

AGM Motion & Resolution

Adoption of Winnipeg Brew Bombers By-law No. 1

Background

The proposed By-law No. 1 has been circulated to the Members in advance of the Annual General Meeting. The document establishes the governance structure, membership rules, Executive roles, meeting procedures, and financial oversight for the Winnipeg Brew Bombers.

Motion:

*That the Members of the Winnipeg Brew Bombers hereby adopt **By-law No. 1**, entitled “**By-law Relating to the Conduct of the Affairs of the Winnipeg Brew Bombers**”, as presented.*

Mover / Secunder

- **Moved by:** __Mike Cuell_____
- **Seconded by:** __Adrian Zetner_____

Discussion

(Open the floor for questions or discussion on the proposed by-laws.)

Resolution

Resolved:

That **By-law No. 1**, entitled “**By-law Relating to the Conduct of the Affairs of the Winnipeg Brew Bombers**”, be and is hereby adopted as the governing by-laws of the Winnipeg Brew Bombers, effective immediately upon approval by the Members.

And further resolved:

That any prior rules, constitutions, or governance documents previously used by the Club are hereby repealed and replaced by By-law No. 1.

And further resolved:

That the Executive is authorized to publish the adopted by-laws through the Club’s official communication channels and maintain them as the authoritative governance document of the Club.

Vote

Ordinary Resolution (*simple majority*)

Special Resolution (*check only if you decide to require 2/3*)

• **Votes in favour:** 18

• **Votes opposed:** 0

• **Abstentions:** 0

Carried

Defeated

Recorded in the Minutes

*The motion to adopt By-law No. 1 as the governing by-laws of the Winnipeg Brew Bombers was **carried** by the Members at the Annual General Meeting held on **June 2nd 2026**.*

Winnipeg Brew Bombers

By-law No. 1

(Adopted by the Members on June 2nd 2026)

1. Name and Purpose

1.1 Name

The name of the organization shall be **Winnipeg Brew Bombers** (the “Club”).

1.2 Purpose

The purposes of the Club are to:

1. Promote, educate, and encourage the homebrewing of beer, cider, mead, and other fermented beverages;
2. Foster a welcoming, inclusive, and community-oriented group of brewing hobbyists; and
3. Support education, competition, creativity, and the responsible enjoyment of homebrew.

2. Definitions and Interpretation

2.1 Definitions

In these by-laws:

- **“Member”** means a person admitted to membership in accordance with these by-laws and Club policies
- **“Executive”** means the elected officers of the Club
- **“AGM”** means the Annual General Meeting of Members
- **“Ordinary Resolution”** means a resolution passed by a simple majority of votes cast
- **“Special Resolution”** means a resolution passed by not less than two-thirds (2/3) of votes cast

2.2 Interpretation

Words importing the singular include the plural and vice versa; words importing gender include all genders; and electronic communication shall be considered valid notice unless otherwise specified.

3. Membership

3.1 Eligibility

Membership is open to individuals who:

- are of legal drinking age; and
- have an interest in homebrewing beer, cider, or mead.

Membership shall not be denied on the basis of race, religion, gender, sexual orientation, disability, or other protected characteristics.

3.2 Classes of Membership

The classes of membership, including voting rights, privileges, and dues, shall be as defined in the Club's **Membership Terms and Conditions**, as adopted and amended from time to time by the Executive and published on the Club's official website.

3.3 Dues and Term

- Membership dues shall be set by the Executive.
- Membership term shall be annual unless otherwise specified in the Membership Terms and Conditions.

3.4 Rights of Members

Members in good standing may:

- attend Club meetings and events;
- vote at General Meetings and AGMs where voting rights apply; and
- participate in Club competitions, education, and activities.

3.5 Responsibilities of Members

Members shall:

- uphold the mission and reputation of the Club;
- act respectfully towards other members, guests, and the public; and
- comply with these by-laws, Membership Terms and Conditions, and any adopted Code of Conduct.

3.6 Good Standing

A Member is in good standing if all dues are paid (if applicable) and the Member is not under suspension or discipline.

4. Conduct, Discipline, and Termination

4.1 Grounds for Discipline

A Member may be disciplined or removed for:

- non-payment of dues;
- behaviour harmful to the Club or its reputation;
- harassment, discrimination, or unsafe conduct; or
- misuse of the Club name, logo, or representation.

4.2 Discipline Process

- The Executive shall provide written notice of the concern and allow the Member an opportunity to respond.
- After consideration, the Executive may take action by **majority vote**.

4.3 Effect of Termination

Upon termination, a Member's rights immediately cease, and the Member has no claim to Club property or funds.

5. Meetings of Members

5.1 Types of Meetings

- Annual General Meeting (AGM)
- General Meetings
- Special Meetings

5.2 Notice of Meetings

- AGM notice shall be provided at least **21 days** in advance.
- Special Meetings shall be provided reasonable notice, except where urgency requires otherwise.
- Notice may be given electronically through official Club communication channels.

5.3 Quorum

Quorum for all meetings shall be **the four (4) Executives plus five (5) Members**, or as determined by Executive policy and published prior to the meeting.

5.4 Voting

- Each voting Member is entitled to one vote.

- Proxy voting is not permitted.
- Motions are decided by Ordinary Resolution unless otherwise specified.
- In the event of a tie, the motion fails.

5.5 Absentee or Electronic Voting

Absentee or electronic voting may be permitted **only under extreme circumstances**, such as public health restrictions or emergencies, as determined by the Executive.

5.6 Electronic and Hybrid Meetings

Meetings may be held in person, electronically, or in a hybrid format, provided all participants can communicate effectively.

6. Executive

6.1 Composition

The Executive shall consist of:

- President
- Vice President
- Treasurer
- Secretary

6.2 Eligibility and Term

- Executive members must be Members in good standing.
- Terms are **one (1) year**.
- An Executive member may be re-elected.
- An Executive member may serve a maximum of two (2) terms.
- An Executive member wishing to serve additional terms may only do so by Special Resolution of the Members.

6.3 Elections

- Elections shall be held at the AGM.
- Nominations may be submitted in advance or from the floor.

6.4 Vacancies

The Executive may appoint an interim replacement until the next AGM.

6.5 Removal

An Executive member may be removed by Special Resolution of the Members, with reasonable opportunity to be heard.

6.6 Executive Meetings

- Executive meetings may be called by the President or any two Executive members.
- Quorum is a majority of Executive members.

7. Duties of Executive members

President

Provides leadership, chairs meetings, and represents the Club publicly.

Vice President

Assists the President and acts in their absence.

Treasurer

Manages Club finances and presents financial information to the Members.

Secretary

Maintains minutes, records, and official correspondence, including social media and marketing. Records voting results.

8. Financial Management

8.1 Banking

Club funds shall be held in a recognized financial institution.

8.2 Spending Authority

All expenditures shall be approved in accordance with policies established by the Executive.

8.3 Fiscal Year

The fiscal year of the Club shall end on **August 31**.

8.4 Financial Review

An **annual financial review shall be conducted at the AGM**, with the Treasurer presenting financial information to Members present.

9. Committees

The Executive may establish committees as required. Committees report to the Executive and operate under its authority.

10. Code of Conduct

The Executive may amend the Code of Conduct. Compliance is required for Members, guests, and event participants.

11. Conflict of Interest

Executive members shall act in the best interests of the Club and disclose any conflicts of interest, abstaining from decisions where appropriate.

12. Dispute Resolution

Disputes shall be addressed respectfully and internally. The Executive will seek resolution before escalating matters to the membership where necessary.

13. Amendments

These by-laws may be amended by **Special Resolution** at a duly called General Meeting or AGM, with prior notice to Members.

14. Dissolution

Upon dissolution of the Club, remaining assets shall be distributed **as decided by the Members** after satisfaction of all liabilities.

15. Effective Date

These by-laws take effect upon approval by the Members.

PLAIN ENGLISH

How the Club Is Run — A Plain-English Guide

Welcome to the **Winnipeg Brew Bombers**! This page explains, in simple terms, how the club works and how decisions are made.

What We're About

The Winnipeg Brew Bombers is a community of homebrewing hobbyists who make and enjoy **beer, cider, and mead**.

Our goals are to:

- Promote and support homebrewing
- Learn from each other through education and competition
- Build a welcoming, inclusive community
- Enjoy homebrew responsibly

Membership Basics

- Membership is open to anyone of **legal drinking age** who's interested in homebrewing.
- We don't discriminate — everyone is welcome.
- Membership types, dues, and voting rights are explained in our **Membership Terms and Conditions** on our website.
- Members in **good standing** (dues paid, following club rules) can participate in club activities and vote where applicable.

Member Expectations

We keep things friendly and respectful. As a member, you're expected to:

- Treat others with respect
- Represent the club positively
- Follow our by-laws and Code of Conduct

If there's a serious issue (harassment, unsafe behavior, misuse of the club name, etc.), the Executive may take action, but members are always given a chance to respond.

Meetings & Decisions

Annual General Meeting (AGM)

- Held once per year
- Members elect the Executive
- Finances are reviewed
- Major decisions or by-law changes are voted on

Members receive **at least 21 days' notice** of the AGM.

Voting

- One member = one vote (where voting rights apply)
- No proxy voting
- Most decisions pass with a simple majority
- Ties mean the motion does **not** pass

Online & Electronic Meetings

- Meetings may be held in person, online, or in a hybrid format.
- Electronic voting is allowed **only in extreme circumstances** (e.g., pandemic restrictions).

The Executive (Club Leadership)

The club is run by volunteers elected by the membership each year. The Executive includes:

- **President** – leads the club and chairs meetings
- **Vice President** – supports the President
- **Treasurer** – manages club finances
- **Secretary** – keeps records and meeting minutes

Executives serve **one-year terms** and can be re-elected.

Finances

- Club money is kept in a recognized financial institution.
- The Treasurer keeps proper financial records.
- An **annual financial review is presented at the AGM** so members can see how funds were used.
- The club's fiscal year ends on **August 31**.

Committees & Volunteers

The Executive can create committees (events, competitions, education, etc.) to help run the club. Many activities are volunteer-led — pitching in is encouraged!

Changes & Big Decisions

- By-laws can only be changed by a **2/3 majority vote of members** at a properly called meeting.
- If the club ever dissolves, any remaining assets are distributed **as decided by the Members**.

Summary

The Winnipeg Brew Bombers is **member-driven**, volunteer-run, and built on trust, respect, and a shared love of homebrewing. These rules exist to keep things fair, transparent, and fun — not to make things complicated.

If you ever have questions, reach out to the Executive. We're happy you're here.