

RULES AND REGULATIONS HANDBOOK



“Keep the Whole World Singing”

Barbershop Harmony Society
March 2011

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RULES AND REGULATIONS HANDBOOK

(With all revisions through March 3, 2011)

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Bylaws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated

ARTICLE I

Name-Incorporation

1.01 Name

The name of this organization shall be "Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated," also known as "SPEBSQSA, Inc." and the "Barbershop Harmony Society."

1.02 Incorporation

The "Society," as hereinafter called, is a nonstock, nonprofit corporation incorporated under the laws of the State of Wisconsin.

ARTICLE II

Purposes and powers

2.01 Purposes

To perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members throughout the world by the formation of local chapters and districts composed of members interested in the purposes of this corporation; to hold annual, local, district, state, national and international contests in quartet and chorus singing; to encourage and promote the education of its members and the public in music appreciation, and to promote public appreciation of barbershop quartet and chorus singing by publication and dissemination thereof; to initiate, promote and participate in charitable projects and to establish and maintain music scholarships and charitable foundations, to initiate and maintain a broad program of musical education, particularly in the field of vocal harmony and the allied arts.

The Society activities shall be conducted without personal gain for its individual members and any profits or other inurements to the Society shall be used in promoting its purposes.

2.02 Powers

In furtherance of its purposes the corporation shall have powers to purchase, mortgage, hold, improve, give, grant, sell, lease, and convey real estate, to do all things incidental to or reasonably necessary toward the accomplishment of all the above-stated purposes. The corporation shall have no power to engage in activities not in furtherance of its exempt purposes to more than an insubstantial extent.

ARTICLE III

Membership - chapters - charters

3.01 How constituted

The membership of the Society shall consist of individuals who meet the requirements of membership as set forth herein. The manner of their admission shall be as set forth in the standard chapter bylaws. In addition to local chapters, the Society Board of Directors (the "Society Board," or "Board") shall of itself maintain and supervise a chapter-at-large for certain special purposes hereinafter set forth in the bylaws or in regulations adopted and promulgated by the Board.

(a) Qualifications of membership

Any male person of good character and reputation may be considered for membership or for transfer from another chapter, subject to the applicant's agreement to abide by the Society's governing documents and Code of Ethics and subject to such further and reasonable restrictions as may be adopted by the chapter and incorporated in its bylaws, statements of policy or code of regulations.

A "member in good standing" is one whose chapter, district and Society dues are fully paid and who is not under suspension by his chapter or the Society Board.

(b) Admittance to chapter membership

Subject to the provisions of Section 3.01(a) of these bylaws, the chapter in which application for membership is submitted shall have full and absolute discretion in approving or rejecting for membership the person making such application.

(c) Suspension and expulsion of chapter members by the Society Board

The Society Board may, by a majority vote, suspend for a definite period of time or expel any Society member from membership for cause. "Cause" shall include (but not be limited to) willful violation of the Code of Ethics of the Society, or of the rules, regulations or statements of policy promulgated by the Society Board. Any member charged and subject to being suspended or expelled shall be given written notice of the charges, mailed to his last known address, and upon his demand, made within 30 days from the giving of such notice, shall be accorded a hearing before a Hearing Committee. A chapter permitting any such expelled member to further participate in chapter activities shall be subject to discipline as provided in Section 3.03 hereof.

(d) Conditions of suspension

Any member suspended by the Society Board shall lose all privileges of membership during the period of his suspension, and shall be reinstated automatically at the end of such suspension, unless his actions warrant an extension of the suspension or expulsion, which action shall be taken as above provided.

(e) Re-admittance of expelled members

No former member, having been expelled for cause by action of the Society Board, or having been separated from membership as an alternative to such expulsion, shall thereafter be readmitted as a Society member, except by a two-thirds affirmative vote of the Society Board. A former Society member who has been expelled for cause by a chapter, or who has resigned to avoid such expulsion for cause, may be readmitted to Society membership in a chapter (including the Frank H. Thorne Chapter) other than the expelling chapter, by a two-thirds affirmative vote of the Society Board.

3.02 Composition of chapters; honorary memberships

A chapter of the Society shall have only one class of membership - that of active member. The Society Board, by unanimous vote, may, from time to time, confer honorary membership upon men of eminent distinction who express interest in the Society and who are active and well known in public affairs, education, music or the allied arts, and provided, further, that such membership shall be part of the chapter-at-large. (See also Section 8.08)

3.03 Charters

The Society Board shall be empowered to promulgate rules, regulations and policies pertaining to the issuance of licenses to operate as a chapter and to the issuance, maintenance, revocation, suspension and classification of chapter charters. Licenses and charters shall not be issued unless specifically approved by the district president in which the new chapter is located; the granting or withholding of any such approval to be subject, however, to appeal in a manner to be set forth in the rules, regulations and policies promulgated by the Society Board.

3.04 Standard chapter bylaws; code of regulations; statements of policy

(a) The Society Board shall prescribe standard chapter bylaws which shall, among other matters, provide selectivity in amount of dues and fees, frequency of meeting and number of chapter board members and shall be binding upon all chapters heretofore or hereafter admitted to membership, except as hereinafter limited.

(b) Chapters shall be permitted, subject to the approval of the Governance and Bylaws Committee, acting on behalf of the Society Board, to adopt a code of regulations or statements of policy covering such operating procedures as are not specifically set out in the standard chapter bylaws.

- (c) The Governance and Bylaws Committee, acting on behalf of the Society Board, shall have the power and authority to authorize and approve changes or variations in the corporate charter, articles of incorporation, or bylaws of any chapter which may be necessary to comply with the laws of any nation, state or province, or which are consistent with rules, regulations, policies, and operational procedures established by the Society Board.

ARTICLE IV

Board of Directors

4.01 How constituted

- (a) Subject to the provisions of Section 4.01(b), the governing body of the Society shall be a board of directors consisting of the following: the president, who shall be chairman of the board, the immediate past president, the executive vice president, the treasurer, eight directors elected from districts of the Society and three directors elected at-large, all of whom, with the exception of the immediate past president, shall be elected as hereinafter provided. In addition, the Society executive director and the president/CEO of Harmony Foundation International, Inc. shall be ex officio members, with voice but without vote in matters considered by the Board.
- (b) Effective January 1, 2010 the size of the Society Board shall be reduced by attrition, as the terms of the present members expire, to consist of: the president, who shall be chairman of the board, the immediate past president, the executive vice president, the treasurer and six directors elected at-large, all of whom, with the exception of the immediate past president, shall be elected as hereinafter provided. In addition, the Society executive director and the president/CEO of Harmony Foundation International, Inc. shall be ex officio members, with voice but without vote in matters considered by the Board.

4.02 Secretary

The executive director shall act as secretary to the Society Board. He shall also be the secretary of the corporation.

4.03 Duties

The Society Board shall be responsible for the furtherance of the purposes of the Society and the attainment of its objectives, as well as the preservation of its ideals and the extension of barbershop harmony throughout the world. The Society Board shall adopt a Code of Ethics, Contest and Judging Rules, and Statements of Policy, all of which shall be binding on all districts, chapters, and members.

4.04 Powers

As the governing body of the Society, the Society Board shall have full powers in all matters affecting the affairs of the Society, including regulation of the admittance, suspension and expulsion of chapter members and the suspension and revocation of chapter charters and licenses, and in every instance the action of the Board shall be final.

4.05 Meetings

- (a) The Society Board shall meet in regular session at least three times each year. Special meetings of the Board may be held upon call of the president. Meetings of the Society Board shall be conducted under *Robert's Rules of Order* (current edition).
- (b) Any or all Board members may participate in any regular or special meeting of the Board by, or any such meeting may be conducted through the use of, any means of communication by which any of the following occurs:
 - (1) All participating Board members may simultaneously hear each other during the meeting.
 - (2) All communication during the meeting is immediately transmitted to each participating Board member, and each participating Board member is able to immediately send messages to all other participating Board members.

- (c) If a meeting will be conducted through the use of any means described in (b) above, all participating Board members shall be informed that a meeting is taking place at which official business may be transacted. A Board member participating in a meeting by any means described in (b) above is considered to be present in person at the meeting. Minutes of any such meeting shall be prepared and distributed to each Board member.
- (d) Closed executive sessions of the Board may be held as deemed necessary at the call of the president or by vote of the Board when the matter being considered is of a confidential nature.

4.06 Election and alternate; vacancy; removal

- (a) The six at-large directors shall be elected as provided in Section 4.06(b) and Article VII hereof. Such directors shall be elected by the Society Board, at its meeting held in conjunction with the annual convention (see Article 6.01), to serve for a period of three years beginning on January 1 of the following year. Subject to the transition provision set forth in Section 4.06(b), two at-large directors shall be elected each year, in rotation. No at-large director shall be eligible for election to a consecutive succeeding term. The foregoing term limitation shall not render any at-large director ineligible for election and service, for a consecutive succeeding term, as Society president, executive vice president, treasurer, or executive director.
- (b) [Transition provision: As the terms of the Society Board members formerly elected from the paired districts expire at December 31, 2009 (three members), December 31, 2010 (three members) and December 31, 2011 (two members), respectively, one at-large director shall be elected to serve for a term of three years commencing January 1, 2010, January 1, 2011, and January 1, 2012, respectively.] If a vacancy in the position of Society Board member occurs, the unexpired term shall be filled by nomination as provided in Article VII, and election by the Society Board by mail or electronic communication, or at the next meeting of the Board; provided, however, that if less than one year then remains in the unexpired term of an at-large director, the term for which such member shall be elected shall be for the balance of the unexpired term and the three succeeding years; provided further, however, that if a successor has already been elected under the provisions of Section 4.06(a), no further election shall be necessary, and the unexpired term shall be filled by such successor.
- (c) In the event of the inability of any voting director to attend any meetings of the Society Board, there shall be no alternate, nor be any vote by proxy.
- (d) Any Board member may be removed for cause by a two-thirds vote of the voting members of the Board. Notice of the proposed removal, including a copy of the charges, shall be given to all Board members (including the member proposed to be removed) at least 60 days prior to the taking of the vote. Any Board member proposed to be removed shall be afforded an opportunity for a hearing in person before the Board, provided that a written request for a hearing is given to the president or the executive director within 15 days after the notice of proposed removal has been given. If requested by the Board member proposed to be removed, or by any two other Board members, or if the president deems it to be appropriate, the hearing shall be held in executive session. In the event any Board member is removed, the vacancy shall be filled as provided in Sections 4.06(b) or 5.05(a), as the case may be.

4.07 Quorum

At any regular or special meeting of the Society Board, a quorum shall consist of a majority of the Board members entitled to vote.

4.08 Action by telephone, facsimile or electronic transmission, or written consent

Where the necessity has been declared by the president, the Board may take action, without a meeting, by telephone (confirmed in writing), facsimile or electronic transmission, or by other written action, providing that all members consent to the taking of the action without a meeting. Unless a greater vote is otherwise required by these bylaws, a majority favorable vote of all directors shall be necessary for the adoption of a proposed action.

ARTICLE V

Officers

5.01 Titles

The officers of the Society shall be a president, immediate past president, executive vice president, treasurer, executive director (who shall also serve as the corporate secretary), and such other officers as may be established by the Society Board from time to time.

5.02 Election; removal

- (a) The president, the executive vice president and the treasurer shall be elected at the annual convention in accordance with the procedures hereinafter provided.
- (b) The executive director shall be elected by the Society Board whenever a vacancy exists.
- (c) Any Society officer (other than the executive director) may be removed for cause by a two-thirds vote of the voting members of the Board. Notice of the proposed removal, including a copy of the charges, shall be given to all Board members and to the officer proposed to be removed at least 60 days prior to the taking of the vote. Any officer proposed to be removed shall be afforded an opportunity for a hearing in person before the Board, provided that a written request for a hearing is given to the president or the executive director within 15 days after the notice of proposed removal has been given; provided further, however, that if the president is proposed to be removed, such request shall be given to another Board member. If requested by the officer proposed to be removed, or by any two Board members, or if the chairman of the meeting deems it to be appropriate, the hearing shall be held in executive session. Removal of any Society officer who is also a Board member shall automatically constitute his removal as Board member.

5.03 Qualifications

Each officer and director of the Society shall be an active member in good standing of a chapter, other than the Frank H. Thorne Chapter (Chapter-at-Large).

5.04 Term of Office

- (a) Each elected officer other than the executive director shall serve for a term of one year or until his successor shall have been elected and qualified, unless otherwise herein specified. Officers may be re-elected to successive terms, except the holder of the office of president may not succeed himself more than once. The term of each office shall begin on January 1 of the year following the meeting at which such officer was elected.
- (b) The executive director shall serve at the will and pleasure of the Board, or for such specific term as the Board may specify at the time of the election of the executive director. The executive director may be removed by the Board at any time, with or without cause.

5.05 Vacancies

- (a) In the event of a vacancy in any office or any office-elect of the Society (other than executive director), the Board shall, by majority vote, elect a successor to fill such office for the balance of the term. In the event of a vacancy in the office of immediate past president, a successor may be elected from among those past presidents who are able and willing to serve. The Board shall have full discretion in determining when a vacancy in office exists. The Nominating Committee shall be notified of such vacancy and shall nominate eligible persons as a successor pursuant to the provisions of Section 7.03(a).
- (b) If a vacancy in the office of executive director occurs, the Society president shall appoint an acting executive director to serve until the Board elects a successor. As determined by the Board, nominations for a successor shall be made either by a special committee or task force created by the Board for that purpose, or by the Nominating Committee pursuant to the provisions of Section 7.03(b).

5.06 Compensation

All officers, except the president, executive director and treasurer shall serve without compensation. The CEO Evaluation Committee shall fix the salary of the executive director. The president and the treasurer shall be paid \$1 a year each for their service.

5.07 President

The president shall be the chairman of the Board of the Society and shall exercise general supervision over all of its activities. He shall perform such other duties as may be imposed upon him by these bylaws, or as may be assigned to him by the Society Board. He shall preside at all meetings of the Board. He shall appoint all Board Committees (except as otherwise provided in these bylaws). He shall have the power to make decisions in matters of executive or administrative character where the policy of the Board has been established or when an emergency exists. He shall have the power to make decisions, when necessary, relative to expenditures for which appropriations have been made by the Board, and to make emergency appropriations when necessary to implement the actions taken by the Board, subject to limitations fixed by the Board.

5.08 Immediate past president

The retiring president automatically shall become the immediate past president and shall hold office for a term of one year or until a successor is made available by the election of a new president. He shall be a member of the Society Board during his term of office. A president who resigns or is removed during his term of office does not thereby become the immediate past president.

The immediate past president shall perform such other duties as may be assigned to him by the president or by the Society Board and shall do everything within his power to assist the president and the Board in carrying out the policies and the objectives of the Society.

5.09 Executive vice president

In the absence of the president, the executive vice president shall preside at Society Board meetings. The executive vice president shall perform such other duties as may be assigned to him by the president or by the Society Board and shall do everything within his power to assist the president and the Board in carrying out the policies and the objectives of the Society.

5.10 Executive director

- (a) The executive director shall be the chief executive officer and corporate secretary of the Society under the supervision and direction of the Society Board. He shall assist the Society Board in conducting the business of the Society and shall perform such duties and have such responsibilities as are specified or implied in these bylaws, or as are assigned to him by the Society Board.
- (b) He is authorized to execute documents on behalf of the Society and through the Society staff shall keep the accounts, receive and deposit the funds of the Society, and disburse funds of the Society. His records and books shall at all times be open to the inspection of the Society Board and any auditors designated by the Board. He shall make an annual report to the Board.

5.11 Treasurer

The treasurer shall be responsible for providing financial oversight for, and advice and counsel to, the Society Board. He shall be responsible for the development of the Society budget by committees, staff, and the Operations Team, and annually shall present a budget and recommendations to the Society Board, for its consideration and action. He shall also supervise the development of, and make recommendations with respect to, Society fiscal policies and practices for submittal to the Operations Team for review and recommendation to the Society Board. He shall have the right to disburse the funds of the Society in a manner as prescribed by the Society Board. He shall maintain a record of Society assets, and receipts for Society funds placed in depositories designated by the Society Board. He shall require monthly statements from the designated depositories of the Society. He shall make such reports to the Society Board as it may require including an annual report.

5.12 Bond

The officers of the Society, including the executive director and such other persons as may be determined by the Society Board to be handling money, securities or other property of the Society from time to time in the regular course of their duties shall give bond, at the expense of the Society, for the faithful discharge of their duties; and such bond shall be in such sum and with such securities as may be required by the Society Board.

ARTICLE VI

Conventions

6.01 Functions

The international convention of the Society shall be the annual gathering of its members and shall include the following events: international quartet contest, international chorus contest, annual meeting of the Society Board for the election of officers and Board members, and the consideration of such matters as is proper for the governing of the Society. The midwinter convention shall include the international seniors quartet contest and the midwinter meeting of the Society Board for the consideration of such matters as is proper for the governing of the Society.

6.02 Time and place

The time, place, and manner of holding and conducting the international and midwinter conventions shall be determined by the Executive Director/CEO.

6.03 Registration fee

Each person attending a convention of the Society shall register and pay a registration fee. The amount of the fee shall be fixed from time to time by the Executive Director/CEO.

ARTICLE VII

Nominations and elections

7.01 Nominating Committee

- (a) The Nominating Committee shall consist of five members. The members of the committee shall serve for terms of five years, with terms expiring on October 1 in successive years. On or before October 1 of each year, the president-elect shall appoint one new member to the committee to succeed the member whose term is then expiring. No member of the committee shall be eligible to succeed himself for consecutive terms; in the event a member is appointed to fill a vacancy occurring in the committee and serves in such capacity for more than 24 months, he shall be ineligible for appointment to a consecutive succeeding term. On or before October 1 of each year, the president-elect shall appoint one of the members of the committee to serve as chairman for that term.
- (b) The Nominating Committee shall nominate eligible persons for each of the offices of president and treasurer, and at least two eligible persons for the office of executive vice president; provided, however, that if the Nominating Committee determines to nominate an incumbent executive vice president for a successive term, the Nominating Committee may, if it chooses, nominate only the incumbent executive vice president.
- (c) The Nominating Committee shall nominate eligible persons for positions of director at-large, by the following process:
 - (1) On a continuing basis the Nominating Committee shall seek recommendations for candidates from district nominating committees, members of the Society Board, and the Society membership at large
 - (2) Annually the Nominating Committee shall select a pool of candidates based upon the needed Board member qualifications for the coming year(s) as established by the Society Board at its fall Board meeting (or as established by the Nominating Committee, if directed by the Society Board to do so), and based also upon information on potential candidates developed by the Nominating Committee through recommendations received and inquiries made.

- (3) The pool of candidates shall be submitted to each district president who shall obtain the recommendation of his district through its district nominating committee, board of directors, House of Delegates, or any other body/individual as specified by the district in its district bylaws or other governing documents. The recommendation of each district shall be made by approval voting whereby a single vote may be cast for each candidate in the pool who would be acceptable to the district if elected to the position.
- (4) By a date specified annually by the Nominating Committee each district president shall report the names(s) of the candidate(s) acceptable to his district. Reports received after the specified date shall not be considered by the Nominating Committee in selecting nominees to be submitted to the Society Board.
- (5) The Nominating Committee shall include in the slate of nominees submitted to the Society Board a number of candidates from the pool who have received the largest number of district approval votes but at least the approval votes of a majority of the districts voting. The number of nominees included based upon the district approval voting shall be at least equal to "n" (where "n" is the number of positions to be elected) but not more than "n+1."
- (6) The Nominating Committee shall also include in the slate of nominees submitted to the Society Board one or more additional candidates from the pool such that the total number of nominees for the director at-large positions to be elected is (including the nominees based upon district approval voting) at least "n+2."

7.02 Notice of nominees

The Nominating Committee shall submit the slate of nominees to the executive director at least 30 days prior to the annual meeting of the Society Board. The executive director shall furnish each member of the Board a list of nominees at least 20 days prior to the annual meeting.

7.03 Vacancies

- (a) Whenever a vacancy occurs or will occur in any officer or director position (other than executive director) the Nominating Committee shall nominate eligible persons to fill such position using the process set forth in Sections 7.01(b) or 7.01(c), as applicable. When possible, notification shall be given within the time frames provided in Section 7.02.
- (b) If directed by the Board, the Nominating Committee shall seek candidates for and nominate eligible persons to fill the position of executive director whenever a vacancy occurs.

7.04 Opposing nominations

Additional nominations for any officer positions may be made from the floor, providing the member of the Board who makes any such nomination has the approval of the candidate he proposes to nominate and has notified all directors in writing at least 10 days in advance of the meeting of his intention to make such nomination. There shall be no floor nominations permitted for the position of director-at-large.

7.05 Election

The election of directors at-large, officers and Harmony Foundation trustees shall be placed on the agenda as an order of business; provided however, a vacancy in any position may be filled through voting by postal or electronic mail or by facsimile transmission. A majority vote of the directors present, providing a quorum exists, shall determine the election of each officer, director at-large and Harmony Foundation trustee. Prior to the meeting at which any election will be held, the Board may convene in an informal session to interview nominees and may meet in executive session to discuss nominees. If there are more than two nominees on the ballot in any election and no nominee has received a majority of votes after two ballots, then on the third and each succeeding ballot the nominee receiving the fewest votes on the immediately preceding ballot shall be removed until only two nominees remain.

ARTICLE VIII

Committees and Task Forces; Operations Team

8.01 Creation; reporting

- (a) The Nominating, Governance and Bylaws, Ethics, CEO Evaluation, Honorary Membership, Hall of Fame, Audit, Annual Planning Cycle and Compensation and Benefits committees are Board Committees created by these bylaws, and each shall report directly to the Board. The duties of such committees shall be as set forth in Sections 7.01(b), 8.04, 8.05, 8.07, 8.08, 8.09, 8.10, 8.11 and 8.12 of these bylaws, respectively. Other Board Committees may be created by the Society Board from time to time, as deemed necessary.
- (b) The executive director shall create and specify the duties of all such committees and task forces (other than Board Committees, or other committees created by these bylaws) as deemed necessary to carry out the strategic goals and policies established by the Society Board. All committees and task forces, other than the Board Committees, shall report to the executive director.

8.02 Term of committees and task forces

- (a) The term of service of all committees and task forces, and their members, shall be as specified in these bylaws or in the charge given when created.
- (b) Members of all committees shall be eligible to serve successive consecutive terms unless otherwise provided in these bylaws or in the charge given when created.

8.03 Appointments and vacancies

- (a) Except as otherwise provided in these bylaws, the president shall appoint the members and chairman of each Board Committee, and the executive director shall appoint the members and chairman of all other committees and task forces; and each shall have the power to fill vacancies in such committees.
- (b) Qualifications of committee and task force members: Unless otherwise provided in these bylaws or specified by the Society Board, the chairman and each member of all committees and task forces must be members in good standing of a Society chapter.

8.04 Governance and Bylaws Committee

- (a) The duties of the committee shall be:
 - (1) To counsel the Society Board, Operations Team, committees and task forces on all matters pertaining to the Society articles of incorporation, bylaws, statements of policy, rules, regulations or other governing documents adopted or established by the Society Board, and to prepare or approve the wording of all proposed amendments to the Society bylaws or other governing documents.
 - (2) On behalf of the Society Board, to examine and approve or disapprove proposed chapter or district bylaws, codes of regulation, or statements of policy, or modifications thereof.
- (b) Membership: The committee shall consist of five members.
- (c) Term of service: Members' terms shall be for three years. The terms shall be staggered so that the terms of two members will expire in two successive years and the term of one member shall expire in the following year.

8.05 Ethics Committee

- (a) The duties of the committee shall be:
 - (1) To counsel the president and Society Board on the establishment or alteration of Society policy relating to ethics and the provisions of the Code of Ethics.

- (2) To consider any needed revision by the Society Board to the Society policy for handling ethics complaints and regulations pertaining to suspension or expulsion of members.
- (3) To receive, investigate and take any necessary action relating to alleged violations of the Code of Ethics which have been referred to the committee pursuant to the Society policy and regulations for handling ethics complaints.
- (b) Membership: The committee shall consist of five members.
- (c) Term of service: Members' terms shall be for one year.

8.06 Contest and Judging Committee

- (a) The duties of the committee (which is not a Board Committee) shall be:
 - (1) To advise, supervise and direct the conduct of all quartet and chorus contests conducted under the auspices of the Society.
 - (2) To train members in the art of judging quartet and chorus contests and to provide a register of certified and candidate judges for each Society contest at all levels, in conformity with the contest and judging rules as adopted by the Society Board.
 - (3) To be an active force in the preservation of traditional barbershop harmony.
- (b) Membership: The committee shall consist of a chairman, the immediate past chairman, and a specialist from each of the categories of Contest Administrator, Music, Presentation and Singing, all of whom shall be certified judges.
- (c) Term of service: The chairman and immediate past chairman shall serve for a two year term, commencing in even years. The other members' terms shall be for one year. The chairman shall be appointed jointly by the president and the executive director; provided, however, that in the event they are unable to agree on the appointment of a chairman, the Society Board shall appoint the chairman.

8.07 CEO Evaluation Committee

- (a) The duties of the committee shall be:
 - (1) To develop and manage the process for performance evaluation of the executive director, including interim and annual reviews.
 - (2) Within the range established from time to time by the Society Board, to negotiate and fix the compensation and benefits of the executive director, and periodic adjustments thereto.
 - (3) To review the position and job description of the executive director annually, and to advise the Society Board with respect thereto.
 - (4) To report to the Society Board annually at the Midwinter Board meeting.
- (b) Membership: The committee shall consist of: the president, executive vice president, treasurer, immediate past president, and one at large member who may or may not be a Society Board member.
- (c) Term of service: The at large member shall serve for a term of one year, and shall be eligible for reappointment for successive terms. The other members of the committee shall serve during their respective terms of office.

8.08 Honorary Membership Committee

- (a) The duties of the committee shall be:
 - (1) To recommend candidates for honorary membership for election by the Society Board.

- (2) To recommend for adoption by the Society Board, policies, procedures and rules (or modifications thereof) pertaining to honorary membership. (See also Section 3.02)
- (b) Membership: The committee shall consist of five members.
- (c) Term of service: Members' terms shall be for five years, with the term of one member expiring each successive year.

8.09 Hall of Fame Committee

- (a) The duties of the committee shall be
 - (1) To select current or former Society members for membership in the Society Hall of Fame pursuant to criteria and procedures established by the Society Board.
 - (2) To recommend for adoption by the Society Board, criteria and procedures pertaining to selection to the Society Hall of Fame.
- (b) Membership: The committee shall consist of five members.
- (c) Term of service: Members' terms shall be for five years, with the term of one member expiring each successive year. In the event any member is unable to fulfill his term for any reason, the president or past president (as the case may be) who appointed him shall appoint a successor to serve for the balance of the term; provided, however, that in the event the president or appropriate past president (as the case may be) fails or is unable to appoint a successor within thirty days after the vacancy occurs, the Society Board shall appoint the successor.

8.10 Audit Committee

- (a) The duties of the committee shall be:
 - (1) To assist the Society Board to fulfill its fiduciary responsibility with respect to the internal auditing and financial practices of the Society.
 - (2) To make recommendations to the Society with respect to the appointment of independent auditors for the Society, and to review the performance of such auditors.
 - (3) To monitor the internal accounting practices, procedures and controls of the Society, and to make recommendations with respect to the same.
 - (4) To review all significant changes in accounting policies.
 - (5) To report to the Society Board, at least annually at the annual Board meeting, addressing specific actions taken by the committee, and matters requiring action by the Society Board.
 - (6) To provide such other information and service as may be necessary or useful to the Society Board in discharging its duties and responsibilities.
- (b) Membership: The committee shall consist of three members. On a composite basis, members of the committee should include professional accounting experience (preferably, a certified public accountant), banking or financial management expertise, broad business knowledge, and independent judgment. Members of the Society Board, the Harmony Foundation Board of Trustees, Society and Harmony Foundation staff, and Society and Harmony Foundation officers shall be ineligible to serve as members of the committee.
- (c) Term of service: Members' terms shall be for three years, with the term of one member expiring each successive year. No member having served four consecutive years on the committee shall be eligible for reappointment until at least one year has elapsed from the expiration of the last term served by that member.
- (d) With the concurrence of the Harmony Foundation Board of Trustees, the Audit Committee may be established as a joint committee serving both the Society Board and the Harmony Foundation Board of Trustees. In such event, the Society President and the Chairman of the Harmony Foundation Board of Trustees shall each appoint

one member of the committee, jointly appoint the third member, and jointly appoint the chairman of the committee.

8.11 Annual Planning Cycle Committee

(a) The duties of the committee shall be:

- (1) To serve as liaison between the Board and the CEO/Operations Team to ensure the efficient creation of the annual and five-year rolling plans as described in Society Board Policy III F "Annual Planning Cycle."
- (2) To work with the CEO to ensure that he has all the data from the Society Board that he needs to accomplish his tasks relative to the Annual Planning Cycle.
- (3) To monitor the progress of the CEO in meeting the deadlines for reports and actions required by the Annual Planning Cycle.
- (4) To review all material received from the CEO to determine if it meets the minimum reporting requirements of the Annual Planning Cycle prior to distribution to the Society Board and, if the reports require further work by the CEO, assist the CEO in completing the reports to a satisfactory level.
- (5) To serve as an advisor to the Society President to ensure that the Society Board meets its deadlines, report requirements, and adoption of aims, metrics, etc.
- (6) To prepare action items for the Society Board in advance of all of its required action dates to allow appropriate discussion and adoption of items required by the Annual Planning Cycle.
- (7) To develop a draft of the 'five-year rolling plan for Aims' as required by the Annual Planning Cycle.
- (8) To develop preliminary Aims and metrics for the Society Board to facilitate its discussions.

(b) Membership: The committee shall consist of three members.

(c) Term of service: Members' terms shall be for three years. The terms shall be staggered so that the term of one member will expire each year.

8.12 Compensation and Benefits Committee

(a) The duties of the committee shall be:

- (1) To annually review and make recommendations to the Board, prior to the adoption of the annual budget, regarding the basis upon which adjustments in Society staff compensation should be determined and benefits created or revised, consistent with those provided to staff members of non-profit organizations of similar size, budget and mission.
- (2) In making recommendations to the Board, to evaluate the general economic data relating to the cost-of-living, the methodology by which similarly situated non-profit organizations are determining staff compensation and benefit adjustments, and other pertinent information.
- (3) The committee shall not make recommendations for specific compensation or benefit adjustments for any staff member(s).

(b) Membership: The committee shall consist of: the president, executive vice president, treasurer, immediate past president, executive director/secretary, and one at large member. The at large member shall be a person with substantial human resource experience in staff compensation and benefits.

(c) Term of service: The at large member shall serve for a term of one year, and shall be eligible for reappointment for successive terms. The other members of the committee shall serve during their respective terms of office.

8.13 Quorum

A majority of the members of a committee or task force shall constitute a quorum at any meeting.

8.14 Authority

All Board Committee actions, except that of the Nominating Committee, shall be subject to the approval of the Society Board unless the Board or these bylaws grant specific authority to take action.

8.15 Operations Team

- (a) The duties of the Operations Team are to create and carry out operational plans that further the long-term strategic aims of the Society Board,
- (b) Membership: The Operations Team shall consist of the Society executive director, who shall serve as chair, two district presidents and representatives of Society committees all of whom shall be appointed by the executive director.
- (c) Term of service: Members of the Operations Team shall serve at the will and pleasure of the executive director.

ARTICLE IX

Revenue

9.01 Society dues

Each member of the Society shall pay dues to the Society in the amount set by the Society Board. The Society Board is empowered to provide for the payment of dues in installments, to create and designate distinct dues categories for members of the Society, and to set qualifications and dues pertaining to each such category.

9.02 Enrollment fee, service charge and reinstatement fee

Each new member of the Society shall pay an enrollment fee, each former member who re-enrolls within six months of his expiration date shall pay a late renewal service charge, and each former member who re-enrolls more than six months after his expiration date shall pay a reinstatement fee, all as set by the Society Board.

9.03 Audit

The Society Board shall provide for, and cause to be made, an audit of the books of account of the Society annually or at its discretion at more frequent periods, by certified public accountants. The executive director shall submit his books and vouchers for audit whenever required by the Society Board.

9.04 Budget

The Society Board shall adopt a budget for each fiscal year.

9.05 Fiscal year

The fiscal year of the Society shall begin on the first day of January and end on the 31st of December.

9.06 Dissolution

In the event of the dissolution of the Society, all assets, after payment of obligations, shall be used exclusively for one or more of the charitable or educational purposes for which the Society exists.

ARTICLE X

Districts

10.01 How established

- (a) For the purpose of efficient administration and implementation of the Society's programs and policies to its chapters, the Society Board shall create, supervise and control districts of chartered chapters. Each chartered chapter situated within the territorial limits of a district shall be a member of that district. The Standard District Bylaws, as revised from time to time by the Society Board, shall be binding upon and shall serve as the bylaws of each district.
- (b) Districts shall be permitted, subject to the approval of the Governance and Bylaws Committee, to adopt a code of regulations or statement(s) of policy covering such operating policies and procedures as are not specifically set out in the standard district bylaws.
- (c) The Governance and Bylaws Committee, shall have the power and authority to authorize and approve changes or variations in the corporate charter, articles of incorporation, or bylaws of any district which may be necessary to comply with the laws of any nation, state or province, or which are consistent with rules, regulations, policies, and operational procedures established by the Society Board.

10.02 District boundaries

The Society Board shall have authority to establish and change the boundaries of districts in such manner as may be deemed best for the Society. Districts or chapters desiring to change boundaries or chapter affiliation shall initiate such request by resolution, setting out in full the reasons for the change. Chapter resolutions shall be directed to the Society Board only following unreasonable delay in action or rejection by one of the districts involved.

10.03 District finance

- (a) Each district shall have the power and authority to fix the district dues, fees and assessments payable by member chapters of the district and/or by the members of such chapters and members of the Frank H. Thorne Chapter residing in the district.
- (b) Each district shall file a semi-annual financial report. Such reports shall be due at the Society office on June 10 and January 10 of each year and shall show the financial condition of the districts as of May 31 and December 31 of the year in question.

ARTICLE XI

Society subsidiaries

11.01 How established

For the purpose of providing an opportunity for special interest groups within the Society to meet together, exchange information by correspondence or bulletin, and undertake approved projects of benefit and value to the Society, the Society Board shall have authority to create, supervise, and control subsidiary organizations and authorize the use of a properly descriptive name for each. Groups desiring to form a subsidiary shall make written application to the Board, stating their purposes and proposed method of operation. The Board shall at all time exercise supervision and control over such groups.

11.02 Budget and finance

Each Society subsidiary organization shall submit a financial statement by January 10 of each year. No subsidiary organization, or member thereof, shall have the authority to incur any obligation in the name or on behalf of the Society, or otherwise to take any action to bind the Society.

11.03 Membership in subsidiary organizations

Membership in subsidiary organizations shall be limited to current Society members.

11.04 Governing documents of subsidiary organizations

The charter, bylaws, or other governing documents (or revisions) of a subsidiary organization shall not become effective until approved by the Governance and Bylaws Committee.

11.05 Abolishment

Any Society subsidiary organization may be abolished by vote of the Society Board.

ARTICLE XII

Affiliates

12.01 Affiliation

To further the purposes of the Society, the Society Board shall have the authority to cause the Society to enter into affiliations with other organizations, to participate in programs and projects of common interest, to provide services and resources to such organizations, and to permit the members of such affiliate organizations to participate in Society programs and activities, all upon such terms and conditions as the Society Board may determine. The Society Board shall also have the authority to create affiliate organizations to support the purposes of the Society, and to participate in the programs and projects of the Society. Districts and chapters shall be permitted to create affiliate organizations only with the express approval of the Society Board.

12.02 Membership

It shall not be necessary for the members of affiliate organizations to be Society members in order to participate in Society, district or chapter programs, projects and activities; provided, however, that participation in contests, when permitted, shall, except for chorus directors, be limited to male members of the affiliate organizations.

12.03 Use of Society name, logo, emblem, etc.

Upon affiliation with the Society, an affiliated organization shall, subject to terms and conditions fixed by the Society Board, be permitted to publicize the affiliation, and to use the name, logo, emblem, and materials of the Society in connection with the promotion of the common interests and programs of the Society, and such affiliate. No affiliate organization, or member thereof, shall have the authority to incur any obligation in the name or on behalf of the Society, or otherwise to take any action to bind the Society.

12.04 Termination

Unless a specific period of affiliation is otherwise agreed upon, the Society Board shall have the right to terminate any affiliation at any time. Upon such termination, or the expiration of affiliation, the formerly affiliated organization and its members shall cease all further use of the Society name, initials, emblem, logo, and materials.

ARTICLE XIII

Associates

13.01 Associates

To enable organizations and individuals who are not members or affiliates of the Society to become officially associated with the Society and involved in the support of the Society, its purposes and vision as a leader in vocal music, the Society Board shall have the authority to establish and define one or more Society associate programs. Districts and chapters shall be permitted to establish and administer associate programs only with the express approval of the Society Board. Associates shall have no official voice or vote in Society, district or chapter affairs, but individual associates may become Society members if the qualifications for Society membership as set forth in Article III are otherwise satisfied. Society membership shall not be required in order to participate in associate programs

13.02 Benefits

Associates shall be eligible to receive such benefits and to participate in Society community service, charitable projects, and educational programs, all as the Society Board shall specify. Associates shall not, unless otherwise qualified as a member of the Society, or participating as a chorus director or member of an affiliate organization, be eligible to participate in competitions.

13.03 Finances

The Society Board shall establish the dues for participation in associate programs.

ARTICLE XIV

Name, emblem, badge, logo, insignia and motto

14.01 Adoption and preservation

The Society Board shall create, adopt and preserve an emblem, badge, logo or other insignia, and motto of the Society for the exclusive use and benefit of all Society members.

14.02 Restriction of use

The name, emblem, badge or other insignia of the Society may be used without modification by any member, chapter, district, subsidiary or affiliate or associate for purposes germane to the business of the Society; provided however, that the same may not be used as a trademark or special brand on merchandise without express permission from the Society executive director.

ARTICLE XV

Official magazine

15.01 Publication

The Society shall publish or have published under its supervision and control, an official magazine of the Society. The purpose of the magazine shall be to publish news about the Society, its districts, chapters, choruses, quartets and individual members, and to disseminate information, educational and inspirational, to assist the Society Board in maintaining and advancing the aims and purposes of the Society.

15.02 Name

The name of the official Society magazine shall be *The Harmonizer*.

ARTICLE XVI

Chapter and District Incorporation

16.01 Authorization

Society chapters and districts shall be incorporated under the chapter or district name. The name and/or initials of the Society may be used in conjunction with or as part of the chapter or district name in accordance with policies and procedures established by the Society Board. The form and content of incorporation documents shall be subject to the approval of the Governance and Bylaws Committee. As a part of the incorporation process, each chapter or district shall agree that it will abide by the bylaws, statements of policy, and other governing documents of the Society.

ARTICLE XVII

Amendments

17.01 Amendments

Amendments to these bylaws, Society statements of policy, or other rules, regulations or governing documents, may be made by the Society Board as follows:

- (a) Unanimous vote. By unanimous vote of the directors at any time.
- (b) Two-thirds vote. By a two-thirds vote of the directors present at any duly constituted meeting of the Society Board, provided written notice of the proposed amendment has been given by mail or electronic transmission to all members of the Board at least 10 days before such amendment is adopted.
- (c) Majority vote. By the majority vote of the directors present at any duly constituted meeting of the Society Board, provided written notice of the proposed amendment shall have been given by mail or electronic transmission to all members of the Board at least 30 days prior to the time of the adoption of such amendment.

17.02 Wording of proposed amendments

Proposed amendments to these bylaws or other Society governing documents may be submitted by any member of the Society Board, provided that the wording of such proposed amendments shall have been approved by the Governance and Bylaws Committee.

Proposed amendments shall be submitted to the Governance and Bylaws Committee for review and approval at least 90 days prior to the Society Board meeting at which the same will be considered for action; provided, however, that the Governance and Bylaws Committee may waive such requirement, in its discretion. If a proposed amendment is submitted to the Society Board less than 90 days prior to the meeting and without a waiver by the Governance and Bylaws Committee, such proposed amendment may be considered in principle only.

ARTICLE XVIII

Indemnity

18.01 Indemnification

The Society shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including any action or suit by or in the right of the Society to procure a judgment in its favor), whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably paid or incurred by such person in connection with the defense or settlement of any such action, suit, or proceeding.

18.02 Standard of conduct

Any person described in Section 18.01 shall be entitled to such indemnification only if, in connection with the matter for which indemnification is sought, such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful; and provided that, with respect to any action or suit brought by or in the right of the Society, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

18.03 Authorization

Any indemnification under Section 18.01, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 18.02. Such determination shall be made: (a) by the Society Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion; or (c) by the members.

18.04 Provisions not exclusive

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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General Statements of Policy of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing In America, Inc.

1. Society name, initials, emblem, logo and motto; charitable mission

- (a) The Society is legally known as the "Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated" or "SPEBSQSA, Inc." It is urged that attempts at pronouncing the initials of the Society and the corruption of "Spebs" not be used by Society members and that outsiders, particularly on the various news media, be encouraged to refrain from this practice as well. When, in all forms of publicity, a short name for referring to the Society is desirable, after we have been identified as The Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, the term "Barbershop Harmony Society" may be used as the official short name or nickname of the Society. It is not intended to take the place of our legal name.
- (b) The term "barbershop" written as one word except in the Society's legal name, shall be used in referring to our type of singing. The word "Barbershopper," used in referring to members of the Society, shall always be capitalized.
- (c) "Quartet" is the spelling used for Society units. The spelling "quartette" is a reference to female groups.
- (d) The motto of the Society is "Keep The Whole World Singing."
- (e) The Society's name, initials, emblem, and logo or motto are legally protected and shall be used only for business germane to the aims and purposes of the Society, its quartets, chapters, districts, subsidiaries or affiliates (see Section 2.01 of the Society Bylaws), and shall not be used on merchandise except by permission of the executive director. The Society desires for the Barbershop Harmony Society logo to be used widely by members, chapters, and districts. The Society further desires to maintain its legal rights and the value it receives from recognition of the logo as the current brand of the Society. Any graphic modification or adaptation of the logo by members, chapters, and districts, including any incorporation of the logo into a logo of a chapter or district, must adhere to the graphic standards established by Society staff, approved by the Society Board, and published on the Society's website.

The emblem (old logo) of the Society, separate from the logo denominated as the Barbershop Harmony Society logo, is an important part of the history and heritage of the Society. Members, chapters, and districts are encouraged to use the Barbershop Harmony Society logo as frequently as possible, to help establish the new brand for the Society, but continued use of the emblem is permissible in any manner that was in existence as of January 28, 2005. Members, chapters, and districts are prohibited, after that date, from creating a new design, graphic, or logo using the traditional emblem or the initials SPEBSQSA without first obtaining permission from the executive director.

- (f) Any unit of the Society (quartet, chorus or chapter) desiring to be sponsored by a commercial or industrial organization, for one or more public appearances, and desiring to use the name, initials, emblem, logo or motto of the Society in conjunction therewith, must have such sponsorship approved, in advance, by the executive director. The essential elements of sponsorship are:
 - (1) Public acknowledgment of such sponsors during the public appearance, on the printed program or in advertising, and,
 - (2) The agreement by the units to receive anything of substantial value from the sponsors for such appearance. This paragraph does not require approval for public appearance for charitable organizations, churches, service clubs, civic organizations and governmental bodies, nor for appearances for entertainment of commercial or industrial organizations, for which a fee is received, and for which there is no claim of sponsorship.
- (g) Society chapters, divisions and districts should have an official publication displaying the Society name, and logo. Such publications should be devoted primarily to the reporting of Society objectives and programs as well as activities of local, district and Society interest.

- (h) It is the charitable mission of the Society to preserve our musical legacy through support of vocal music education in our schools and communities. To provide unity and to improve support for this charitable mission, fund raising should be focused through Harmony Foundation International or Sing Canada Harmony, as the Society's own charitable arms. Therefore, leadership at the Society, district, and chapter levels should be consistently vocal in urging members to provide support through donations to the general fund of Harmony Foundation International or Sing Canada Harmony. Members and chapters are also encouraged to support the charitable mission through local charities by promoting causes that reinforce the Society's Vision.

2. Membership

- (a) Chapters having members (or prospective members) who have not attained the legal age of majority shall comply with the provisions of the Society Youth Policy Statement.
- (b) Chapter charters do not define geographical boundaries. This also applies with regard to membership recruitment. The Society is opposed to efforts of any kind to entice or pirate members from one chapter to another. This also applies to new member recruitment programs.
- (c) New or renewal memberships shall be effective upon completion of processing of the membership by the Society office.
- (d) The current international quartet champion, during the year of its championship reign, as a condition to its appearance on international convention shows, Society-sponsored tours, or other events officially sponsored by or through the Society office, shall maintain in good standing the continuous Society membership of all members of the quartet.
- (e) Upon receipt of an application for transfer of membership from another chapter, the chapter into which the member seeks to transfer shall submit an official Request For Membership Transfer form to the Society office. The Society office shall then notify the chapter in which the member is currently enrolled of the request for transfer. Unless the chapter in which the member is currently enrolled notifies the Society office and the requesting chapter of its disapproval of the transfer, stating the reasons, within 30 days from the date of the Society office notice of the request, the chapter's approval of the transfer shall be deemed given.

Unless the member is under suspension or expulsion, disapproval of a request for transfer by the chapter in which he is currently enrolled shall not bar the transfer. In no event, however, may a membership be transferred while the member is under suspension or expulsion. A membership transfer shall be deemed complete upon receipt, at the Society office, of the necessary request for transfer and all necessary approvals thereof, or the expiration of the time for disapproval without action on the request by the chapter in which the member is currently enrolled, as provided herein.

3. Personal gain

Canon 7 of the Society's Code of Ethics provides that Society membership shall not be used for personal gain. Members are expected to not unduly use their association with members of their chapter, district, or the Society to further a commercial enterprise. Members may choose to hire or use other members for services or the provision of products without violating Canon 7, provided personal financial gain is/was not the primary purpose for obtaining or maintaining Society membership, or the activity from which the member may derive some personal financial gain is merely incidental to the friendships or business associations which existed prior to the member joining the Society, or developed naturally as an incidence of friendship with Society members. Members violating this canon are subject to suspension and/or expulsion. As indicated in paragraph 10(a) of these Statements of Policy, mailing lists and directories of the Society, its districts and chapters may be distributed and used only for purposes germane to the business of the Society.

4. Financial matters

- (a) It is expected that our musical talents be employed in presenting public performances as the primary method of raising funds. Our chapters and districts should be self-supporting. The sponsorship or operation of games of chance, such as lotteries, bingo, etc., open to the public at large, are not considered as being within the primary purposes of our Society and are to be engaged in only as a secondary source and method of raising funds in support of our educational and charitable purposes. For purposes of the preceding limitation, the sponsorship or operation of such games of chance by a chapter or district shall be considered to be a secondary source and

method of fund raising only so long as, on an annual basis, not more than one-third of the gross income or other financial support of the chapter or district (whether received directly or indirectly for the use and benefit of the chapter or district) is derived from such sponsorship or operation, and in no event shall any chapter or district exceed that limitation. Door prize drawings in conjunction with shows, where no charge or fee (other than the regular ticket price) is imposed for the right to participate in the drawing, and raffles where the entire proceeds are distributed to a nonprofit Society, district or chapter service project, are considered to be incidental to our purposes and will be permitted. A chapter or district may, in its name, sponsor or operate games of chance, door prize drawings, raffles, and similar activities only if it is legal to do so under applicable law. In such event the chapter or district must: (i) strictly comply with all applicable federal, state, and local laws and regulations; (ii) obtain all required registrations, licenses, and permits; and (iii) maintain complete and accurate books and records, file all reports and returns, and pay all taxes and fees required in connection with the activity. No chapter or district is permitted to represent or imply that the Society is, or will be, in any way responsible for any such sponsorship, operation, or activity.

- (b) As a nonprofit, tax-exempt organization, the Society has a responsibility not only to governmental regulatory agencies but also to the Society membership to provide general guidelines and oversight for uniform and proper financial administration of major social and fund-raising events undertaken by chapters, districts and other Society subsidiary or subordinate units.

Due to such events operating under the umbrella of the Society's chapter, district and Society structure and often utilizing mailing lists and other Society avenues of communication, thus giving those participating the impression that it is an official Society event, the following procedures are to be included in the overall planning and conduct of the event:

- (1) An outline and budget of each event planned shall be prepared in advance and submitted for the review and approval of the officer(s) or body having responsibility for the event. Where the event is sponsored by more than one district, chapter, subsidiary or other unit, the outline and budget shall be submitted to and approved by each.
 - (2) All income and payment of expenses for each event shall be handled by one person serving as treasurer.
 - (3) A final report and check for the net proceeds shall be sent to the appropriate district, chapter, subsidiary or other unit within 90 days of the event. Proper financial records shall be retained and available for review and audit by interested parties.
- (c) Interchapter solicitation or pooling of funds is prohibited. Prohibited interchapter solicitations shall include direct or indirect appeals for funds, for any purpose, from one chapter to another chapter, or to members of other chapters as a group, but shall not include sales of tickets to public performances or other public events, nor sales of records or other merchandise being offered by a chapter to the general public. Society or district-sponsored events or sales, whether or not open or available to the general public, shall not be deemed to be prohibited interchapter solicitations. Pooling of chapter funds as a result of the Society-approved merger of two or more chapters shall not be prohibited.

Solicitations or contributions by any Society unit (including a district, chapter, or any quartet, when acting as a Society unit) of donations to or for the benefit of any Society members in need of financial assistance is prohibited. This prohibition applies to the staging of a performance for the benefit of a Society member or his family, but does not apply to the appearance in a show staged or sponsored by nonmembers of the Society or by an organization other than a Society unit, whether or not such show is for the benefit of a Society member or his family. Direct contributions by Society units to or for the benefit of a Society member or his family, or sponsorship by a Society unit of a show for the benefit of a Society member or his family, may be construed as an inurement to the Society member and might, therefore, endanger the nonprofit status of the Society unit or the tax-exempt status as a charitable and educational organization of the Society, its districts and chapters, under the federal income tax laws.

- (d) Society, district and chapter officers (other than the Society executive director) shall not be paid a salary from Society, district or chapter funds (except to comply with corporate law). Any Society, district, or chapter officer, director, committeeman, or other person serving in an appointive or official capacity, may receive an expense allowance in connection with the performance of duties under procedures determined by the respective boards of directors.

- (e) It shall be the responsibility of the Society treasurer, working with a Society committee established for this purpose, to develop and recommend to the Society Board for approval an investment policy taking into consideration safety, liquidity and yield

5. Legal matters

- (a) The Society is a legal entity. Districts, chapters, Society subsidiaries or subordinate units or members have no authority to obligate the Society or to create a liability on its behalf unless specifically authorized by the Society Board of Directors or by a duly authorized Society officer.
- (b) In observance of the copyright laws, chapters of the Society are required to obtain performance licenses covering public performances. Such licenses shall be obtained through the Composers, Authors and Publishers Association of Canada, in the case of chapters in Canada, and through the American Society of Composers, Authors and Publishers in the United States, or otherwise through the copyright holder or its authorized representative. In addition, chapters, districts and Society subsidiaries must obtain show clearance through the appropriate district secretary (in accordance with procedures established by the Society office) for all shows under their sponsorship or direction for which a charge is made for public admission.
- (c) Society units (districts, chapters, choruses, quartets or other ensembles) shall be required to observe the copyright laws in the acquisition and learning of songs and/or arrangements, and in the production and distribution of audio/visual recordings through any media including (but not limited to) CD, DVD, Videotape, Web, or any other media forms or formats hereafter developed. Use of recorded material (video and/or audio) owned by the Society requires written permission from the Society office.
- (d) Copyright law prohibits the audio or video recording of any performance of copyrighted music unless authorized by the owner of the copyright, or otherwise permitted under extremely narrow exceptions provided under copyright law. No person having in his or her possession any loaded or unloaded audio or video recording device shall be permitted to enter any contest, show, afterglow, or other performance sponsored by the Society or by any Society unit, except with prior permission granted by the executive director, by the chairman of the Governance and Bylaws Committee, or by other persons designated by either of them. Any persons found in any such contest, show, afterglow, or other performance while in possession of any unauthorized audio or video recording device, whether or not in use, shall be required to leave immediately, and all tapes, film, or other recording media in the possession of such person shall be confiscated and held until such time as the same has been reviewed by the Society or such sponsoring Society unit, and any unauthorized recording thereon has been erased or otherwise destroyed. In order to provide a basis for the enforcement of this policy, all printed programs which are distributed at any contest, show, afterglow, or other performance sponsored by the Society or any Society unit shall contain a prominent Copyright Notice informing persons attending the event of this policy and of the enforcement provisions provided. The content of the Copyright Notice shall be subject to the approval of the Governance and Bylaws Committee. The following Copyright Notice is approved:

(Approved content of notice)

Copyright Notice

Copyright law strictly limits the use of audio or video recording devices during any performance. No audio or video recording device, whether or not in use, is permitted in the place of performance without prior permission of the Society. Any persons found in possession of any such device will be required to leave immediately, and the tape, film, or other recording media will be confiscated and any unauthorized recording erased or destroyed.

Our enforcement of the copyright law protects you and us, but most importantly it protects the copyright owners who have made our performance possible. Your cooperation and support are appreciated.

(e) **Conflict of interest.**

No member of the Society Board, officer or employee of the Society ("Interested Party") shall use his or her position to derive, directly or indirectly, any profit or gain by reason of holding any such position, or any such employment. Accordingly, no Interested Party shall engage in any Conflict of Interest Transaction (as herein defined) unless (i) the material facts of such transaction and the Interested Party's interest therein are disclosed or known to the Board or to a committee consisting entirely of members of the Board, designated by the Board to review such transactions; and (ii) the Board or such committee has authorized, approved, or ratified such transaction. A Conflict of Interest Transaction is defined as a transaction with the Society (or with any of the Society's districts, chapters, or officially recognized subsidiaries or affiliates) in which the Interested Party has a direct or indirect interest. An Interested Party shall be deemed to have an indirect interest in a transaction if (but not only if) another entity in which the Interested Party has a material interest or in which the Interested Party is a general partner, officer, director, trustee, or principal manager (or comparable position), is a party to the transaction. The payment or provision of compensation and fringe or other employment benefits to Society employees in the regular course of employment, and the payment and provision of expenses, insurance and other benefits generally paid or provided to directors and officers of the Society in connection with their services in such positions shall not be deemed to be a Conflict of Interest Transaction and shall not be prohibited or limited by this statement of policy. A Conflict of Interest Transaction is authorized, approved, or ratified, if it receives the affirmative vote of the directors on the Board or on the aforementioned designated committee, who have no direct or indirect interest in the transaction, but a Conflict of Interest Transaction may not be authorized, approved, or ratified by a single director. A Conflict of Interest Transaction is not voidable, nor shall it violate this statement of policy or be the basis for imposing any liability on an Interested Party, if the transaction was fair at the time it was entered into or is authorized, approved, or ratified as provided above; provided, however, that it shall be the obligation of every Interested Party, in all events, to disclose the interest that such person may have in any Conflict of Interest Transaction prior to entering into any such transaction or (if the existence of such interest or the conflict was not known to the Interested Party at the time such transaction was entered into) promptly upon discovering the existence of any such interest or conflict; and the failure to make such timely disclosure shall be grounds for removing any such director or officer from office, or shall be cause for the termination of employment of any such employee.

6. Collaboration with other organizations

The Society, its districts, chapters and subsidiary or affiliated organizations shall be allowed to collaborate with organizations, both musical and nonmusical, where such collaborations are to the mutual advantage of those involved and comply with Society governing policies. To preserve and encourage harmony in collaborative efforts, it is a matter of prudence that areas of responsibility, obligation and commitment between collaborating organizations be carefully and clearly defined.

7. Public performances

The Society is classified by the Internal Revenue Service as a nonprofit, charitable and educational organization. Therefore, appearances, paid or unpaid, at political functions in support of a candidate by quartets, choruses or other Society units identified as Society members are prohibited.

8. Convention activities

- (a) The Society shall pay no expenses of individuals attending Society conventions except employees of the Society and other designated personnel having official responsibilities at the event, or special guests invited by the Board.
- (b) It is required that each person attending any Society convention activity hold an official registration. All persons who register for any annual or midwinter Society convention and who utilize commercial housing accommodations and/or facilities at such convention are required to book those accommodations and/or facilities only through the convention housing bureau, agency, or procedure designated by the Society in connection with such convention. In addition to the other disciplinary actions provided for in Society governing documents, violation of this policy may result in revocation of convention registrations without refund and, if a contest competitor, ineligibility to compete in contests held at the convention.
- (c) Exhibit space may be sold at Society conventions as approved by the executive director within limits prescribed by the Society Board of Directors.

- (d) Advertisements in Society convention programs must be approved by the executive director.
- (e) Quartet and/or chorus recordings or other merchandise at any Society function will be sold only through the Society's sales booth or special exhibits as provided in Subsection c. above. Violation of this policy shall result in revocation of convention registrations without refund, and may result in legal action or other disciplinary action as provided for in Society governing documents. Sales of recordings and other items shall not be conducted at any district or chapter function without prior clearance under rules established by the district.

The AIC and/or the current Society chorus champion may sell recordings made by AIC quartets and/or that chorus at booths in the lobby at the AIC show. Such booths will be staffed by appointees of the AIC, and of the chapter which that chorus represents. The funds derived from such sales will not be included in the show revenues.

- (f) Fund-raising activities of any nature shall not be conducted at, or in conjunction with, district or Society functions without prior clearance from the respective district board or the Society Board. In addition to the other disciplinary actions provided for in Society governing documents, violation of this policy may result in removal from the premises.
- (g) Profiteering on the sale of convention tickets is a violation of Canon 7 of the Society's Code of Ethics.
- (h) Flash photography during contest performances in any district, international preliminary or international convention is prohibited. Any other photography should avoid disturbing the competitors or audience

9. Broadcast and recording policy

The Society broadcast and recording policy is binding upon all districts, chapters and members, and may be obtained from the Society office.

10. Miscellaneous

- (a) Membership rolls, lists of quartets and of chapters, districts and officers thereof, shall not be furnished to any outside organization except under authorization by the executive director. Mailing lists and directories of the Society, its districts and chapters may be distributed and used only for purposes germane to the business of the Society. (See *Member Contact Information Policy*, page 39 below.)
- (b) Choruses are permitted to have qualification requirements participation based upon audition, attendance, performance proficiency and other criteria, provided that such requirements are set forth in the chapter code of regulations or statements of policy and communicated to the members.
- (c) International and International Seniors Champions/Medalists Names

This policy applies to each International and International Seniors Quartet champion and to each International and International Seniors Quartet medalist, from and after the date that the quartet first wins an International championship or any International medal (regardless of placement). In order to retain and continue to use the name under which the quartet won the International championship or its first International medal (whichever of those events occurred first, as the case may be), the quartet must contain at least three of the members who sang with the quartet when it won the International championship or first International medal. Replacing more than one member shall cause the name of that quartet to be retired, and that name will never be available for use by any other quartet. The quartet may re-form and resume the use of that name provided that the quartet then contains at least three of the members who sang with the quartet when it won the International championship or first International medal (whichever of those events occurred first). Medalist quartets that violate this policy are ineligible for competition.

- (d) No medal or award that in any way resembles in size, color or material the special medallions presented by the Society to the international champion or medalist quartets, the Society seniors champion quartet, the international champion chorus or medalist choruses shall at any time be worn by Society members other than the actual winner thereof.

The ribbons by which the Society seniors quartet champion and medalist medallions may be suspended shall be distinguished by the addition of one or more prominent stripes.

- (e) The Society and its districts should be sensitive to conflicts with significant religious holidays and observances in scheduling events.

Violation of these Statements of Policy are subject to disciplinary action by the Society Board of Directors or by chapters (see sections 3.01, 4.03 and 4.04 of the Society bylaws, and Section 3.04 of the standard chapter bylaws) and should be reported by signed letter to the Society's executive director at the Society office, or to the chairman of the Society or a district ethics committee.

Code of Ethics

The Society aspires to preserve for its members and for all future generations of prospective members the sacred right of men to seek haven from the burden of their daily cares through indulgence in old-fashioned vocal quartet harmony, and to that end we do hereby solemnly pledge ourselves to abide by the precepts of the Code of Ethics. Please refer to the Society's General Statements of Policy for further clarification of some of the following canons.

1. We shall do everything in our power to perpetuate the Society.
2. We shall deport ourselves and conduct the Society's functions in such manner as to reflect credit upon the Society and its membership.
3. We shall conform in all respects to the bylaws of the Society and the rules from time to time promulgated by its Society Board of Directors.
4. We shall accept for membership only congenial men of good character who love harmony in music or have a desire to harmonize.
5. We shall exhibit a spirit of good fellowship toward all members.
6. We shall refrain from forcing our songs upon unsympathetic ears.
7. We shall not use our membership in the Society for personal gain.
8. We shall not permit the introduction of political, religious or other similar controversial issues into the affairs of the Society.
9. We shall, by our stimulus to good music and vocal harmony, endeavor to spread the spirit of harmony throughout the world.
10. We shall render all possible altruistic service through the medium of barbershop harmony.

Ethics Complaint Policies, Procedures and Regulations

The Society has a Code of Ethics. So that each member is aware of the Code, it is printed on the back of every membership card.

Though the Code is binding on every member, it obviously affects some more than others. The officer, the bulletin editor, the master of ceremonies - each becomes a "spokesman" and therefore bears the brunt of upholding the Code of Ethics - or degrading it. This is especially true of quartets, for they must exhibit good taste in all aspects of their performance. Certainly, nothing is more representative of our Society and what it stands for than our quartets and the music they sing.

The Society has set up certain procedures which should be followed in reporting alleged violations of the Code of Ethics. Violations of the rules, regulations or statements of policy adopted by the Society Board shall be deemed to be violations of Canon 3 of the Code of Ethics. Violations of the Code of Ethics shall be dealt with in accordance with the following procedures, which are in addition to the procedures for suspension or expulsion of a member set forth in Section 3.04 of the Standard Chapter Bylaws. An appeal made to the Society Board under Section 3.05 of the Standard Chapter Bylaws, of the suspension or expulsion of a member by a chapter, shall be referred to the Society Ethics Committee for a hearing conducted under the procedure set forth in Section E below.

A. District and Society Ethics Committees

- (1) Each district president shall appoint the chairman and members of the district ethics committee, pursuant to Section 8.02 of the Standard District Bylaws.

- (2) The Society president shall appoint the chairman and members of the Society Ethics Committee, pursuant to Sections 8.01 and 8.03 of the Society bylaws.

B. Reporting Suspected Violations;

- (1) Reports of suspected or alleged ethics violations are to be in writing. A forms is available on the Society web site or from the Society office, but any written report is acceptable. Regardless of format, the report should include all available details and documentation in order to assist with the investigation and resolution. Reports may be made by any member of the Society.
- (2) It is the duty of each committee member and each district officer to report any suspected or alleged violation of the Society's Code of Ethics to their district ethics committee chairman. The importance of this responsibility must be impressed on each district officer, and on the members of each district ethics committee, at the start of their term of office.
- (3) Although reports regarding individuals, chapters and district matters ordinarily should be made to the appropriate district ethics committee chairman, reports of suspected or alleged ethics violations also may be made to the chairman of the Society Ethics Committee, or to the Society executive director.

C. Preliminary disposition of ethics violation reports

- (1) Upon receipt of a written report of a suspected or alleged ethics violation, an ethics committee chairman shall determine whether the matter shall be processed by his committee, or referred to another ethics committee for processing; provided, however, that any matter referred to the Society Ethics Committee by a district ethics committee chairman shall be processed by the Society Ethics Committee, unless the chairman of the Society Ethics Committee deems the matter to be one which should properly be referred to the ethics committee of another district, in which case such referral shall be made. Any ethics committee chairman referring a matter to another ethics committee for processing shall promptly forward the report of violation to the chairman of the other ethics committee. A report of violation made to the Society's executive director may, in his discretion, be handled administratively if not of a serious nature, or he may refer the same to an ethics committee.
- (2) The chairman of the ethics committee which is to process the report of violation shall furnish a copy of the report to each member of his committee, and the committee will then institute its own inquiry and investigation. The committee will make personal contact with the alleged violator (and if necessary the reporter of the violation) and if the allegation is deemed to be valid the committee shall, to the extent possible, request immediate correction of the problem.
- (3) If, after investigation, the committee finds probable cause that the violation exists and is of a serious nature, the chairman will issue to the alleged violator an "Ethics Violation Citation" by return receipt requested certified mail, clearly stating the nature and details of the alleged violation. If suspension or expulsion of the member is being sought, the citation shall also notify the accused of that fact, and of the time within which the accused must respond in order to be entitled to a hearing, if applicable. The accused shall be given 30 days from the mailing date of the citation to respond to the chairman in writing. If the accused desires a hearing, such response must contain a request for the same. Based on the response received from the alleged violator, the chairman shall determine if the matter has been satisfactorily resolved or if it should be referred to the ethics committee for further action or a hearing. If suspension or expulsion of the member is being sought, the alleged violator shall be entitled to a hearing as a matter of right, if he requests the same. No hearing shall be required if the action proposed to be taken is limited to reprimand or dismissal of the charge. Upon request of a majority of the members of his committee, the chairman shall refer the matter to the committee for a hearing.
- (4) Should a reply not be received by the chairman from the alleged violator within the 30-day period, the alleged violator will be deemed to have waived any right to a hearing, and the matter shall then be referred to the ethics committee for action. The chairman of a district ethics committee shall promptly report to the Society president and to the chairman of the Society Ethics Committee, the details of any matter being referred to the district ethics committee for hearing or action.
- (5) The chairman shall maintain a complete, documented file on each reported violation and action taken.
- (6) The chairman is encouraged to consult with the Society Governance and Bylaws Committee if there is any question of policy or legal interpretation.

D. Hearing before ethics committees; actions

- (1) Each ethics committee, whether Society or district, shall constitute a Hearing Committee for the purpose of conducting hearings provided for under Section 3.01 (c) of the Society Bylaws. Any appeal taken to the Society Board by a member suspended or expelled by his chapter, and any application for readmittance of a former member expelled by action of the Society Board, shall be referred to an ethics committee for hearing. All hearings referred to an ethics committee shall be scheduled as soon as reasonably practicable, at a time and place determined by the chairman of the committee. All such hearings shall be conducted under the procedures set forth in Section E below.
- (2) Upon the conclusion of any hearing, or at the conclusion of the investigation if no hearing is required or demanded, the ethics committee shall take one of the following actions:
 - (a) Dismiss the complaint.
 - (b) Reprimand the member.
 - (c) Recommend to the Society Board the suspension, for a definite period of time, of all privileges of membership of the accused member or a suspension of less than all privileges under specified conditions for a definite period of time.
 - (d) Recommend to the Society Board the expulsion of the accused member.
 - (e) Recommend to the Society Board such legal or other actions deemed appropriate.
- (3) Notice of the action taken or recommended by the ethics committee shall promptly be given in writing to the accused member, to the complainant and to the Society Board.

E. Hearing procedures

- (1) At least 14 days prior written notice of a hearing shall be given by the chairman of the ethics committee to the accused member, to the other members of the ethics committee and to other necessary persons. Notice to the accused member shall be given by certified mail, return receipt requested, to the member's last known address. Notice to others may be by mail or electronic transmission.
- (2) Prior to, or at a hearing, any interested party (including the accused) may submit written statements or other documentary proof to the chairman, for consideration by the ethics committee. Any interested party shall be entitled to be heard at the hearing, subject to reasonable limitations established by the chairman. A hearing may, at the request of the accused member or by vote of a majority of the ethics committee, be held in executive session.
- (3) Within 30 days following the hearing, the chairman of the ethics committee shall make and furnish to the executive director, to the accused member and to the complainant, written findings of fact, and a statement of the action taken or recommended by the ethics committee. Any interested party may also submit to the executive director, within 30 days following the hearing, such party's version of the facts as presented at the hearing.
- (4) If suspension or expulsion is recommended by the ethics committee, the chairman shall promptly forward to the executive director all written statements or documentary proof submitted to the ethics committee by interested parties. If suspension or expulsion is recommended by the Society Ethics Committee, the committee shall make its report and recommendation to the Society Board as to the action to be taken by that body. If suspension or expulsion is recommended by a district ethics committee, the chairman shall promptly forward its report and recommendation to the Society Ethics Committee. The Society Ethics Committee shall, as soon as reasonably practicable, review and consider the reports, documents, statements and recommendations submitted by the district ethics committee, and by the interested parties, and the Society Ethics Committee shall then make its report and recommendation to the Society Board as to the action to be taken by that body.
- (5) At the meeting of the Society Board next following the receipt of the report and recommendation of the ethics committee, the Society Board shall consider the report and recommendation, and shall take such action as the Board shall deem appropriate, including any of the actions set forth in Section D(2) above. Prior to taking any action, the Board may, by a vote of two-thirds of its members (by mail or otherwise), require the interested parties to appear before the Board at a designated time and place for a further hearing upon the matter. All interested parties shall be given written notice of the hearing, not less than 14 days prior to the date set for the hearing.

- (6) The Society Board may direct an ethics committee to monitor compliance by a member suspended under specified restrictions or conditions, and to report, or make further recommendations, to the Board.
- (7) The action taken by the Society Board shall be final and binding upon all interested parties, and the executive director shall notify all interested parties of such action, in writing.

The purpose of the Society's Code of Ethics and policy for handling ethics complaints is to maintain the reputation and public and private image of the Society and its units as being truly family entertainment in good taste. Wherever possible, alleged violations should be handled at the chapter and district level.

Frank H. Thorne Chapter

(Chapter-at-Large)

Rules and Regulations

1. Name

The chapter shall be called the Frank H. Thorne Chapter (in honor of one of our late past Society presidents).

2. Objects

The objects and purposes of this chapter are to promote the general purposes of the Society as stated in the Society Bylaws, and to provide the opportunities and benefits of Society membership to all men drawn by their love of the four-part close harmony style of music known as barbershop.

3. Membership

Membership in this chapter shall be limited to male persons of good character and reputation subject to the applicant's agreement to abide by the Society's governing documents and Code of Ethics and subject to such further and responsible restrictions as may be adopted by the Society Board. All applications for membership (and renewal) in the Frank H. Thorne Chapter shall be submitted to the executive director, who is authorized to approve or disapprove the application. Any disapproval is appealable to the Society president. Upon approval of the membership application and remittance of all appropriate dues and fees, the applicant's admission to membership in the Society shall become effective as a member of the Frank H. Thorne Chapter from the district in which he resides. Members who do not reside in a Society district may elect to be treated as residing in a Society district for the purpose of contest eligibility by notifying the Society office and paying district dues for the district elected.

Upon dissolution of any regular chapter, all members shall be transferred to the Frank H. Thorne Chapter for the remainder of their current membership year. At the expiration of the current membership year, each member must either apply for transfer to an active chapter (if he has not already elected to do so), or remain a member of the Frank H. Thorne Chapter and pay Society and district dues in accordance with paragraph 6 below.

4. Administration

The business affairs of this chapter shall be administered by the Society's executive director under the general supervision of the Society Board.

5. Officers and meetings

Because of the impracticability of holding meetings of this chapter, and the consequent lack of need for chapter officers, there shall be no regularly elected chapter officers and no regularly scheduled chapter meetings.

6. Initiation fees – dues

The initiation fee and Society and district dues, fees and other charges for members of the chapter shall be the current Society and district dues, fees and charges applicable to members of the district in which the member resides. Members transferring to this chapter from an active or dissolving chapter shall pay the requisite dues, fees and charges, beginning at the same date their present dues shall expire, but no initiation fee shall be charged. Members of this chapter who have been awarded honorary Society membership pursuant to Section 3.02 of the Society bylaws are exempt from payment of all Society and district dues and fees.

7. Voting

If a vote of chapter members shall at any time be required, such vote may be taken by the Society executive director by mail or electronic transmission.

8. Competition

Any member of this chapter shall be eligible to compete as a member of a quartet in district contests, and in any international contest for which the quartet qualifies to represent such district.

9. **Dissolution**

This chapter may be dissolved and its charter canceled at the end of any fiscal year by a majority vote of the Society Board.

10. **Amendments**

These rules and regulations may be amended only by action of the Society Board.

Life Membership Rules

The Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc. makes Life Memberships available to its members on the following conditions:

1. **Fee**

There will be a one-time fee of twenty times (20x) the current dues (as of the date of application) for the Society's regular membership dues category.

2. **Chapter and district dues**

The Life Member will continue to pay chapter and district dues annually, where applicable, in the usual manner.

3. **Automatic transfer and suspension**

If the life member's renewal is not reported to the Society office within one (1) month following normal expiration, his membership will automatically be transferred to the Frank H. Thorne Chapter, and such member shall continue to pay district dues where applicable, in the same manner as members of the Frank H. Thorne Chapter. In the event a life member fails to pay his district dues, his membership will be automatically transferred to the Frank H. Thorne Chapter, but all rights and privileges of such member to participate in any district activities, including the right to hold any district office or to compete in any district contests, shall be automatically suspended. Written notice of such suspension of district rights and privileges shall be given by the Society office to the last known address of such member; provided, however, that such suspension shall be automatically lifted upon the furnishing to the Society office proof of payment of applicable current district dues. Suspension of district rights and privileges shall not have the effect of suspending Society membership.

4. **Multiple chapters**

A life member belonging to more than one chapter or district is subject to the rules governing dual or multiple memberships provided for in the Society Statements of Policy.

5. **Rules application**

A life member is bound by all rules and regulations of the Society, its bylaws, policies, code of ethics, etc., and is subject, as well, to suspension or revocation of membership in the event of a violation. Life membership fees are not refundable.

6. **Fifty year members**

After attaining 50 years of Society membership, a member will be awarded a life membership without charge.

Honorary Membership Rules

Pursuant to Sections 3.02 and 8.08 of the Society Bylaws, honorary membership may be conferred only by the unanimous vote of the Society Board of Directors. Men of eminent distinction who express interest in the Society and who are active and well known in public affairs, education, music or the allied arts are eligible for honorary membership. Honorary members are life members of the Frank H. Thorne Chapter, and receive *The Harmonizer* and other benefits normally provided to the members of that chapter. No Society, district or other dues and fees shall be required from any honorary member.

The Society Honorary Membership Committee (HMC) is charged with the responsibility of developing and maintaining a list of possible candidates for honorary membership, receiving nominations, gathering information as to the qualifications of the nominees, and recommending nominees to the Society Board for its consideration for election to honorary membership. The Society Board will select honorary members from among the list of nominees recommended by the HMC, but selection is discretionary and there is no obligation to select an honorary member or members every year, or to select any nominee who has been recommended by the HMC. Nominations may be submitted by any Society member, and must be submitted on the official nomination form, accompanied by the required supporting material. The completed nomination form and supporting materials must be submitted to the HMC, and may be transmitted through the office of the Society executive director.

Multi-Year Membership Rules

***** NEW ENROLLMENTS DISCONTINUED EFFECTIVE 7/1/08 *****

Any member enrolled in the Society multi-year membership program at July 1, 2008 may continue under the program until his next Society dues renewal date, under the following rules:

1. A multi-year member will continue to pay chapter and district dues annually.
2. If a multi-year member's renewal in his chapter is not reported to the Society office within one (1) month following the normal expiration, his membership will be automatically transferred to the Frank H. Thorne Chapter, and such member shall continue to pay district dues where applicable, in the same manner as members of the Frank H. Thorne Chapter. In the event a multi-year member fails to pay his district dues, his membership will be automatically transferred to the Frank H. Thorne Chapter, but all rights and privileges of such member to participate in any district activities, including the right to hold any district office or to compete in any district contests, shall be automatically suspended. Written notice of such suspension of district rights and privileges shall be given by the Society office to the last known address of the member; provided, however, that such suspension shall be automatically lifted upon the furnishing to the Society office of proof of payment of applicable current district dues. Suspension of district rights and privileges shall not have the effect of suspending Society membership, or of extending the expiration date of the multi-year membership period.
3. A multi-year member is bound by all rules and regulations of the Society, its bylaws, policies, Code of Ethics, and other governing documents, and is subject, as well to suspension or revocation of membership in the event of a violation. Multi-year membership fees are not refundable after the commencement date of the multi-year membership period in any event.

The last of the Society memberships enrolled under multi-year plans in effect at July 1, 2008 will expire not later than:

Three (3) year plan – June 30, 2011
Five (5) year plan – June 30, 2013
Eight (8) year plan – June 30, 2016

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Member Contact Information Policy

(Use of Society Member Contact Information)

This policy statement is intended to establish how Society member contact information is to be used. It is the Society's belief that its members want to be informed by the Society of news, official information, and promotional offers, yet it recognizes that members' contact information has been entrusted to the Society and must be limited to certain communications.

1. Purpose and Definition

The Society is committed to manage the use and distribution of member contact information responsibly, to keep members informed of Society news, events, and promotions which directly benefit the Society, its members, districts, chapters, officially recognized subsidiaries and registered quartets. This policy statement covers all Society member contact information maintained by the Society and acquired from any source, including membership applications, officer lists, directories, and registrations at Society, district or chapter schools, conventions, or other events. The information protected by this policy statement includes names, mailing/delivery addresses, telephone and fax numbers, and email addresses, whether maintained in print or electronic format, or otherwise. Society records of member contact information are proprietary information, and may not be copied, distributed, or otherwise used by any person or entity for any purpose, without the express written permission of the Society.

2. Application to Units and Individuals

This policy statement applies to all Society districts, chapters, registered quartets, and officially recognized subsidiaries (collectively referred to as "Society Units"), as well as to other organizations which have expressly been authorized by the Society to use member contact information (collectively referred to as "Authorized Organizations"). Individual Society members acting on behalf of Society Units or Authorized Organizations are subject to this policy statement. Individual Society members are prohibited from using membership lists, rolls, or member contact information for any personal or business purpose.

3. Society Use

Society member contact information will be used by the Society for distribution of *The Harmonizer* and other printed official Society communications, Society school, convention, contest and meeting information, membership renewals and other membership related communications, Harmony Foundation business or events, Harmony Marketplace catalog and special promotions, and market research being conducted for Society related business. Society member contact information will also be used for directories and rosters which may be made available for Society members, staff, and other persons, Society Units, or other organizations, as authorized by the Society Board.

4. Society Approval

Copies of all printed or electronic transmission materials, and transcripts for telephone solicitations that are proposed to be communicated to Society members by Society Units, or Authorized Organizations through the use of mailing/delivery address, email address, or telephone or fax number information furnished by the Society, must first be submitted to and approved ("Society Approval") by the Society executive director, or his designee. The approval process will include consultation with such of the Society staff, officers, and/or committees as deemed necessary and appropriate to determine that the use and the material is timely, and conforms to the limitations and requirements of this policy statement. Society Approval will be given in writing or by email, and may be made subject to such additional conditions and limitations as reasonably determined to be necessary to implement this policy statement. Federal, state, and local laws, ordinances, and regulations may prohibit, limit, or otherwise restrict the use, or manner of use, of mail, telephone, fax or email for solicitation purposes, and it will be the responsibility of the requesting Society Unit or Authorized Organization to comply with the same. All Society Approvals will be conditioned and contingent upon such compliance. Each Society Approval, when given, will apply ONLY to the specific use and specific time for which that approval is given, and in the event further or additional use of the member contact information is desired for the same or another communication or transmission, a new request for Society Approval must be made.

5. District and Chapter Use

Subject to the receipt of Society Approval, Society districts will be permitted to have access to, and to use, member mailing/delivery address and telephone and fax number information to promote district-sponsored conventions, contests, performances, and other events. Subject to the receipt of Society Approval, and with the prior approval of the district(s) to which the members being solicited belong, Society chapters and registered quartets may also be permitted to have access to, and to use, member mailing/delivery address and telephone and fax number information to promote chapter shows, performances, and other events. The requesting district, chapter or quartet will pay the Society a sum, as determined by the Society, equivalent to the production and shipping cost of the address or number list.

6. Subsidiary and Authorized Organizations Use

Subject to the receipt of Society Approval, officially recognized Society subsidiaries and Authorized Organizations will be permitted to use member mailing /delivery address and telephone and fax number information for Society related marketing purposes or ventures. The requesting subsidiary or Authorized Organization will pay the Society a sum, as determined by the Society, equivalent to the production and shipping cost of the address or number list. In addition, such subsidiary or Authorized Organization will pay the Society either a commission or royalty for the use of the address or number list, as agreed upon at the time the permission is given.

7. Administration, Expenses, and Opt-out

Member email address information will be closely held by the Society and, subject to the receipt of Society Approval, may be used by Society Units and Authorized Organizations for the purposes set forth in the immediately preceding two paragraphs. All communications that are to be sent by email, using member contact information furnished by the Society, will be administered and sent by (or through) the Society, and email address information will not be furnished or released to any outside organization for any reason. The requesting Society Unit or Authorized Organization will pay the Society a sum, as determined by the Society executive director, or his designee, equivalent to the administrative overhead cost and out of pocket expense incurred by the Society in processing the email transmission. Society members will always be provided the opportunity to opt-out from receiving future promotional email.

Questions concerning this policy statement should be directed to the Society executive director.

Society Youth Policy Statement

It is the mission of the Society "to enrich lives through singing." In fulfilling that mission, the Society, its subsidiaries, districts, chapters, and members sponsor and/or participate in a wide range of activities involving young persons. As provided in the Society bylaws and statements of policy, young men may be considered for Society membership. In keeping with the Society's commitment to maintain high standards of personal conduct by its members and to provide a wholesome environment in which the activities of the Society and its subordinate units take place, and in order to support and sustain the Society's good name and reputation in the communities that it serves, the Society Board of Directors has adopted this Youth Policy Statement.

1. Policy Application

This Youth Policy shall apply to all activities of the Society or any of its subsidiaries, districts, and chapters, and to all activities of Society members where they are (or may reasonably be expected to be) identified as being members of, or acting on behalf of, the Society or one of its subordinate units, when such activities (as used in this Youth Policy, an "Activity," or "Activities") involve (or may be anticipated to involve) participation by Youth. Activities may include (but are not limited to) meetings, performances, clinics or schools, social events, or other public or private events. For the purpose of this Youth Policy, "Youth" are defined as persons who have not attained the legal age of majority in the jurisdiction in which the Activity takes place, and Youth involvement may include (but is not limited to) participation as a guest, student or enrollee, or participation as a Society member.

2. General Standards of Conduct

Society members shall conduct themselves as men of good character and good ambassadors of the Society, being careful to avoid the use of inappropriate language and actions either directed to, or within the sight and/or hearing of Youth. All persons attending any Activity are expected to comply with all laws of the jurisdiction in which the activity takes place.

3. Members' Responsibility

It is the responsibility of **every** Society member to be aware of the impact that his conduct may have upon Youth who may be present at any Activity. It is also the responsibility of **every** Society member to bring to the attention of any member whose conduct at any Activity may seem inappropriate, the need to correct the situation immediately. In the event the situation is not promptly corrected, or if the nature of the conduct (whether corrected or not) is deemed serious enough to warrant further action, it is the responsibility of the Society member(s) observing such conduct to report the same to an appropriate Society, district or chapter officer. Upon receipt of any such report, it is the responsibility of the Society, district or chapter officer to evaluate the same, and to take such further action, pursuant to the Society's Code of Ethics, or otherwise, as is deemed necessary or appropriate.

4. Youth Responsibility

Parents are responsible for the conduct of their Youth participating in Activities. For the purpose of this Youth Policy, "Parent" is defined as the parent, guardian, school or institutional representative, or other person or persons having parental or supervisory responsibility and authority for the Youth. Neither the Society nor any of its subsidiaries, districts or chapters shall have or assume the role or responsibility of Parent for any Youth participating in any Activity. In the event a Youth's Parent is not, or will not be personally present during an Activity in which the Youth is participating other than an "Exempt Activity" described in paragraph 8 below, the Parent must provide a written designation, naming and authorizing another person who will be present, to act in place of the Parent to fulfill the role and responsibility of the Parent. The designation must include the specific authority to obtain, provide, or give consent for any necessary emergency medical treatment to the Youth, including (but not limited to) surgical procedures that may be recommended by a physician, in the event of any medical emergency involving the Youth. A Society member who is also a Parent, or who has been named and authorized to act in place of a Parent, performs that function in his individual and personal capacity, and not as an agent or representative of the Society, or any of its subsidiaries, districts, or chapters.

5. Alcohol

Youth may not be permitted to attend any Activity where alcohol is served, made available, or being consumed, unless accompanied by a Parent or other person having parental responsibility and authority for the supervision and control of the Youth. Youth shall not be permitted to consume alcohol at any Activity, whether or not the Youth's Parent consents to such consumption. Society members who consume alcohol at Activities where Youth are present must be particularly careful to demonstrate responsible usage.

6. **Society Membership**

Under the provisions of the Society bylaws and statements of policy, Youth may become Society members, although it is recommended (but not required) that 16 years be considered as the minimum age for membership. Where membership is to be extended to or renewed by a Youth, as a condition to the approval or renewal of the membership (i) the Youth's Parent must give written consent to the Youth becoming a member of the Society and the chapter; (ii) the Youth's Parent must agree in writing to be responsible for, and promptly discharge, all financial obligations of the Youth to the chapter, district and Society; (iii) the Youth's Parent (if a member of the chapter which the Youth will join), or a designated and authorized chapter member (if the Youth's Parent is not a member of the chapter) must agree in writing to assume, accept responsibility for, and diligently perform the active supervision and control of the conduct of the Youth in connection with all Activities in which the Youth participates; and (iv) the Youth must acknowledge in writing that his membership and participation is conditioned upon his acceptance of, and compliance with such supervision and control. It shall be the responsibility of each chapter to obtain and retain in the chapter files, a signed and currently effective consent, agreement and designation form for each Youth Member. In the event a chapter member (including a Parent) who is responsible for the supervision and control of any Youth ceases to be a member of the chapter to which the Youth belongs, becomes inactive, or is otherwise unable or unwilling to provide such supervision and control, or fails (in the opinion of the chapter, district or Society board of directors) to provide the supervision and control in a diligent and effective manner, then another chapter member must be designated and authorized, and agree in writing to assume and perform the supervision and control of the Youth.

7. **Youth Participation**

No Youth (as a member, or otherwise) shall be permitted to participate in any Activity, other than an "Exempt Activity" described in paragraph 8 below, unless and until all designations, consents and agreements provided for in this Youth Policy Statement have been obtained and filed in the appropriate chapter, district, subsidiary or Society permanent records, and remain currently effective.

8. **Exempt Activity**

An "Exempt Activity," for which no signed designation, consent and agreement form is required shall include (but is not limited to) the following:

(a) any Activity in which Youth perform or otherwise participate solely as members of an identifiable non-Society related entity or group, so long as such Youth are, at all times, accompanied by and under the control, supervision and/or direction of, one or more adults who, as teacher, director, or leader acting in an official capacity on behalf of the entity or group (or of the organization sponsoring the entity or group), have primary supervisory responsibility for the Youth (such as a school, church or community class or choir, scout troop, or other organized youth or civic organization); or

(b) any interactive workshop, clinic, or demonstration of short duration conducted or provided as part of an event which is organized or sponsored by, and under the leadership of, a non-Society related entity or group, so long as (i) the event is not held on Society premises, or at the meeting place of any Society subordinate unit, and (ii) neither the Society nor any Society subordinate unit receives any portion of any registration fee or similar charge paid by the participating Youth (other than a performance fee not based upon the number or amount of registrations); or

(c) any scheduled or unscheduled public or private performance in which Youth participate solely as spectators or members of an audience, whether or not any admission or fee is charged; or

(d) occasional infrequent attendance at a chapter meeting, as a guest.

Harmony Explosion, or other camps or similar events, however designated, shall not be an "Exempt Activity," whether or not the participation by Youth is limited to participation as set forth in (a) or (b) above.

9. **Interpretation**

The Society Governance & Bylaws Committee is authorized to issue binding regulations and/or determination letters interpreting and applying this Youth Policy consistent with the intent and purpose hereof, including the further definition of "Exempt Activity," or otherwise.

[Sample forms are available from the Society office, for use as guidelines. Chapters, districts, and Society subsidiaries should consult local counsel for advice concerning local law provisions that may be applicable to Youth participation or Youth membership in their jurisdiction, and the suitability of the forms for use in their jurisdiction.]

Whistleblower Protection Policy

The Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated (the "Society") requires its officers, directors, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Society, all must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

1. Purpose and Responsibility

The Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the Society can address and correct inappropriate conduct and actions. It is the responsibility of all officers, directors, employees and volunteers to report concerns about violations or suspected violations of business or personal ethics, law or regulations that govern the Society's operations. Reports of violations or suspected violations should be made in writing. [Note: Violations of the Society's Code of Ethics are to be reported and dealt with in accordance with the ethics complaint policies, procedures and regulations set forth in the Society's Rules and Regulations Handbook.]

2. Reporting Procedure

The Society has an open door policy.

Officers, directors, employees and volunteers are encouraged to discuss their questions, concerns, suggestions or complaints with the Executive Director/CEO who will attempt to resolve them administratively. Written reports of violations or suspected violations should be submitted to the Executive Director/CEO or, if involving the Executive Director/CEO, directly to the Compliance Officer. The Executive Director/CEO will advise the Compliance Officer of all reported violations or suspected violations and the action taken to resolve the same. Anyone who is not comfortable speaking with or reporting violations or suspected violations to the Executive Director/CEO should speak with or report directly to the Compliance Officer. If the issue involves both the Executive Director/CEO and the Compliance Officer, the communication and/or report should be submitted to the Society President.

3. Compliance Officer

The Society's Compliance Officer is responsible for ensuring that all reported violations or suspected violations are investigated and resolved. The Compliance Officer will periodically advise the Board of Directors as to the status of reported violations and suspected violations and their resolution. The Society's Compliance Officer is the Society Executive Vice President.

4. Accounting and Auditing Matters

Concerns, complaints and/or reports of violations or suspected violations regarding accounting practices, internal controls or auditing should be made directly to the Compliance Officer. The Compliance Officer shall immediately notify the Society Treasurer and work with the Society Treasurer until the matter is resolved.

5. Acting in Good Faith and No Retaliation

Anyone filing a report or complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to be unsubstantiated and to have been made maliciously or knowingly false will be viewed as a serious disciplinary offense.

It is contrary to the values of the Society for anyone to retaliate against any officer, director, employee or volunteer who in good faith reports a violation or suspected violation of ethics, law (such as a complaint of discrimination or suspected fraud), or of any regulations governing the operations of the Society. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

6. **Confidentiality**

Reports of violations or suspected violations may be submitted on a confidential basis by the complainant. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and resolve the matter.

7. **Handling of Reported Violations**

After receiving a violation report the Executive Director/CEO, Compliance Officer or Society President (as the case may be) will notify the accused or suspected violator of the report, and will acknowledge to the complainant the receipt of the report. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

8. **Compliance Officer for 2011**

Shannon Elswick
Executive Vice President
12903 Magnolia Pointe Blvd
Clermont, FL 34711-5913
shannon@rareblendquartet.com

STANDARD DISTRICT BYLAWS

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ARTICLE I

Name-Organization

1.01 Name; organization

The name of this organization shall be _____ District of SPEBSQSA, Inc, (hereinafter called the "District"). The District is organized and exists pursuant to the provisions of Article X of the Bylaws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a not-for-profit corporation, (sometimes called SPEBSQSA, Inc., and hereinafter called the "Society") and is incorporated under the laws of the State of _____.

ARTICLE II

Purposes and scope

2.01 Purposes

To perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members throughout the _____ District by the formation in every city, town and hamlet, of local chapters, composed of members interested in the purposes of this corporation, which shall be the same as the purposes of the Society; to hold annual, local and district contests in quartet and chorus singing; to encourage and promote the education of its members and the public in music appreciation; to initiate, promote and participate in charitable projects; and to promote public appreciation of barbershop quartet and chorus singing by publication and dissemination thereof.

The District activities shall be conducted without personal gain for its individual members and any profits or other inurements to the District shall be used in promoting the purposes of the Society or the District.

2.02 Scope

These bylaws in their entirety, both in form and substance as well as the Society Bylaws, shall be mandatory and binding upon all districts, except that a change in terminology, form and/or substance may be permitted, subject to approval by the Society Governance and Bylaws Committee acting on behalf of the Society Board of Directors ("Society Board"), when necessary to comply with the laws of any nation, state or province, or when consistent with rules, regulations, policies, and operational procedures established by the Society Board.

ARTICLE III

District territorial area; membership; revenue

3.01 District territorial area

The geographical areas of the _____ District shall be _____.

3.02 Membership

Each chartered chapter situated within the territorial limits of the District shall be a member of the District.

3.03 Revenue

The District House of Delegates shall fix the District dues, fees and assessments payable to the District by member chapters of the District and/or by the members of such chapters, including members of the Frank H. Thorne Chapter who reside in the District. Members holding membership in two or more chapters in the District shall not be required to pay multiple District dues, but members holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

ARTICLE IV

District House of Delegates

4.01 How Constituted

The District House of Delegates shall be the supreme legislative and governing body of the District and shall consist of (a) the duly designated delegate, or delegates, from each duly chartered District chapter; (b) each member of the District Board of Directors; (c) any number of past District presidents, at the option of the District House of Delegates, who are members of the Society, available and willing to serve, and whose principal barbershopping activity is in a chapter of the District. Each of the above-named shall be a "Delegate." Such House of Delegates shall be subject to the rules and regulations of the Society and the Society Bylaws and shall have discretionary powers in all District affairs.

4.02 Quorum

A quorum for the transaction of business by the District House of Delegates shall be 30% of the Delegates or alternates.

4.03 Rules of order

All meetings of the District House of Delegates shall be conducted in accordance with *Robert's Rules of Order (Current Edition)*.

4.04 Order of business

The order of business at the District House of Delegates meetings shall be as follows:

1. Roll call, checking of credentials and establishing a quorum.
2. Minutes of previous meeting.
3. Reports of officers and committees.
4. Unfinished business.
5. New business.
6. Report of Nominating Committee (fall meeting only).
7. Election of officers (fall meeting only).
8. Adjournment.

ARTICLE V

Officers and elections

5.01 Officers

The officers of the District shall be a president; executive vice president; such number of vice presidents or other officers as deemed necessary to carry on the business of the District; secretary; treasurer; and immediate past president.

5.02 Qualification

Each officer of the District shall be an active member in good standing of a member chapter situated within the District.

5.03 Election of officers

- (a) District officers shall be elected by the District House of Delegates, except that the retiring District president shall automatically succeed to the office of immediate past president. A president who resigns or is removed during his term of office does not thereby become the immediate past president. Each delegate shall be entitled to one vote for one of the nominees for each office. Officers shall take office on January 1 of the year following their election. Officers shall serve for a term (as fixed by District regulation or statement of policy) of either one or two years; provided however, that all officers shall serve until their successors are elected and take office. No District president having served a term of two years (or two consecutive terms of one year) shall be eligible to succeed himself.
- (b) In the event that the District president, elected by the Board of Directors to fill a vacancy under the provisions of Section 5.04 below, shall serve more than nine months of a one-year term, or more than one year and nine months of a two-year term in such office, it shall be considered a full term for the purposes of determining his eligibility for election to a successive term.

5.04 Vacancies in office

In the event that an elective District office or District Board of Directors position shall become vacant, or be about to become vacant, for any reason, the District Board of Directors shall elect a qualified member of the District to fill such vacancy, and the person so elected shall hold office until his successor is elected and qualified. In the event of a vacancy in the office of immediate past president, a successor may be elected from among those qualified past presidents who are able and willing to serve.

5.05 Duties of officers

District officers shall perform such duties as are usually associated with their particular office or as more particularly prescribed in the District code of regulations.

5.06 Society Board directors at-large

In accordance with the provisions of Sections 7.01(c)(iii) and (iv) of the Society bylaws the District president shall annually obtain and report to the Society nominating committee the recommendation of the District as to the pool of candidates under consideration by the Society nominating committee for nomination for the position(s) of Society Board directors at-large. The District president shall obtain the recommendation of the District through the District Nominating Committee, Board of Directors, House of Delegates, or any other body/individual as specified by the District in these bylaws or in other District governing documents. The recommendation of the District shall be made by approval voting whereby a single vote may be cast for each candidate in the pool who would be acceptable to the District if nominated by the Society nominating committee and elected by the Society Board.

ARTICLE VI

District Board of Directors

6.01 Composition

There shall be a District Board of Directors consisting of the president, executive vice president, secretary, treasurer, immediate past president, and such number of board members at large as the District House of Delegates shall, by resolution adopted from time to time, determine.

6.02 Duties

The District Board of Directors shall be the responsible administrative agency of the District and shall have the power and authority to transact all business of the District during the interval between District House of Delegates meetings. The District Board of Directors shall be authorized to make budgeted expenditures and emergency expenditures and is empowered to take such emergency action as may be in the best interest of the District. It shall also enforce Society and District rules and regulations.

6.03 Meetings

The District Board of Directors shall meet at least twice each year. Special meetings of the Board may be held on call of the District president, or as otherwise provided by applicable corporate law.

6.04 Quorum

A majority of the membership of the District Board of Directors constitutes a quorum.

ARTICLE VII

District House of Delegates meetings

7.01 Time and place

The District House of Delegates shall hold at least two meetings a year at times specified by resolutions adopted by the District Board or House of Delegates.

7.02 Delegates and voting

Each District chapter shall be entitled to representation in the District House of Delegates by one or more Delegates or alternates in accordance with rules or policies adopted by the House of Delegates and set forth in a District code of regulations or statement(s) of policy. Each delegate and alternates shall be a member in good standing of the chapter he represents. Each Delegate shall be entitled to one vote on any question submitted for vote at the House of Delegates meetings, and no person shall be entitled to more than one vote regardless of the offices or representative positions held. No proxy or absentee votes shall be permitted.

ARTICLE VIII

District committees

8.01 Appointment

Prior to January 1 following his election, the District president-elect shall appoint a District Ethics Committee, a District Nominating Committee and such other committees and task forces as may be required to carry on the business of the District.

8.02 Ethics Committee

- (a) Each District president shall appoint a member of his District (preferably a current or past District officer) to be District Ethics Committee chairman. The District Ethics Committee shall be comprised of not less than three nor more than five members (including the chairman).
- (b) The committee shall receive, investigate and take any necessary action relating to alleged violations of the Society Code of Ethics which have been referred to the committee pursuant to the Society ethics complaint policies, procedures and regulations.

8.03 Nominating Committee

- (a) The District Nominating Committee shall consist of three or more members, a majority of whom shall be past District officers. All members of the committee shall be required to have demonstrated knowledge of District affairs and experience in the governance of the District.
- (b) The committee shall present a slate of eligible candidates for each District office and District board member at large position at such time and in such manner as prescribed by District regulations or statements of policy. The committee shall also be responsible for making recommendations to the Society nominating committee for potential candidates for the positions of Society Board director at-large.

ARTICLE IX

Area and division organization

9.01 Areas and Divisions

The District may organize chapters of the District into areas or divisions, the number and boundaries of which shall be determined by the District Board of Directors subject to approval by the District House of Delegates.

ARTICLE X

Disciplinary powers

10.01 Authority

Subject to the power and authority of the Society Board, and provisions of Society Bylaws and other governing documents, the District Board of Directors shall have the authority to regulate and discipline District chapters in such manner as may be proper and just under the circumstances.

ARTICLE XI

Dissolution

11.01 Asset disposition

In the event of the dissolution or winding up of the District, voluntarily or otherwise, all of its assets remaining after payment, or provision for the payment, of all debts and liabilities of the District shall be distributed to the Society if it is then existing and organized and operated exclusively for charitable and/or educational purposes and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. If the Society is not then existing and so organized, operating and exempt, then such remaining assets shall be distributed to another existing organization that is so organized and operating exclusively for one or more of the purposes for which the Society and District were formed, and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. [In the event of the dissolution of a Canadian district, such distribution shall be made to one or more registered Canadian charitable organizations.]

ARTICLE XII

Amendments

12.01 By Society Board

The Society Board may amend these bylaws under its power given in the Society bylaws, and any such amendments shall become binding upon this District.

12.02 By District

- (a) Amendment by District: These bylaws may be amended by this District only as may be necessary to comply with the laws of any nation, state or province, or otherwise as approved by the Society Governance and Bylaws Committee, acting on behalf of the Society Board. Any such amendment shall not become effective until approved by the Society Governance and Bylaws Committee.
- (b) Notice and voting: Proposed amendments shall be in writing and shall be mailed, together with notice of the meeting of the District House of Delegates, to each District delegate at least two weeks prior to the meeting at which they are to be voted on. Amendments may be considered at any regular or special meeting of the District at which a quorum is present, and shall be adopted upon two-thirds vote of the delegates present.

Chapter License and Charter Policy

Pursuant to the authority granted by Article 3.03 of the Society bylaws, the Society Board of Directors prescribes the following rules, regulations and conditions pertaining to the issuance, maintenance and retention of Society chapter licenses and charters:

I. Licensed Chapters

- A. Prospective groups may, upon application on the prescribed form (to be supplied by the Society office), be issued a "License to Operate as a Chapter." Such license shall be issued by the Society's executive director upon receipt of the following:
 - (1) Application bearing signatures of at least four (4) licensing members, sponsoring chapter's president or the district vice president (as the case may be) and the district president.
 - (2) Remittance of license fee as established by the Society Board.
 - (3) Typewritten or printed roster of licensed chapter members (to be submitted on Society forms contained in licensing kit).
 - (4) Typewritten or printed roster of licensed chapter officers (to be submitted on Society forms contained in licensing kit).
 - (5) Membership application or transfer forms for each licensing member, together with dues payments (under available payment options).
- B. All licenses must be issued in the official name of the chapter, which name must be approved by the district and by the Society office and otherwise comply with the provisions of Section III A(3) below.
- C. Upon receipt of the foregoing documents and remittance, the Society, through its Society office, shall provide:
 - (1) The "License to Operate as a Chapter" signed by the Society's executive director. The license is valid for one year from the date of issue.
 - (2) *The Harmonizer* subscriptions for each member reported to the Society office.
 - (3) Such other materials as the Society office shall determine to be necessary and appropriate.
 - (4) Insurance coverage, fidelity, bodily injury/property damage and products liability, under the Society's master policies. (Licensed chapters will be covered immediately, but will not be billed for the premium until the chapter charters. Premiums will be billed on a pro-rated basis for the period of the license and the balance of the calendar year in which they charter.)
- D. The chapter shall conduct a concerted membership recruitment program throughout the entire license period. Members enrolled subsequent to the submission of the license application shall be reported promptly to the Society office with the appropriate fees.
- E. If a licensed chapter is unable to fulfill the chartering requirements within one year, successive three-month extensions may be requested by the district. An additional administrative fee shall be charged for each three-month extension to allow the license and all services to continue. If renewal forms and fees are not received within 30 days of the license expiration date, the license is automatically canceled.
- F. Upon receipt of its license, the chapter shall be privileged to:
 - (1) Refer to itself as a licensed chapter of the Society.
 - (2) Attend official meetings of the district without voting privilege.
 - (3) Produce chapter shows, but it is recommended that they be co-produced with an active, chartered

chapter (preferably the sponsoring chapter, if any). It is Society policy that all Society units, in keeping with the spirit of barbershopping, will not charge a performance fee for appearance on licensing and chartering shows. If it is necessary, due to distance or amount of expense, reimbursement by the host chapter for out-of-pocket expenses would be in order.

G. The licensed chapter shall not be privileged to:

- (1) Register quartets with the Society.
- (2) Enter a competing chorus or quartet in an official district or Society contest.

H. During the license period the chapter shall be required to submit the same reports to the district and Society offices as are required from chartered chapters.

II. Approval

If, in the judgment of the district president, the welfare of adjacent chapters might be adversely affected by the issuance of the license or charter, it shall be his responsibility to withhold approval. The prospective chapter, or any adjacent chapter which deems itself adversely affected by the withholding or granting of any such approval, shall have the right of successive appeals to the district board of directors, the district house of delegates, and the Society Board of Directors, in that order, provided that the appealing party gives written notice of such appeal to the other party, and to the body to which the appeal is to be taken, within 15 days after the withholding or granting of such approval. All appeals shall be heard at the next regularly scheduled meeting of the body to which the appeal is taken, or at a special meeting called by such body for such purpose. If the appeal process ultimately results in the determination to issue the license or charter, the Society's executive director shall issue the license or charter without the approval of the district president.

The minimum member requirements for chapter licensing or chartering, as fixed by the Society Board and set forth in Section I A(1) and Section III A, may not be increased or decreased by any district. For good cause shown, however, a district president may withhold approval of a new license or charter, and in that event the prospective chapter shall have the right to appeal that action, as provided in the preceding paragraph.

III. Chartered Chapters

A. Chartering

- (1) The minimum membership necessary to qualify for a chapter charter is 12, fifty per cent (50%) of whom must not previously have been members of the Society, or must be former members whose membership expired more than one year previously.
- (2) At the request of the district president, a chartering kit will be supplied by the Society office outlining the necessary procedures to obtain a charter.
- (3) The official name of each chapter must identify the chapter by reference to a specific, locally recognized, geographic location situated within the area from which the chapter's membership is primarily drawn. The official chapter name must also contain the name (or abbreviation) of the state or province within which the chapter is located. The official chapter name may include the descriptive word "quartet," but no other descriptive words or terms are permitted as part of the official chapter name, other than as may be necessary to identify the specific geographic location of the chapter. No chapter name shall be so similar to the name of a chapter already in existence so as to be confusing or misleading. The official chapter name must be approved by the district and by the Society office. All chapter charters will be issued in the official chapter name. All chartered chapters must be incorporated, and their corporate existence must be maintained, under their official chapter name.
- (4) Charter processing:
 - (a) The Society's charter application form must be completed by the chapter and endorsed by the sponsoring chapter (if any) or district vice president, and by the district president (unless the charter is being issued pursuant to an appeal under Section II).

- (b) The completed charter application form must then be forwarded to the Society office accompanied by (i) payment of the applicable Society and district dues and fees, and (ii) copies of the articles of incorporation, bylaws, code of regulations and other governing documents proposed for adoption by the new chapter. Articles of incorporation or other corporate documents for the new chapter must **not** be filed with governmental authorities until reviewed and approved by the Society.
- (c) Once the chartering documents have been given final Society approval, the chapter must then (and only then) proceed to incorporate under the law of the state or province in which it is located.
- (d) The chapter should complete the incorporation process within 60 days after approval of the chartering documents has been given, and must promptly furnish the Society office with a photocopy of the official certificate or evidence of the incorporation when issued by the state or province.

B. Suspension

- (1) A chapter shall be subject to suspension for failure to submit any of the following to the Society office within the time required:
 - (a) Payment of any Society billing (including member dues and fees; insurance premiums; merchandise, supply, services, or other charges) within 30 days from the date of the billing. (In the event a chapter fails to remit Society dues for any member previously reported by the chapter on official Society membership reporting forms such member shall be recognized as a fully paid member of the Society for the membership year involved. If a chapter fails to remit funds which it has collected from a member, the Society may refer the matter to its legal counsel or bonding company.
 - (b) As to U.S. chapters only, a copy of the Internal Revenue Service Form 990 (or other tax form(s) required to be filed by the chapter with the IRS), such copy to be filed with the Society office by May 15 following the close of the tax year in question.
 - (c) Any monthly or other financial reports(s) required of the chapter, such report(s) to be filed with the Society office within 15 days after the same shall be due.
 - (d) The report of newly elected chapter officers, such report to be filed with the Society office by December 1 of each year.
 - (e) Copies of any other monthly or annual report or document pertaining to the chapter's continued legal existence that are required to be filed by the chapter with the state or province in which the chapter is incorporated, such copies to be filed with the Society office within 30 days after the date on which such report(s) or document(s) is due to be filed with the governmental authority.

If a payment, report or document has not been received in the Society office within the time specified in this subsection 1, the Society office shall give the chapter written notice thereof as provided in subsection (4) below; and if the delinquent payment, report or document is not thereafter received in the Society office within 20 days after the date of such notice, the chapter shall be automatically suspended. If the delinquent payment, report or document is received in the Society office subsequent to suspension but prior to revocation of the chapter's charter (under the provisions of Section III C), the suspension shall be automatically lifted, and the Society office shall so notify the chapter president and the appropriate district and Society officers.

- (2) A chapter shall also be suspended if the membership of the chapter remains fewer than eight (8) members in good standing for a period of 60 consecutive days. If, subsequent to suspension but prior to revocation of the chapter's charter (under the provisions of Section III C), the chapter membership is restored to at least eight (8) members in good standing, the suspension shall be automatically lifted, and the Society office shall so notify the chapter president and the appropriate district and Society officers.

- (3) The executive director shall give written notice, in the manner provided in subsection (4) below, of the suspension of any chapter pursuant to the provisions of subsections (1) or (2) above.
- (4) Notice of any delinquent payment, report, or document given by the Society office pursuant to subsection (1) above shall be sent by regular mail or e-mail to the chapter president, chapter secretary, and chapter treasurer, with copies to the appropriate district president. Notice of suspension of any chapter given by the executive director pursuant to subsections (1) or (2) above shall be sent by certified mail, return receipt requested, to the chapter president, with copies by regular mail or e-mail to each member of the chapter's board of directors, the Society president and the appropriate district president.
- (5) In addition to being subject to disciplinary action under Section III D below, any chapter that has been suspended shall immediately lose all voting privileges and its chorus shall be prohibited from competing in any district or international chorus contest during the continuance of such suspension.

C. Revocation

Chapter charters shall be subject to revocation under the following circumstances, and in accordance with the following provisions and procedures:

- (1) If the membership of a chapter remains at fewer than eight (8) members in good standing for a period of 120 consecutive days (including the period of suspension pursuant to Section III B), the chapter's charter shall be automatically revoked. The executive director shall send written notice of such revocation, by certified mail, return receipt requested, to the last reported chapter president, with copies by regular mail or e-mail to the Society president, the appropriate district president, district secretary, and the Society Board.
- (2) If, within 30 days after the suspension of a chapter under Section III B(1), the delinquent payment, report, or document has not been received in the Society office, in addition to the notice of suspension required under Section III B(1) the Society office shall send a notice to each chapter member by regular mail or e-mail explaining the suspension and pending charter revocation. If the cause of the suspension is not remedied within 60 days after the date of the notice of suspension, the charter of the chapter shall be automatically revoked, and the executive director shall send written notice thereof, by certified mail, return receipt requested, to the chapter president, with copies by regular mail or e-mail to each member of the chapter board of directors, the Society president, the appropriate district president and district secretary.

D. Disciplinary Action

- (1) In addition to any other sanctions specifically provided for in the Society bylaws, statements of policy, rules, regulations or other governing documents (collectively, "Society Governing Documents"), any chapter that violates Society Governing Documents shall be subject to disciplinary action as provided in this Section D.
- (2) Any Society member believing any chapter to be violating any provision of Society Governing Documents may make a written and signed complaint thereof, setting forth the alleged violation or violations in reasonable detail. Such complaint shall be sent by the complainant: (a) by regular mail to the Society executive director at the Society office; (b) by certified mail, return receipt requested to the president of the chapter involved; and (c) by regular mail to the Society president and the appropriate district president.
- (3) Upon the executive director's receipt of the complaint, the following procedures shall be followed:
 - (a) During the 30-day period following the receipt of such complaint, the executive director (or his designee) shall make such investigation of the allegations set forth in the complaint as deemed necessary. The chapter may, during such 30-day period, send to the executive director (or his designee) such written response to the complaint as the chapter may choose to make.

- (b) After the expiration of the 30-day period and the completion of the investigation, the executive director may determine either (i) to dismiss the complaint, or (ii) to refer the complaint to a Hearing Committee. Written notice of the action taken by the executive director shall be sent to the complainant, the chapter president, the Society Board and the appropriate district president.
 - (c) In the event the executive director has determined to dismiss the complaint, the Society Board may, on its own motion or in response to a written and signed appeal by the complainant, overrule the dismissal of the complaint by the executive director and direct that the executive director refer the complaint to a Hearing Committee.
 - (d) After the expiration of the 30-day period and completion of his investigation, if the executive director determines that there is probable cause that the alleged violation has occurred and is likely to continue, and that such violation is likely to result in immediate and significant detriment or harm to the Society or any unit thereof, or to any member, then the executive director shall refer the complaint to a Hearing Committee and may, pending the outcome of such hearing, immediately suspend such chapter, by giving notice of suspension in the manner provided in Section III B(4) above and by giving additional notice thereof to the Society Board by regular mail or e-mail.
- (4) In the event it is determined to refer any complaint to a Hearing Committee, the following procedures shall be followed:
- (a) The Hearing Committee shall consist of three members, two of whom shall be appointed by the Society president and one of whom shall be appointed by the president of the district involved. All appointments shall be made, and committee members notified of their appointments, within 15 days after the determination to refer the matter to the Hearing Committee; provided, however, that, if the district president fails to make his appointment within such time, the Society president shall also appoint the third member of the Hearing Committee, but such member shall be a member of a chapter in the district involved.
 - (b) Within 60 days after the appointment of the last Hearing Committee member, the Hearing Committee shall hold a hearing on the complaint at such time and place as the Hearing Committee shall specify in a written notice sent by regular mail or e-mail to the complainant and the president of the chapter involved. Such hearing shall be held no sooner than 14 days after the date such notice is sent.
 - (c) Prior to, or at the hearing, any interested party may submit written and signed statements or other documentary proof to the Hearing Committee and shall furnish copies to the other interested parties. Any interested party shall be entitled to be heard at the hearing, subject to reasonable limitations established by the Hearing Committee.
 - (d) Within 30 days after the hearing, the Hearing Committee shall make written findings of fact and recommendations as to action to be taken by the executive director. Copies of the findings and recommendations shall be sent to the Society Board, the complainant and the president of the chapter involved. The Hearing Committee shall also send to the executive director all written statements and documents submitted to the Hearing Committee by interested parties. Within 10 days after the hearing any interested party may also submit to the executive director such party's written version of the facts established at the hearing.
 - (e) Promptly following receipt of the report of the Hearing Committee, the Society Board shall consider the report, as well as the documents and statements furnished to the Hearing Committee and by the interested parties, and shall take such action as the executive director may determine appropriate. The executive director shall give notice of such action as provided in subsection (g) below. The complainant or the chapter involved may appeal such action by giving written notice by certified mail, return receipt requested, to the Society president, the executive director and the other party within 10 days after the date of the executive director's notice of action. The Society Board may then, by a vote of two-thirds of its members (with or without a further hearing or evidence, as the Society Board may determine), modify or overrule the action determined by the executive director.

- (f) The action taken by the executive director (or by the Society Board on appeal) may include (but shall not be limited to) any one or more of the following:
 - (i) Dismissal of the complaint.
 - (ii) Revocation of the charter.
 - (iii) Suspension of the chapter from one or more specified Society rights and privileges for a definite time, and/or subject to specified conditions.
 - (iv) Reprimand.
 - (v) Legal action.
- (g) The action taken by the executive director (or by the Society Board on appeal) shall be final and binding upon all interested parties. Written notice of the action taken by the executive director (or by the Society Board on appeal) shall be sent by the executive director by certified mail, return receipt requested, to the complainant and the president of the chapter involved, and by regular mail or e-mail to the Society Board and the appropriate district president.

E. Voluntary Surrender

Upon request of a district board of directors, or of a chapter, made between meetings of the Society Board, the Society president is empowered to act on behalf of the Society Board to effect the voluntary surrender and revocation of a chapter charter.

F. Merger of chapters

- (1) If two or more chapters desire to merge, operating as a single chapter under one charter, they must take the following successive steps:
 - (a) The board of each chapter shall assess the merger idea, giving full attention to the location, potential and financial condition of each chapter. When the boards agree to go forward, they shall hold a joint meeting to discuss the matter.
 - (b) If it is agreed to go forward, the president of each chapter shall notify each member of his chapter, by mail or e-mail, that a special meeting of the chapter will be held, giving time, date and place. The special meeting of each chapter shall be held separately from the meeting(s) of the other chapter(s).
 - (i) The notice of the separate meeting must be given at least two weeks before the date of the meeting. Note: State or provincial law may have other or different specific requirements concerning the manner and time of notice and/or merger procedure. Those requirements must be satisfied in all events.
 - (ii) The notice shall inform the chapter members that the purpose of the meeting is to vote on the merger proposal.
 - (iii) After establishment of a quorum and discussion, a favorable vote by two-thirds of the members present and voting (in each separate meeting) must be obtained before the next step may be taken.
 - (c) If the merger plan receives the required favorable vote in all chapters which are to participate in the merger, a combined board meeting shall be held to discuss the details necessary for the merger.
 - (d) The nominating committee and/or the boards of the chapters shall propose a slate of officers for the new chapter. (It is recommended that the slate include members from each chapter.)
 - (e) The chapters shall then hold a joint meeting and elect new officers, following the requirements of the standard chapter bylaws.

- (f) A request for approval of the merger and a list of the elected chapter officers shall be sent to the district president, who shall present the proposal to the district board of directors for its consideration.
- (g) If the merger is approved by the appropriate district board(s), the district in which the merged chapter is to be located shall submit the chapter information to the Society executive director. If it is not approved, either chapter may appeal the matter to the house(s) of delegates, with a further right of appeal to the executive director. If approval occurs at the district or (if appealed) Society levels, then (provided that all requirements of state and provincial law have been met) the Society office shall transfer the members of record from the dissolved chapter(s) into the new chapter and make any other necessary record changes.
- (h) The dissolved chapter(s) shall surrender its/their Society charter(s) to the Society office.
- (i) Funds and other assets of the dissolved chapter(s), if any, shall be turned over to the new chapter.
- (j) All requirements of state or provincial law dealing with corporate mergers or dissolutions shall be fully satisfied. Copies of all documents required to be filed with the governmental authorities shall be submitted by the chapters to the Society Governance and Bylaws Committee for review and approval prior to filing the same with the governmental authorities. Upon receipt of governmental approval and acknowledgment of the filing(s), the chapter(s) shall promptly furnish copies to the Society office.
- (k) The dissolved chapter(s) shall file a final IRS form 990, and send a copy to the Society office (U.S. only).
- (l) If the merging chapters are located in more than one district, the foregoing shall apply to each district involved.
- (2) The Society office and the district president must be kept informed and furnished copies of the appropriate documents at each succeeding step of the process.

G. Name change

- (1) If a newly merged chapter, or an existing chartered chapter, desires to adopt a new name, it must submit the new name to the district board and to the Society executive director. At each level, approval must be given before the action becomes final. The new official chapter name must comply with the provisions of Section III A(3) above.
- (2) Corporate documents must be amended to reflect the new name by filing amendments with the state or provincial authority. Copies of all documents required to be filed with the governmental authorities shall be submitted by the chapter to the Society Governance and Bylaws Committee for review and approval prior to filing the same with the governmental authorities. Upon receipt of governmental approval and acknowledgment of the filing(s), the chapter shall promptly furnish copies to the Society office.

H. Voluntary Dissolution

- (1) Any chapter desiring to dissolve voluntarily must take the following successive steps:
 - (a) A special meeting of the membership shall be called for the purpose of acting upon the proposal to dissolve the chapter. Notice of the meeting, stating the purpose of the meeting, must be given to each member of the chapter by mail or e-mail at least two weeks prior to the date of the special meeting. Note: State or provincial law may have other or different specific requirements concerning the manner and time of notice and/or dissolution procedure. Those requirements must be satisfied in all events.

- (b) At the meeting, provided that a quorum is present, two thirds of the members present and voting must adopt a resolution to dissolve the chapter and surrender the Society and corporate charters.
 - (c) The district president and the Society executive director must be notified that the chapter is being dissolved, and the chapter's Society charter must be surrendered to the Society executive director.
- (2) After satisfying all debts and obligations of the chapter, within thirty days after adoption of the resolution to dissolve all remaining funds, property and assets of the chapter must be delivered to the district president (or his designee) for the district's use in accordance with Article XI of the standard chapter bylaws.
- (3) All requirements of state or provincial law dealing with corporate dissolutions shall be fully satisfied. Copies of all documents required to be filed with the governmental authorities shall be submitted by the chapter to the Society Governance and Bylaws Committee for review and approval prior to filing the same with the governmental authorities. Upon receipt of governmental approval and acknowledgment of the filing(s), the chapter shall promptly furnish copies to the Society office.
- (4) The dissolved chapter shall file a final IRS form 990, and send a copy to the Society office (U.S. only).

STANDARD CHAPTER BYLAWS

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ARTICLE I

Name-Organization

1.01 Name; organization

The name of this organization shall be _____ Chapter, SPEBSQSA, Inc. (hereinafter called the "chapter"). The chapter is organized and exists pursuant to the provisions of Article III of the bylaws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a not-for-profit corporation (hereinafter called the "Society").

ARTICLE II

Purpose and Mission

2.01 Purpose

The purpose of this chapter shall be to perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members; to encourage and promote the education of its members and the public in music appreciation; to initiate, promote and participate in charitable projects; and to promote public appreciation of barbershop harmony.

The chapter activities shall be conducted without personal gain for its individual members and any profits or other inurements to the chapter shall be used in promoting the purposes of the Society, its districts or chapters.

2.02 Mission

Every chapter shall have a mission statement reflecting its own place in the community, and in the Barbershop Society.

Chapters shall strive to serve the musical needs of all current and potential members by providing and actively supporting a wide variety of barbershopping opportunities, which may include organized quartetting, pickup quartetting, chorus singing, and group or "gang" singing.

ARTICLE III

Membership

3.01 Qualifications for membership

Any male person of good character and reputation may be considered for membership or for transfer from another chapter, subject to the applicant's agreement to abide by the Society's governing documents and Code of Ethics and subject to such further and reasonable restrictions as may be adopted by the chapter and incorporated in its code of regulations or statements of policy.

A "member" is one whose chapter, district and Society dues are fully paid and who is not under suspension by his chapter or the Society Board of Directors ("Society Board"). A "former member" is one who has not paid his yearly dues by his membership expiration date.

3.02 Classification

There shall be but one membership classification, that of active membership. No honorary chapter memberships shall be allowed.

3.03 Manner of admission

Applications for membership, including applications for transfer from another chapter, shall be submitted in writing upon forms furnished by the Society and must be supported by one member in good standing. Such applications must be accompanied by the initiation fee and initial dues and must receive either (1) a majority favorable vote of the chapter board of directors or (2) a majority favorable vote of the members present (providing a quorum is present), using a written ballot, following a favorable report from the chapter membership committee. Following such approval, the applicant's admission to membership in the Society shall become effective upon receipt and approval at the Society office.

of a report of the chapter approval of the application, and his expiration date shall be set accordingly. A former member seeking to renew his membership shall be required to reapply for membership, which application shall be subject to the approval of the chapter board of directors or members as provided above. A former member who renews shall pay the fees and charges set forth in Section 4.02. The chapter may, for reasonable cause, refuse to accept renewal dues tendered by a member prior to the expiration of his current membership. Such refusal must be supported by either (1) a majority vote of the chapter board of directors or (2) a majority vote of the members present (providing a quorum is present), using a written ballot, following a recommendation from the chapter membership committee to refuse such renewal. Such refusal shall not be deemed to be the suspension or expulsion of the member, and he shall be eligible to renew his membership in any other chapter, including the Frank H. Thorne Chapter.

3.04 Suspension or expulsion

- (a) A demand to suspend or expel a member shall be in writing, shall state clearly the charge against such member and shall, except when initiated by the Society Board or the chapter executive committee or board of directors, be signed by the complainant.
- (b) A member may be suspended or expelled only for such acts or omissions as shall constitute conduct unbecoming a member or conduct detrimental to the best interests of the Society in the fulfillment of its objects and purposes, or for willful violation of the Code of Ethics of the Society or of the rules, regulations or statements of policy promulgated by the Society Board. Nonattendance at chapter meetings shall not be considered such conduct for the purpose of suspension or expulsion but may, at the discretion of the chapter board of directors, be considered reasonable cause for refusing to accept renewal dues tendered by the member, as permitted under Section 3.03 above. A member charged with wrongdoing, and facing suspension or expulsion by his chapter therefor, shall be informed of the charges in writing; shall be accorded a hearing upon demand therefor, and shall be suspended or expelled only following two weeks notice to chapter members of the pending proceedings and upon a two-thirds affirmative vote of the members present and voting at a regular or special meeting of the chapter at which a quorum is present. Suspension or expulsion of a member may also be effected by the Society Board pursuant to Section 3.01(c) of the Society bylaws, and regulations adopted pursuant thereto.
- (c) Any member, having been suspended by the chapter, as provided in (b) above, shall lose all privileges of membership, except the receipt of *The Harmonizer* (unless the chapter shall qualify the conditions of the suspension with specific restrictions and not all privileges), during the period of his suspension, and shall be reinstated automatically at the end of such suspension, unless his actions warrant an extension or expulsion, which action shall be taken as above provided.

3.05 Appeal

Any person aggrieved by suspension or expulsion may appeal the same within 30 days to the Society Board whose decision in the matter shall be final.

3.06 Re-admittance of expelled members

- (a) No former Society member having been expelled for cause by the chapter, or having resigned to avoid expulsion for cause, shall be readmitted to membership except by a two-thirds affirmative vote of the chapter board of directors and confirmed by a majority affirmative vote of chapter members present and voting at a regular chapter meeting at which a quorum is present; provided, however, that a former Society member who has been expelled for cause by a chapter, or who has resigned to avoid such expulsion for cause, may be readmitted to Society membership in a chapter (including the Frank H. Thorne Chapter) other than the expelling chapter, by a two-thirds affirmative vote of the Society Board as provided in Section 3.01(e) of the Society bylaws.
- (b) Re-admittance of members expelled by the Society Board shall be governed by the conditions of Section 3.01(e) of the Society bylaws, that is, by a two-thirds affirmative vote of the Society Board.

ARTICLE IV

Dues, fees and fiscal year

4.01 Initiation fee

The initiation fee shall be set by the chapter board of directors, but in no case shall it be less than that required by the Society bylaws.

4.02 Service charge and reinstatement fee

Former members who renew their membership within six months of their expiration date must pay, in addition to the Society dues, the late renewal service charge set by the Society Board. Former members who renew their membership later than six months following their expiration date must pay, in addition to the Society dues, the reinstatement fee set by the Society Board.

4.03 Annual dues

The annual dues of this chapter shall be such amount as may be decided by the chapter board of directors, from time to time, and shall include Society dues, and district dues and shall be payable in advance. Dues are fully earned when paid, and there shall be no refund of any portion of the dues in the event of the resignation, death, suspension or expulsion of a member. Members holding membership in two or more chapters shall not be required to pay multiple Society dues, but members holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

4.04 Finances

All finances and monies collected by the chapter from dues, penalties, donations or payments for shows and performances shall be under the control of the chapter board of directors and shall only be used in promoting the purposes of the Society without personal gain to any individual members.

4.05 Fiscal year

The fiscal year of the chapter shall begin on January 1 and end on December 31.

ARTICLE V

Meetings

5.01 Membership meetings

- (a) Regular meetings of this chapter shall be held at such time and place as the chapter shall designate.
- (b) Special meetings may be called by a majority vote of the membership at any regular meeting or by the president, and notice of such special meeting shall be given to the members not less than ten days prior to the date of such meeting.
- (c) The annual meeting for the election of officers and directors shall be held prior to October 15 of each year and notice of the date of such meeting shall be given to the members at least two weeks prior to such date.

5.02 Board of directors

The board of directors shall meet at least once each month at a time and place determined by the president or fixed by resolution adopted by the board.

ARTICLE VI

Officers and directors

6.01 Officers

The officers of this chapter shall be president, chapter development vice president, music and performance vice president, marketing and public relations officer, secretary, treasurer, and such other officers as may be deemed necessary to conduct the affairs of the chapter. The marketing and public relations officer is optional in chapters having 25 or fewer members. The offices of secretary and treasurer may be combined. Officers shall be elected to one-year terms and may succeed themselves. Officers shall take office on January 1 of the following year and serve until their successors are duly elected and take office. The officers shall perform the usual duties of their office and such other duties as the board of directors shall direct. Each officer shall be an active member of the chapter.

6.02 Directors

The board of directors shall consist of the officers, the immediate past president and _____ other active members of the chapter, called board members-at-large, who shall be elected in the same manner and at the same time as the officers. The board members-at-large may be elected annually, or they may be elected for terms of two or not more than three years in such combination groups that the chapter will be provided with staggered terms of office among this group of directors. In any event, the board members-at-large shall serve until their successors are duly elected and qualified; provided, however, that there shall be not less than that number of directors required by state law.

6.03 Removal of officers or directors

Any officer or director of this chapter may be removed from office by a two-thirds vote of the members present at any regular or special meeting when a quorum is present; provided, however, that notice of such meeting and the purpose of same has been given to the membership at least two weeks prior to the date of said meeting.

6.04 Vacancies

Vacancies among officers or directors shall be filled by the board of directors for any unexpired term. A vacancy in the office of the president may be filled automatically by any vice-president at the option of the chapter. In the event of a vacancy in the position of immediate past president, a successor may be elected from among those past presidents who are able and willing to serve. A president who resigns or is removed during his term of office does not thereby become the immediate past president.

In the event that any officer or director, after election at the annual meeting, shall be unable to take office and serve after January 1 of the following year, a vacancy shall be declared, the nominating committee shall propose another member for such office and a special election shall be held after a notice of not less than two weeks and such elected officer or director shall take office on January 1 following his election.

6.05 Delegates

Chapter delegates to the district house of delegates shall be elected at the annual chapter meeting and shall take office on January 1 of the following year and shall serve for one year or until their successors are elected and installed. (It is recommended that one delegate be the chapter president.) Alternates may be appointed by the board of directors or as otherwise specified in a chapter code of regulations, statement of policy or operations manual. Each delegate and alternates shall be a member in good standing of the chapter.

ARTICLE VII

Elections

7.01 Nominating Committee

The nominating committee shall consist of at least three members of the chapter. This committee shall select one nominee for each elective office and directorship and shall submit its report at a regular meeting or by mail and/or electronic transmission at least two weeks prior to the annual meeting. This shall constitute the placing of the names in nomination.

7.02 Opposing nominations

Opposing nominations may be submitted by any member, provided, however, that consent of any nominee must be first obtained, and provided further, that notice of such nomination shall be given at a meeting or by mail and/or electronic transmission at least one week prior to the annual meeting.

7.03 Voting

When there is more than one nominee for an office, voting shall be done by written ballot. Each member in good standing is entitled to cast one vote, and voting by proxy or absentee ballot is not permitted. A majority of votes cast is necessary for election.

ARTICLE VIII

Committees

8.01 Appointment

On or before January 1 of each year, the president-elect shall appoint the nominating committee and such committees and task forces as he deems necessary. During the year, the president may appoint such other committees and task forces as he shall deem necessary or which shall be approved by the board of directors. The president shall be ex officio member of all committees, except the nominating committee, and shall instruct them in their duties.

ARTICLE IX

Quorum

9.01 Chapter and Board meetings

- (a) Chapter meetings: Thirty percent of the membership of the chapter shall constitute a quorum for the transaction of the business of the chapter, except where (following the procedure authorized by Section 3.03(2) of the bylaws) the business being considered is the acceptance of new members. In the latter case, a majority of the membership shall constitute a quorum. Each member shall be entitled to one vote on all matters brought before the membership, and there shall be no voting by proxy or absentee ballot.
- (b) Board meetings: At board meetings, a simple majority of the members of the board shall constitute a quorum.

ARTICLE X

Affiliation

10.01 Affiliation

This chapter shall be affiliated with the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc., a nonstock, nonprofit corporation, incorporated under the laws of the State of Wisconsin, and shall be a member of the _____ District of SPEBSQSA, Inc. (the "District")

10.02 Policy

This chapter shall be subject to all of the rules and regulations contained in the Society's charter, bylaws, and statements of policy adopted and promulgated from time to time, and shall adopt no rule or policy inconsistent therewith.

ARTICLE XI

Dissolution

11.01 Asset disposition

In the event of the dissolution or winding up of this chapter, voluntarily or otherwise, all of its assets remaining after payment, or provision for the payment, of all debts and liabilities of the chapter shall be distributed to the District if it is then existing and organized and operated exclusively for charitable and/or educational purposes and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. If the District is not then existing and so organized, operating and exempt, then such remaining assets shall be distributed to the Society if it is then existing and so organized, operating and exempt; but if neither the District or the Society is then existing and so organized, operating and exempt, then such remaining assets shall be distributed to another existing organization that is organized and operating exclusively for one or more of the purposes for which the District and the Society were formed, and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. [Canadian chapters shall make distribution of such property to one or more registered Canadian charitable organizations.]

ARTICLE XII

Amendments

12.01 By Society Board

The Society Board may amend these bylaws under their power given in the Society bylaws, and any such amendments shall become binding upon this chapter.

12.02 By Chapter

- (a) Amendment by chapter: These bylaws may be amended by this chapter only as may be necessary to comply with the laws of any nation, state or province, or otherwise as approved by the Society Governance and Bylaws Committee, acting on behalf of the Society Board. Any such amendment shall not become effective until approved by the Society Governance and Bylaws Committee.
- (b) Notice and voting: Proposed amendments shall be in writing and shall be mailed and/or electronically transmitted, together with notice of the meeting, to each chapter member at least two weeks prior to the meeting at which they are to be voted on. Amendments may be considered at any regular or special meeting of the chapter at which a quorum is present, and shall be adopted upon two-thirds vote of the members present.

Harmony Foundation International

HARMONY FOUNDATION INTERNATIONAL, Inc. (the "Foundation") is a nonstock, nonprofit charitable trust corporation organized in 1959, and existing under the laws of the state of Wisconsin. The purpose of the Foundation is to promote the use of Society resources in support of charitable and educational institutions, community services and civic projects, consistent with the purposes of the Society. The Foundation raises, manages and disburses funds generated by or through the resources of the Society, its districts, chapters, members and supporters. The Foundation is responsible for endowment, planned giving and annual fund raising programs, and for fund raising programs supporting the Society's educational and charitable mission, programs and other special projects.

The Foundation is a tax-exempt organization, qualified under Section 501(c)(3) of the U.S. Internal Revenue Code, and contributions to the Foundation are deductible by donors for income tax purposes, pursuant to Section 170 of the U.S. Internal Revenue Code.

The Vision Statement of the Foundation is:

Harmony Foundation International, Inc. is to be a leading philanthropic force dedicated to perpetuating the barbershop harmony art form for present and future generations to enjoy.

Pursuant to the provisions of the Foundation bylaws and a Trust Agreement between the Foundation and the Society, both adopted in 1997 and subsequently amended, the business and affairs of the Foundation are managed and administered by a Board of eleven Trustees, nine of whom are elected by the Society Board for rotating terms of three years each. In addition, the president/chief executive officer of the Foundation and the Society executive director are ex officio members of the Board of Trustees, with voice but without vote in matters considered by the Board. At least five of the Foundation Trustees must be members of the Society. The Foundation bylaws provide that the composite qualifications of the Foundation Board of Trustees should include fund raising experience, investment experience, and legal experience, consistent with the purposes and operation of the Foundation. Officers of the Foundation are elected annually by the Foundation Board. The Foundation has a staff, consisting of an executive director, development personnel, and clerical and support personnel, who conduct the daily operations of the Foundation. The Foundation also utilizes various volunteer committees and compensated professionals to carry out its responsibilities.

For a copy of the Foundation bylaws, or other information concerning the Foundation, please contact the Executive Director of the Foundation, through the Society office.

Resolutions adopted by Society Board of Directors, November 1, 2008:

RESOLVED, that the Governance and Bylaws Committee of the Society, acting on behalf of the Society Board of Directors, is hereby authorized, empowered, and directed, from time to time, to make such nonsubstantive additions, deletions, or corrections to the Society governing documents (hereinafter identified) with respect to such matters of form, style, grammar, and punctuation as will not have the effect of substantive amendment to, or repeal of, any such governing document, all as such committee, in its discretion and judgment, deems necessary and proper;

AND RESOLVED FURTHER, that the Society governing documents to which the foregoing authorization pertains are the Society Bylaws, all statements of policy, rules and regulations, Standard District Bylaws, Standard Chapter Bylaws, and the Society Contest and Judging Rules; provided, however, that with respect to the Society Contest and Judging Rules, the foregoing authority of the Governance and Bylaws Committee shall be exercised only in conjunction with the Society Contest and Judging Committee chairman, or a member of the Society Contest and Judging Committee designated by its chairman;

AND BE IT FURTHER RESOLVED, that the Governance and Bylaws Committee shall notify the Society Board within 30 days after making any changes in the Society governing documents pursuant to the authority of these resolutions and shall, from time to time, certify the current editions of the Society governing documents, copies of which shall be kept on file in the office of the executive director.

Pursuant to the authority of resolutions adopted by the Society Board of Directors on November 1, 2008, I hereby certify that the Society governing documents as set forth in the Rules and Regulations Handbook, Edition Date March 3, 2011, are true and correct and complete.

S/ James C. Warner

James C. Warner, Chairman

For the Society Governance and Bylaws Committee

Date: March 6, 2011

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