special meetings and special travel assignments as designated by the Association Chair and shall be limited to the following reimbursement categories:

- 1) Coach air fare to and from the meeting site.
- 2) Automobile mileage at current level allowed by The Internal Revenue Service per mile to and from the meeting site (vicinity automobile mileage of less than 100 miles round trip will not be reimbursed under this policy).
- 3) Taxis or Uber/Lyft cost to and from the airport and meeting site (the lease of a rental car will not be acceptable unless the cost of the lease is equal to or less than the cost of a taxi or limousine).
- 4) Parking and toll expenses incurred in connection with travel to and from the

meeting site.

- 5) Room and board, where necessary to attend FBWA official business as outlined in Section (A).

BY-LAWS (continued)

ARTICLE IV

Section 1. Membership in the Association shall be limited to beer wholesalers who are not beer manufacturers, as prescribed by and subject to the conditions of Article III of the Constitution.

Section 2. The membership of any member may be terminated by resolution of a majority of the Board of Directors, at any meeting of the Board at which a quorum is present.

Section 3. If any member is convicted by a court of competent jurisdiction of any felony, or of any offense having the effect of disqualifying such member from obtaining a license to sell malt beverages under the laws of the State of Florida, or the United States of America, his membership shall be automatically and immediately terminated.

Section 4. Each member shall contribute monthly toward the expenses of the Association a sum determined by the Board of Directors for that fiscal year of the Association of case equivalents of malt beverages sold by such member during the most recently completed state fiscal year times a case equivalent rate determined by the Board to be able to generate sufficient revenue to fund the budget of the Association for that fiscal year and maintain a 12-month operating reserve. The Board of Directors may suspend such payments by all members for temporary periods if, in the opinion of the Board, the funds on hand are sufficient to meet the expenses of the Association, and to carry out its purposes for a period of twelve (12) months or more. For purposes of this section, the term "case equivalent" means two hundred eighty-eight (288)

ounces, regardless of how packaged, and the term "sales" includes all sales, including those to military installations, exporters or common carriers, but does not include transfers to other distributors. For any member whose annual dues total based on the previous year's sales data would not exceed five thousand dollars (\$5,000), a minimum of five thousand dollars (\$5,000) shall be assessed and shall be pro-rated on a monthly

BY-LAWS (continued)

ARTICLE IV, Section 4.

basis. No such contribution shall vest any member with an interest in the funds of the Association, but shall be considered a voluntary and irrevocable contribution toward the expenses of the Association.

Section 5. The Association shall not have the power to punish or fine any of its members or their representatives, and in the event any member shall fail to pay the contribution prescribed by the preceding section hereof, action by the Association shall be limited to cancellation of the membership of such member, and all such contributions shall be considered voluntary.

ARTICLE V

Section 1. The Association shall not acquire property, except the contributions of members, and any necessary office furniture, furnishings, equipment and supplies and any lease or leases required to carry on the business of the Association.

Section 2. No officer or employee of the Association may pledge its credit for any purpose, and all expenses of the Association shall be paid currently and on a cash basis.

Section 3. The Board of Directors shall propose a budget for the Association for each fiscal year and submit it for approval at a meeting of the membership in

the immediately preceding fiscal year, which shall be adopted as the budget for the applicable fiscal year only upon approval by majority vote of the members present at such meeting.

ARTICLE VI

Section 1. The officers of the Association shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. The Chair and Vice-Chair shall be members of the Board of Directors; provided the Secretary and Treasurer may be a single officer if the Board of Directors so chooses.

BY-LAWS (continued)

ARTICLE VI, Section 2 (continued)

Section 2. The Chair shall be the chief executive officer of the Association, shall preside at all meetings of the membership and of the Board of Directors and shall perform the duties generally performed by the president of a corporation.

Section 3. The Vice-Chair shall assist the Chair in the performance of his duties and shall perform the duties of the Chair in their absence.

Section 4. The Secretary shall attend all meetings of the membership and of the Board of Directors and shall prepare and keep the minutes of such meetings in a book to be maintained for that purpose. Under the direction of the Chair, the Secretary shall handle all correspondence and secretarial work of the Association. The Secretary shall also be responsible for issuing evidence of membership to the members and shall keep a roster of the membership and all other permanent records of the Association at the office of the Association.

Section 5. The Treasurer shall collect the contributions of the members and serve as custodian of all funds of the Association, keeping an itemized account of all monies received and disbursed on behalf of

the Association. The treasurer shall be prepared at all times to report to the Board of Directors concerning the financial condition of the Association, and the accounts shall be audited annually by an auditor employed by the Board for that purpose.

ARTICLE VII

Section 1. Prior to the Annual Meeting of the membership, the President shall appoint a nominating committee of three (3) members who shall nominate the number of persons necessary to fill vacancies existing on the Board of Directors at the time of the Annual Meeting. The committee shall report such nominations to the meeting, and additional nominations may be made from the floor by any

BY-LAWS (continued)

ARTICLE VII, Section 1 (continued)

member in good standing. Voting shall be by secret ballot if the number of nominations exceeds the number of vacancies existing on the Board.

Section 2. Regular meetings of the Board of Directors shall be held on call of the Chair on a semi-annual basis. Additional meetings will be called at the discretion of the Board as situations require, as defined in Section 3. Board of Directors Meetings may be held by telephone or video conference as determined by the Chair.

Section 3. The Chair, or a majority of the Board of Directors, shall have the power to call a special meeting of the members or of the Board at any time. Notice of any such special meeting shall be given in writing to the members or to the Directors at least ten (10) days prior to the date of such meeting.

Section 4. One half of all members by attendance or through Proxy shall constitute a quorum at any meeting of the membership, and three (3) Directors by attendance or through Proxy shall constitute a

quorum at any meeting of the Board of Directors.

Section 5. In the potential of actions that need to be taken where circumstances do not permit a meeting to be called of the Board of Directors or in the absence of a quorum, the Chair or Vice-Chair (in the absence of the Chair) may initiate a conference call of three (3) Directors. These actions will then be sanctioned by a vote at the next Board of Directors meeting.

Section 6. Any member of this Association in good standing may convey their right to vote by proxy to any person so designated. The proxy must be furnished in writing, dated and recorded by the Secretary or Chair, prior to the meeting in which the proxy is exercised, and must name the specific designee (and alternate designee to whom the proxy is given) and the specific meeting in which it must be exercised. Blanket proxies and the assignment of proxies to a third party by the designee shall not be allowed. In the event of a conflict in proxies, the most recently dated proxy shall prevail.

BY-LAWS (continued)

ARTICLE VIII

Section 1. The officers of the Association shall open a bank account, or bank accounts, within the state of Florida with an institution that is federally insured where all funds of the Association shall be deposited. Such funds shall be withdrawn by official checks of the Association or through electronic funds transfer, with the approval of two (2) of the following three (3) persons; the Chair, the Treasurer, and a designated administrative employee of the Association.

Section 2. The Board of Directors may require the officers or any employee handling funds of the Association to be bonded in an amount to be fixed by the Board of Directors. The Association shall

maintain officers/directors liability insurance in an amount fixed by the Board of Directors to indemnify the Directors to indemnify the Directors for claims of negligence in the exercise of their duties.

Section 3. The Board of Directors may employ such administrative and clerical assistants, public relations consultant, legal counsel, accountant and any other personnel as may be required to carry on the business of the Association, and delegate to any such person any and all powers held by the officers of the Association.

Section 4. In the event of the dissolution of the Association, all obligations thereof shall be paid in full, and all funds remaining on hand shall they be repaid on a pro rata basis to the members who contributed such funds.

ARTICLE IX

Section 1. These By-Laws may be amended at any meeting of the Board of Directors by a majority vote of the Directors present, but any such amendment shall be submitted to the next meeting of the membership for approval, and if disapproved by a majority of the members present at such meeting, the amendment shall stand revoked.