

# **CODE OF REGULATIONS**

## **OF**

# **THE BARISTA GUILD OF AMERICA**

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**The Barista Guild of America is a trade guild of the Specialty Coffee Association of America consisting of professional Baristas dedicated to the craft of coffee preparation.**

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### **Name:**

- The name of the organization is The Barista Guild of America, an affiliated organization of the Specialty Coffee Association of America.

### **Offices:**

- The principal office of The Barista Guild of America shall be located in the State of California.

### **Objects & Purposes**

- Promote coffee quality as the principle standard for success.
- Further Baristas knowledge and understanding of the history, fundamentals, art and science of coffee preparation.
- Building community by encouraging communication, understanding, and respect between Baristas.
- Focus the voice of Baristas in representing the specialty coffee industry.
- Recognize Baristas that have achieved a high degree of skill in coffee preparation.

### **Strategies**

- Maintain a Barista Guild web site that will keep members abreast of events, industry news, and educational resources.
- Coordinate BGA Sanctioned Regional Jams.
- Coordinating community building opportunities in conjunction with industry events.
- Work with the SCAA to develop and implement an effective training curriculum.
- Create a Barista Guild leadership in the form of an Executive Council, which will oversee and guide the Guild.
- Develop Regional Chapters of the Barista Guild of America.

### **Membership Criteria:**

- Coffee preparation should be an integral part of your profession.
- Submit yearly membership application and dues.
- Membership is open to both SCAA members and non-members.
- Memberships are given on individual basis.
- Members should have a passion for all things coffee related.

### **Memberships Dues:**

The Barista Guild of America membership will be **\$45** annually.

### **Membership Benefits:**

- Barista Guild of America membership ID card and number.
- SCAA member pricing on all products and services. (Resource Center, Annual Conference, Espresso Labs, etc.)
- Members only access to interactive and premium content on BGA and SCAA websites, including:
  - Email newsletters
  - Industry news
  - Event notices and reports
  - Links to coffee related websites
  - Barista bulletin board, etc.
- Potential industry discounts from SCAA member companies (espresso supplies, trade magazines, etc.).
- Access to an international community of like-minded Baristas.

These are basic benefits that members can expect to receive. The benefits of being a Barista Guild of America member will always be changing and improving. The Guild will work to maintain a current list of membership benefits on the Guild website.

### **Management of the Guild:**

The **Executive Council** is the governing body of The Barista Guild of America and has authority and responsibility for the Guilds supervision, control, and general direction. The Executive council will consist of seven (7) members, and shall at all times have at least one person representing each of the three primary regions of the United States. (West Coast, Midwest, and East Coast) The Executive Council shall consist of three officers and four directors. The Executive Council may delegate assignments and management of projects to any person or group, including a Regional Chapter or Committee, provided the Executive Council retains the responsibility for the action of such person or group and that the Executive Council shall in all cases be responsible for the ultimate direction of The Barista Guild of America.

There shall also be ten **Regional Chapters** of the Barista Guild of America. These Regions shall be designated by the SCAA and correspond with the Regions in use by the USBC for Regional Barista Competitions. Each Chapters membership will elect a Regional Representative. These Representatives are responsible for creating and maintaining a Regional Committee of a total of five individuals. These committees are responsible for the organization of events and meetings, and for the general direction of that specific region.

### **Executive Council:**

- A seven (7) person Executive Council shall consist of one chairperson, one vice-chairperson, one secretary/treasurer as officers and four other elected members serving as directors.
- Officers shall serve a one year term and directors, a two year term, starting at the end of the SCAA Annual Conference of the election year and finishing at the end of the Annual Conference of the appropriate year.
- After having served up to four consecutive years on the Executive Council, the same person shall not be eligible for re-election as a director for or during the next year.
- Executive Council members shall commit to the following:
  - a two year term
  - Attendance and participation at the Joint Committee Meetings and the SCAA Annual Conference, eight conference calls, and weekly emails.
  - At least 8 hours volunteer work at Barista Guild of America or SCAA sanctioned events annually.
  - Council members who do not meet these requirements may be voted off the Council by a majority vote, at the Executive Council's discretion.

### **Executive Council Officers**

#### **Chairperson:**

The Chairperson of the Executive Council shall serve a one year term, and will have been Vice-Chair the previous year. The Chairperson cannot be nominated to be vice-chairperson for the year immediately succeeding his or her term of office.

- Chairperson responsibilities:
  - Organize and lead all Executive Council meetings and communications.
  - Organize and lead annual Guild meeting at the SCAA conference.
  - Maintain, and follow-up on all Barista Guild projects, tasks, and events with the appropriate Council members.
  - Prepare and submit an annual report to the SCAA Board of Directors, as well as provide regular communications to the SCAA Board of Directors liaison.

#### **Vice-Chairperson:**

The Vice-Chair person shall serve a one year term and will become Chairperson the following year. To be eligible for a Vice-Chair position a member must have served the previous year as a director, or as Secretary-Treasurer. The Vice-Chair shall be elected by a majority vote of the Executive Council.

- Vice-Chairperson responsibilities:
  - The Vice-Chairperson shall be responsible for coordinating all Barista Guild of America activities and events at the SCAA Annual Conference of the year they are serving as Vice-Chairperson.
  - Responsible for communicating maintenance and updates for the Barista Guild of America website to the content manager.
  - Assist the chairperson as needed, and to serve as acting chairperson in his or her absence when required.

### **Secretary/Treasurer:**

The Secretary/Treasurer shall serve a one year term and will be selected by a majority vote of the Executive Council.

- Secretary/Treasurer responsibilities:
  - Shall take minutes of all Council meetings held, and keep records of each Guild event.
  - Will make recommendations to the Executive Council regarding financial statements and for maintaining its fiscal health by communicating with the SCAA Chief Operating Officer.

### **Executive Council Directors**

Executive Council Directors shall serve a two year term and will be elected by the voting membership. Once a Director has served one full year on the Executive Council they will then be eligible for the Secretary/Treasurer and Vice-Chair seats. These Directors will be appointed to oversee specific regions as designated by the Chairperson.

- Director responsibilities:
  - Serve as the primary contact person for designated BGA Regional Chapters.
  - Ensure communication between their assigned Chapters and the Executive Council.
  - Oversee the planning and operation of events and meetings on a Chapter level.
  - Additional responsibilities as assigned by the Chair or Vice-Chair.

### **Regional Representative**

The Regional Representative is elected by the voting membership within their respective region. They shall oversee the operation of a Regional Committee. The Regional Representative shall:

- Assisting in the coordination of BGA Sanctioned Regional Jams.
- Seeking out individuals to serve as part of the Regional Committee with the guidance of the Executive Council.
- Work with their Council contact to generate membership growth within their region.
- Coordinate a Barista Reception in conjunction with Regional Competitions by communicating with the competition host.

### **Executive Council Directors/ Regional Representative Election Process:**

- The Chairperson shall appoint a Nominating Committee, chaired by the Immediate Past Chairperson, and consisting of two Council members not standing for re-election, and two non-Council members from the voting membership. The Nominating Committee shall be announced prior to the end of June.
- Nominations for Council and Regional Representative positions will be open to and taken from the voting membership. Nominations shall be submitted to the Chairman of the Nominating Committee in writing by the deadline specified by the Committee.

- The Nominating Committee shall consider all suggestions submitted. These individuals shall be contacted and made aware of the requirements and responsibilities associated with each office. The Nominating Committee shall then create a slate of candidates recognizing that the Executive Council shall represent the primary voting regions.
- The slate of nominations shall be announced prior to the end of November on the Barista Guild of America website, and short biographies made available.
- The election shall be conducted by an email ballot sent to all eligible voting members at least thirty days prior to the due date for the return of ballots. The ballots shall contain the opportunity for write-in voting for each position.
- All votes shall be tabulated by the SCAA staff liaison.
- The results shall be announced by the Chairperson on the Barista Guild of America website, and officially at the coming SCAA Annual Conference.

### **Vacancies and Resignations**

Any Executive Council member or Regional Representative may, at any time resign their office by submitting in writing their resignation to the Executive Council. Any vacancies occurring between annual elections shall be filled by appointment made by majority vote of the Executive Council. In the event a Chairperson is unable to fulfill their term of office, the remaining portion of that term would be filled by the Immediate Past Chairperson. Any appointment made by the Council to fill a vacancy shall expire at the next annual conference.

### **SCAA Board Liaison:**

- The Executive Council shall have an SCAA Board of Director's liaison.
- The liaison shall be appointed annually by the President of the SCAA.
- The liaison shall be invited to all meetings and be copied on all minutes of meetings, emails, and conference calls.

### **Creation and Operation of Non-Regional Committees:**

A committee may be created to perform certain tasks or goals as designated by the Executive Council and shall consist of at least three (3) persons. Members of a committee shall include at least one member of the Executive Council. Additional members shall be appointed by the Chairperson.

To be eligible to serve on a committee, one must be a member in good standing with the Barista Guild of America. Committee members shall serve for a term of one year or until the committee is no longer needed, and may be appointed consecutive terms of service.

### **Appointment and Removal of Committee Members:**

Any committee member may, in writing, resign their office. The number of Committee members shall at no time be less than three, and whenever for any reason the number is reduced, there shall be appointed one or more additional committee members. Any succeeding or additional committee member shall, upon their acceptance of the office by written instrument signed and acknowledged, have the same powers, rights, and duties of the surviving or remaining Committee members as if originally appointed. Committee members may be removed from office at any time with or without cause upon a majority vote of the appointed and acting members of the committee.

**Quorum:**

A majority of the Council members (4) in office shall constitute a quorum for the transaction of any business at any meeting of the Executive Council. The act of the majority of the Council members present at a meeting at which a quorum is present shall be deemed the act of the Executive Council. A meeting of the Executive Council may be conducted by telephone conference call if a majority of the Council members in office are present for the conference call.

A Council member may delegate all or any part of their powers to another or others of the Council for purposes of voting on any matter that comes to a vote at meetings. Delegation shall constitute attendance of a Council member for purposes of attainment of a quorum at a meeting.

A Council member shall abstain from voting on any question or issue that involves that Council member personally or a company or other entity in which that Council member serves in a management role. Further, a Council member shall abstain from voting on any issue that presents a conflict of interests for the Council member.

**Indemnification of Council Members and Agents:**

To the fullest extent permitted by the law, the Barista Guild of America shall indemnify and hold harmless all Council members and agents against claims arising out of any alleged or actual action or inaction in the good faith performance of their duties. Agents for this purpose shall include officers and committee members and employees.

No Council member shall be personally liable or otherwise liable for any debts or obligations of the Barista Guild of America arising out of actions in the good faith performance of their duties.

Indemnification of Council members as provided by this section shall apply during their term or terms of service and after the Council member shall have left the Executive Council, for any action or activity that occurred during the term or terms of service of a Council member.

**Amendments:**

This Code of Regulations may be altered, amended, or repealed and a new Code of Regulations may be adopted by a vote of a majority of the Council members in office, provided that notice of the proposed alteration, amendment, or repeal be contained in the notice of such meeting.

**Fiscal Year:**

The fiscal year of The Barista Guild shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year, or shall conform to the fiscal year of the Specialty Coffee Association of America.

**Books and Records:**

The Barista Guild of America Executive Council, by and through the SCAA, shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Executive Council, and committees. All books and records of the Barista Guild of America may be inspected at any reasonable time by any council member.