

# BHS Standard Chapter Bylaws

## [CHAPTER] Bylaws

**(Effective January 1, 2019 and  
Amended September 8, 2019)**

Adopted by Chapter Board on \_\_\_\_\_

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## **ARTICLE I: Name-Organization-Principal Office**

### **1.01 Name; organization**

The name of this organization shall be the \_\_\_\_\_ Chapter, SPEBSQSA, Inc. (hereinafter called the "Chapter"). The Chapter is organized and exists pursuant to the provisions of Article IX of the bylaws (the "Society Bylaws") of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, d/b/a Barbershop Harmony Society (hereinafter called the "Society"). The Society is incorporated under the not-for-profit laws of the State of Wisconsin and has been recognized as exempt from United States income tax under Section 501(c)(3) of the Internal Revenue Code.

### **1.02 Incorporation**

The Chapter, a subordinate organization of the Society, is a nonstock, nonprofit corporation incorporated under the laws of the State/Province of \_\_\_\_\_ (the "Jurisdiction of Incorporation").

### **1.03 Principal Office**

The principal office of the Chapter shall be as established in the incorporation documents filed with the Jurisdiction of Incorporation, or as may be adopted from time to time by resolution of the Chapter Board of Directors (the "Board"). The Chapter may have such other offices as the Board may designate or as the affairs of the Chapter may require from time to time.

### **1.04 Scope**

These bylaws in their entirety, both in form and substance as well as the Society Bylaws, shall be mandatory and binding upon all chapters, 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 II: Purpose and Mission**

### **2.01 Purpose**

The purpose of this Chapter shall be to support the purposes of the Society as indicated in Article II of the Society Bylaws and copied below:

- 1. To perpetuate the old American institution: the barbershop quartet and barbershop harmony;*
- 2. To promote appreciation of barbershop harmony;*
- 3. To initiate and maintain a broad program of musical education, contests, and appreciation in support of barbershop harmony and the allied arts;*
- 4. To establish and maintain foundations that support our vision; and*
- 5. To initiate, promote, and participate in charitable projects that support our vision*

## **2.02 Mission**

The mission of the Society is as follows:

*The Barbershop Harmony Society brings people together in harmony and fellowship to enrich lives through singing*

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

## **2.03 Youth Policy**

The Chapter is firmly committed to the protection of any youth who are members of the Chapter or who attend or participate in any functions or schools of the Chapter, and will ensure that all of its members adhere to the Society's Youth Policy, and the procedures pertaining to interactions with youth.

# **ARTICLE III: Board of Directors**

## **3.01 How Constituted**

The governing body of the Chapter shall be the Board consisting of the following: the president, who shall be chairperson of the Board, the secretary, the treasurer and \_\_\_\_\_ (number) of other persons, called Board members at large, and other officers as may be deemed necessary to conduct the affairs of the Chapter. The offices of secretary and treasurer may be combined if permitted under the laws of the Jurisdiction of Incorporation.

Up to two of the Board members-at-large may be non-members of the Chapter. If the Chapter believes that a higher number or percentage of non-member Board members could enhance the Chapter's mission and further the Society's Vision and Mission Statements, the Chapter may submit an application to the CEO of the Society or their designee, requesting the increased number of non-member directors and setting out the reasons therefore. The Society's Governance and Bylaws Committee may approve any number of non-Society members for at-large positions provided that the number of non-Society members shall not exceed one-half of the total number of at-large Board positions.

The purpose for adding non-members to the Board should be to obtain skills or abilities of the non-members to further the Chapter's mission statement and the Society's Vision and Mission Statements.

## **3.02 Executive Committee Option**

The Chapter may choose to create an executive committee to manage the administrative affairs of the Chapter between Board meetings. An executive committee must have, as a minimum, the president, secretary, and at least one other Board member, as members of the committee. The Chapter secretary shall keep minutes of all meetings of the executive committee, which shall be distributed to the entire Board as soon after the executive committee meeting as is practical. All actions of the executive committee must be confirmed by the full Board at the next regular or specially called meeting of the Board.

### **3.03 Duties**

The Board shall be responsible for furthering the Chapter's purposes, attaining its objectives, and the spread of barbershop harmony.

### **3.04 Meetings**

#### **(a) Regular and Special Meetings**

Regular meetings of the Board shall be held consistent with state or provincial law and must be held at least quarterly. Meetings shall be held at such time and place as shall be determined from time to time by the Board. To the extent permitted by state or provincial law, actions may be taken by the Board without a meeting provided the applicable state or provincial procedures are followed.

Special meetings of the Board may be called by the president, as required. All meetings shall be conducted according to the latest edition of *Robert's Rules of Order Newly Revised*.

#### **(b) How Conducted**

Board meetings (regular or special) may be conducted by any means in which:

1. All participating Board members may simultaneously hear each other during the meeting; and
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) Transacting Official Business**

If an official meeting is conducted, all participating Board members must be informed that an official meeting is taking place at which official business may be transacted. A Board member participating in a meeting is considered to be present at the meeting. Minutes of any such meeting shall be prepared and distributed to all appropriate Board members.

#### **(d) Executive Session**

Closed executive sessions of the Board may be held as deemed necessary, either at the discretion of the president or by a vote of the Board when the matter being considered is of a confidential or sensitive nature. Confidential minutes shall be taken by a designee appointed by the senior member present in executive session and such confidential minutes shall be filed separately from other Board minutes. Executive Sessions of the Board shall consist only of voting members of the Board, with select individuals invited to attend and/or participate as required, or by invitation of the voting members of the Board. If an Executive Session of the Board is called during the course of a regular meeting, non-essential personnel will be asked to leave for the duration of the Executive Session.

**(e) Absent Voting Director**

Should any voting director be unable to attend any meetings of the Board, there shall be no alternate process, nor any vote by proxy.

**3.05 Quorum**

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

**3.06 Action by Telephone, Facsimile or Electronic Transmission, or Written Consent**

The Board may take action, without a meeting, by telephone (confirmed in writing), facsimile, or electronic transmission, or by other written action as necessary and declared by the president, 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 IV: Officers and Directors**

**4.01 Titles**

The officers of this Chapter shall be president, secretary, treasurer, and such other officers as may be deemed necessary to conduct the affairs of the Chapter.

**4.02 Qualifications**

Each voting member of the Board who is a member of the Society shall be a member in good standing of both the Society and the Chapter.

Voting members of the Board who are not Society members are subject to confirmation that they meet all requirements that might otherwise exclude the individual from Society membership.

**4.03 Term of Office**

Each elected officer and director shall serve for a term of one year or until their successor is elected and qualified unless specified elsewhere in these bylaws. Officers may be reelected to successive terms. The term of each office shall begin on January 1 of the year following the meeting at which such officer or director was elected.

**4.04 Compensation**

All officers shall serve without compensation.

**4.05 President**

The president shall be the chairperson of the Board and shall exercise general supervision over all of its activities. The president shall also perform other duties as required by these bylaws, or as assigned by the Board. The president shall preside at all Board meetings and shall appoint all Board

Committees except as otherwise provided in these bylaws. The president shall have the power to make decisions in matters of an executive or administrative character, where the policy of the Board has been established, or when an emergency exists. The president shall have the power to make necessary decisions relative to expenditures and appropriations made by the Board, and to make emergency appropriations, when necessary, to implement the actions taken by the Board, subject to any Board-imposed limitations.

#### **4.06 Secretary**

The Chapter secretary is, in essence, the Chapter business manager who keeps the Chapter organized and current in correspondence, report filing and all paperwork related to the operations of the Chapter.

#### **4.07 Treasurer**

The treasurer shall be responsible for providing financial oversight for as well as advice and counsel to the Board. The treasurer shall be responsible for the development of the Chapter budget by the appropriate team, and shall present an annual budget and recommendations to the Board, for its consideration and action. The treasurer has the right to disburse the Chapter's funds in a Board-prescribed manner and shall maintain a record of Chapter assets, and receipts for Chapter funds placed in depositories designated by the Board. The treasurer shall require and maintain monthly statements from the designated depositories of the Chapter, and shall make such reports to the Board upon request. Moreover, the treasurer shall provide an annual financial report to the Board.

### **ARTICLE V: Nominations, Elections, Vacancies; Removals**

#### **5.01 Elections**

The annual Chapter meeting for the election of officers and directors shall be held prior to October 15 of each year and the notice of the date of such meeting shall be given to the members at least two weeks prior to such date.

#### **5.02 Election Process**

The election of the Board shall be placed on the agenda as an order of business. A majority vote of the Chapter members present, providing a quorum exists as provided in Section 9.04, shall determine the election of each Board position. 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. Voting shall continue until one nominee receives a majority of votes.

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. However, a vacancy in any position may be filled through voting by postal or electronic mail or by facsimile transmission.

### **5.03 Vacancies**

Vacancies among officers or directors shall be filled by the Board 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 Board. 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 their 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 their election.

### **5.04 Removals**

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.

### **5.05 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.

### **5.06 Delegate**

The Chapter's delegate to the District House of Delegates, defined in Section 10.03, shall be selected by the Board. It is recommended that the delegate be the Chapter president. Alternates may be appointed by the Board or as otherwise specified in a Chapter code of regulations, statement of policy or operations manual. Each delegate and/or alternate shall be a member in good standing of the Chapter.

## **ARTICLE VI: Chapter Committees and Task Forces**

### **6.01 How Constituted**

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

### **6.02 Board Committees**

Board Committees shall be established for recurring duties and operations of the Board. The primary function and purpose of each shall be defined within a Chapter operations manual or similar code of regulations maintained by the Chapter.

The Board may create Board Committees as deemed necessary.

### **6.03 Board Task Forces**

Board Task Forces shall be established for a one-time activity in support of the duties and operations of the Board.

The creation of a Board Task Force shall include the specific duty, the named members, and the ending date of the duty. The work performed shall be directed by a named Board member. All Board Task Force members shall be named by the current Board president.

### **6.04 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.

## **ARTICLE VII: Finance**

### **7.01 Annual dues**

The annual dues of this Chapter shall be decided by the Board. 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 Chapter member.

### **7.02 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 Board and shall only be used in support of the mission of the Chapter.

### **7.03 Fiscal Year**

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

### **7.04 Financial Review**

The Board shall provide for, and cause to be made, a financial review of the books and accounts of the Chapter annually or at its discretion at more frequent periods. The Chapter shall report the results of the review to the Society in a manner prescribed by the CEO of the Society.

### **7.05 Budget and Financials**

The Board shall adopt a budget for each fiscal year that is aligned with both the short and long-term financial objectives of the organization. As provided in Section 11.04 of the Society Bylaws, the Chapter shall submit a financial statement to the Society in a manner prescribed by the CEO of the Society by March 31 of each year that shows the financial condition of the Chapter as of December 31 of the prior year.

#### **7.06 Initiation Fee**

The initiation fee shall be set by the Board, but in no case shall it be less than that required by the CEO of the Society.

#### **7.07 Other Fees**

Other fees shall be in the amount established and set by the CEO of the Society.

#### **7.08 Dissolution**

In the event of the dissolution of the Chapter, all assets, after payment of obligations, shall be handled as provided in Section 11.01.

### **ARTICLE VIII: Participation Membership**

#### **8.01 Qualifications for Membership (*Select One of the Following Provisions*)**

Any male who meets the qualifications of Society Membership as set forth in Article VIII of the Society Bylaws (see Section 8.03 (a)) may be considered for participation membership in the Chapter.

Any female who meets the qualifications of Society Membership as set forth in Article VIII of the Society Bylaws (see Section 8.03 (a)) may be considered for participation membership in the Chapter.

Any person who meets the qualifications of Society Membership as set forth in Article VIII of the Society Bylaws (see 8.03.a) may be considered for participation membership in the Chapter.

The Chapter may offer participation in any number of performing groups, including, but not limited to, choruses, quartets or ensembles, consistent with the membership qualifications selected above.

Additionally, if the Chapter elects to offer participation membership to *any person* (option 3 above), it may offer participation in any number of performing groups as described above which may also consist of all male, all female, or mixed members at the option of the Chapter.

#### **8.02 Classification**

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

#### **8.03 Manner of Admission**

Applications for membership must receive either:

- (1) A majority favorable vote of the Board; **or**
- (2) A majority favorable vote of the Chapter members present (providing a quorum exists as provided in Section 9.04).

After approval, the applicant's admission to membership in the Society and the Chapter shall become effective upon approval by the Society.

A former member seeking to renew their membership shall be required to reapply for membership, whose application shall be subject to the approval of the Board or Chapter members as provided above. A former member who renews shall pay the fees and charges set forth in Sections 7.01, 7.06 and 7.07, as applicable. The Chapter may, for reasonable cause, refuse to accept renewal dues tendered by a member prior to the expiration of their current membership. Such refusal must be supported by either:

- (1) A majority vote of the Board; or
- (2) A majority vote of the Chapter members present (providing a quorum exists as provided in Section 9.04).

If the applicant is an existing Society Member, such refusal shall not affect that status.

#### **8.04 Suspension or Expulsion by Board**

The Board may, by a majority vote, suspend for a definite period of time or expel any Chapter member from their Chapter 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 Board. Any member charged and subject to being suspended or expelled shall be given written notice of the charges, mailed to their last known address, and upon their writing via mail or email to the Board made within 30 days from the giving of such notice shall be accorded a hearing before a Hearing Committee appointed by the Board.

#### **8.05 Suspension or expulsion by the Society Board**

Any Chapter member who shall have their Society Membership suspended or be expelled by the Society Board shall automatically have their Chapter membership suspended or expelled.

#### **8.06 Reinstatement of Suspension**

Any Chapter member suspended by either the Chapter or Society Board shall lose all privileges of Chapter membership during the period of their suspension. Reinstatement shall be at the discretion of the Chapter Board provided that the Society Membership has been reinstated.

#### **8.07 Re-Admittance of Expelled Members**

Any Chapter member expelled by either the Chapter or Society Board shall lose all privileges of Chapter membership. Re-Admittance shall be at the discretion of the Chapter Board provided that the Society Membership has been reinstated.

### **ARTICLE IX: Membership Meetings**

#### **9.01 Regular Meetings**

A regular meeting shall serve as the primary method of recurring and regular interaction between the Board and the Chapter membership.

Regular meeting of this Chapter shall be held at such time and place as the Chapter shall designate.

### **9.02 Special Meetings**

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.

### **9.03 Annual Meeting**

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.

### **9.04 Quorum**

Thirty percent of the membership of the Chapter shall constitute a quorum for the transaction of the business of the Chapter, except where 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.

### **9.05 Notice**

Notice of any meeting, or any action to be taken at a meeting, may be provided orally at any meeting of the members, or by e-mail, except to the extent otherwise required by law.

## **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.

### **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.

### **10.03 District Membership**

This Chapter shall be a member of the \_\_\_\_\_ District of SPEBSQSA, Inc. (the "District") in whose territorial limits the Chapter is situated. The Chapter is entitled to designate a delegate (the "Delegate"), selected pursuant to Section 5.06, to represent the Chapter at District House of Delegates meetings as provided under Article IV of the BHS Standard District Bylaws. The Chapter may petition to become a member of such other district(s) of the Society as it determines in its best interest, subject to the recommendation of the affected districts and the approval of the CEO of the Society. The determination by the CEO of the Society shall be binding on all affected districts.

## **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 nor 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) Process**

These bylaws may be amended by this Chapter only as 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.

#### **(c) Approval Exception**

Notwithstanding the approval requirements identified in Section 12.02(a) above, the Chapter may amend its Qualifications for Membership election under Section 8.01 (above) without prior approval by the Society Governance and Bylaws Committee only if such change is adopted under Section 12.02(b) and the change is from a single-gender membership to an open membership.

## HISTORY OF REVISIONS

### **January 1, 2019**

Rewrite to support Everyone in Harmony and to resolve inadequacies of the earlier version.

### **September 8, 2019**

Rewrite for added clarity: 1) eliminated inconsistency created in Section 7.08; 2) added language to permit chapters to select gender-specific chapter membership qualification under Section 8.01; 3) added Notice provision under Section 9.05; 4) added District Affiliation provision under Section 10.03; 5) added amendment approval requirement exception; and 6) additional minor clerical edits and references throughout revision.