

**SOCIETY BYLAWS
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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

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 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. 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) 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 International 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 International 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, and Harmony Foundation International Board of Trustees (the "Foundation Board of Trustees") when functioning as a Joint Audit Committee, at least annually at the annual meetings of the Board and Foundation Board of Trustees respectively, addressing specific actions taken by the committee, and matters requiring action by the Society Board and/or the Foundation Board of Trustees.
 - (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. At least one member of the Audit Committee shall not be a member of either the Society Board or the Foundation Board of Trustees. Members of the Society and Harmony Foundation International staffs 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. The chairman of the committee shall be appointed annually, and shall not be a member of either the Society Board or the Foundation Board of Trustees.
- (d) With the concurrence of the Foundation Board of Trustees, the Audit Committee may be established as a joint committee serving both the Society Board and the Foundation Board of Trustees. In such event, the Society President and the Chairman of the Foundation Board of Trustees shall each appoint one member of the committee, shall jointly appoint the third member, and annually shall 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 three-year rolling plans as described in Society Board Policy III G "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 three-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

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.