

# **Flint Arrowhead Barbershop Chorus**

## **CHAPTER BYLAWS**

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Sunday, April 17, 2016

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## **ARTICLE I**

### **Name-Organization-Principal Office**

#### **1.01 Name; organization**

The name of this organization shall be the Flint Arrowhead Barbershop Chorus 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"). The Society is incorporated under the non-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. Additional information about the Society's and chapters tax-exempt status may be obtained at: [www.barbershop.org/taxexempt](http://www.barbershop.org/taxexempt)

#### **1.02 Principal Office**

The principal office of the chapter shall be as established in the incorporation documents filed with the state or province in which incorporated or as may be adopted from time to time by resolution of the board of directors. The chapter may have such other offices as the board of directors may designate or as the affairs of the chapter may require from time to time.

## **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 inurement's 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.

## **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.

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## **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 applicable chapter, district and Society dues are fully paid and who is not under suspension by a 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 chapter 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 Remittance 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) Remittance 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**

Regular meetings of the Board of Directors 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 of Directors. To the extent permitted by state or provincial law, actions may be taken by the board of directors without a meeting provided the applicable state or provincial procedures are followed.

##### **5.03 Rules of Procedure**

Roberts' Rules of Order (most recent edition), including the Small Board Rules of Roberts' Rules, shall serve as the rules of procedure for chapter board and chapter membership meetings.

### **ARTICLE VI**

#### **Officers and Directors**

##### **6.01 Officers**

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. The offices of secretary and treasurer may be combined if permitted by law in the state or province in which the chapter is located.

**6.02 Terms of office.** The term of office for officers shall be as selected as one of the options in the appropriate blank below. In the event no box is selected, the default term of office shall be for one year.

X One year OR    Two years

Officers shall take office on January 1 of the year following their election and serve until their successors are duly elected and take office. All officers may succeed themselves in office.

## **6.03 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.

## **6.04 Executive committee option**

Chapters 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 executive committee. The chapter secretary shall keep minutes of all meetings of the executive committee, which shall be distributed to the entire board of directors 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 of directors.

## **6.05 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.

## **6.06 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.

## **6.07 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 Pioneer 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.

## **HISTORY OF REVISIONS AS OF OCTOBER 18, 2015**

### **October 18, 2015**

- 5.02 revised to change board of director meetings from monthly to at least quarterly provided that frequency is appropriate under state or provincial law
- 5.02 Last sentence added to allow chapter boards of directors to take actions without a meeting provided such procedures are permitted by applicable law and all required procedures are followed.
- 5.03 added
- 6.01 revised to reduce required officers to president, secretary, and treasurer and to allow the secretary and treasurer positions to be combined only if that is permitted under applicable state or provincial law.
- New 6.02 added to create a separate paragraph for terms of office and to permit chapters to choose a two-year term of office
- 6.02 renumbered to 6.03
- New 6.04 added to authorize chapters to have an executive committee of the board

All paragraphs subsequent to 6.04 renumbered

**November 13, 2015**

1.01 Language added about tax exempt status and a web address created to  
[www.barbershop.org/taxexempt](http://www.barbershop.org/taxexempt).

End.

Ken Q Wells

Ken Wells, President

Herb L. Judd

Herb Judd, Secretary

July 13, 2016

Date

July 14, 2016

Date