

# *The Society for the Preservation and Propagation of BarberShop Quartet Singing in the United States*

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## **ARTICLE I**

### **NAME OF THE ORGANIZATION**

#### **1.01 NAME-ORGANIZATION**

The name of this organization shall be the **Society for the Preservation and Propagation of BarberShop Quartet Singing in the United States**, hereinafter referred to as the “Society”.

## **ARTICLE II**

### **PURPOSES, ACTIVITIES AND MISSION**

#### **2.01 PURPOSE**

The Society is a national fraternal organization whose purpose shall be to preserve and perpetuate the historic tradition and American cultural institution of the all-male barbershop quartet; to promote and encourage the enjoyment of singing barbershop harmony; to foster good fellowship among its members; to pass on the art form to future generations; and to support one or more charitable projects. The Art-Form upon which the style is based, known as “American Popular Song,” has been in a constant state of evolution since its inception in 1890. Both progress and limitation have always been, and will continue to be, vital elements of the barbershop style; each alone insufficient. If the style had not evolved, there would be no tags nor introductions, as just two examples. While our definition of the style shall limit progress to a certain rate, evolution must not be outlawed.

The activities of the Society shall be conducted without personal gain for its individual members, and any available funds shall be used to further the purposes of the Society. The Society President shall authorize the reimbursement or payment of expenses of members incurred in the furtherance of the purposes of the Society upon receipt of appropriate documentation of those expenses. The Society shall not pay for services to be performed by, or make any loan of money or property to, any officer or director of the Society.

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## **2.02 ACTIVITIES AND MISSION**

The individual members of the Society are encouraged to gather to form quartets for the purpose of enjoying singing the art-form of music known as barbershop harmony (“Barbershop”) and for good fellowship in song.

The regularly scheduled gathering of individual members for local or regional singing in quartets, groups, and/or directed choruses, is encouraged and, where no less than ten (10) individual members in such gatherings agree to comply with the applicable Society provisions set forth in ARTICLE XVIII herein, such gatherings shall be designated as Lodges (“Lodges”), subsequent to the processing by the Society of a formal request and the granting of a charter (Charter”).

## **ARTICLE III**

### **OFFICES**

#### **3.01 OFFICES**

The principal office of the Society shall be the home address of the President of the Society.

## **ARTICLE IV**

### **MEMBERSHIP, DUES AND ASSESSMENTS**

#### **4.01 MEMBERSHIP AND DUES**

Any male person shall become a member of the Society upon the acceptance by the Society of his payment of Dues as determined by the Board of Directors and providing contact information as requested on the Society’s website. Continued membership is conditioned upon adherence to the Society’s Code of Ethics and subject to any further conditions as may be adopted by the Society Board of Directors or its committees. Members under the age of 18 must be sponsored by an adult male, who is to take responsibility for the behavior of the members they sponsor until their 18<sup>th</sup> birthday.

#### **4.02 ASSESSMENTS**

Financial assessments upon the General Membership to provide money needed to fund activities of the Society may be determined from time to time by the Society Board of Directors and will be posted on the Society website.

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## **ARTICLE V**

### **ETHICS COMPLAINTS**

#### **5.01 ETHICS COMPLAINTS**

" All ethics complaints and other matters regarding ethics shall be referred to the Society Ethics Committee for handling in accordance with the terms and provisions of the Society Code of Ethics".

#### **5.02 REINSTATEMENT OF MEMBERS**

Request for reinstatement must be made in writing to the Society President, who shall promptly bring it to the Board of Directors. No former Society member having been expelled for cause, or having resigned to avoid expulsion for cause, shall be readmitted to membership except by a two-thirds affirmative vote of the Board of Directors at a meeting at which a quorum is present.

## **ARTICLE VI**

### **BOARD OF DIRECTORS, OFFICERS AND TERMS OF OFFICE**

#### **6.01 BOARD OF DIRECTORS**

The Board of Directors shall be the governing body of the Society with full authority to act on all matters affecting the business affairs of the Society, subject to compliance with these Bylaws and all local, state, and Federal laws.

The Board of Directors shall consist of the President, Executive Vice President, Secretary, Treasurer, Immediate Past President, Vice President of Membership, Vice President of Lodges, Vice President of Quartet Development, Vice President of Marketing and up to five (5) Board Members-at-Large and shall be responsible for all operations and the setting of policy for the proper functioning of the Society.

#### **6.02 OFFICERS AND TERMS OF OFFICE**

**6.02.01 PRESIDENT:** The President shall be the principal executive officer of the Society and, subject to the counsel of the Board of Directors, shall in general supervise and control the business and affairs of the Society. When present, he shall preside at all meetings of the Board of Directors. If there is no Secretary present at meetings of the Board, he shall appoint another Board member to act as Secretary to take minutes for the meeting and distribute them to the Board in a timely manner. The President

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shall have the power to appoint members of the Society to such Committees as may be required. The President shall also have the power to vote at any meeting only in the case of a tie (either to create a tie or to break a tie) or in the case of removal of an officer or Director as provided in Article VIII.

The President, along with the Secretary or other officer authorized by the Board of Directors, sign any deeds, mortgages, bonds, contracts, or other financial instruments the Board of Directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly designated by the Board of Directors or Bylaws to some other officer or agent of the Society, or shall be required by law to be otherwise executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

The President shall be an ex-officio member of all committees, task forces and other ad hoc or pro-tem groups appointed by him or his predecessors.

The term of office of the President shall be one year with an additional term of one year possible.

## **6.02.02 EXECUTIVE VICE PRESIDENT**

The Executive Vice President shall act in place of the President either during the President's absence or at the President's request or direction.

The term of office of the Executive Vice President is one year with one additional term of one year being possible.

## **6.02.03 SECRETARY**

The Secretary shall:

1. Keep the minutes of the proceedings of the Board of Directors and distribute them to the Board in a timely manner.
2. See that all notices are duly given in accordance with the provisions of these ByLaws or as required by law.
3. Act as custodian of the corporate records of the Society.
4. Keep a register of the names, contact information and date of membership of each member.
5. Perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.
6. The term of office of the Secretary is one year with additional terms of one year each without limitation.

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## **6.02.04 TREASURER**

The Treasurer shall:

1. Maintain a record of all receipts and disbursements of the Society accounts.
2. Be responsible for all funds and investments of the Society.
3. Receive and provide receipts for monies due and payable to the Society from any source whatsoever and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIV of these Bylaws.
4. Pay bill and provide periodic financial statements not less than semi-annually to the Board of Directors, or more often at the direction of the President or Board of Directors.
5. Ensure proper and effective internal control are in place to safeguard financial assets of the Society.
6. Provide direction, guidance and oversight of any temporary or permanent staff members or employees who may be engaged to provide financially related services to the Society.
7. Perform all other duties incident to the office of Treasurer or as assigned by the President or Board of Directors.

If required by the Board of Directors, the Treasurer shall secure a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors may determine. The cost of such bond shall be paid for by the Society.

The term of office for the Treasurer shall be one year with additional terms of one year without limitation.

The financial books and records of the Society shall be subject to an audit every two years or upon the change of treasurer by either a professional accounting firm with expertise in corporate audits or by a member of the Society who has that same type of experience. The auditor shall be appointed by the Board of Directors and shall provide a written report to the BOD.

## **6.02.05 IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall have such duties and responsibilities as may be assigned by the Society President.

The term of office for the Immediate Past President shall be for one year or until his successor takes office.



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## **6.02.06 VICE PRESIDENT-MEMBERSHIP**

The Vice President of Membership shall be responsible for all aspects relating to the obtaining and retaining membership in the Society including, but not limited to recruitment, retention, and being Chairman of the Membership Committee as established by the Society President.

He shall be elected for a term of one year with additional terms of one year each being available without limitation.

## **6.02.07 VICE PRESIDENT-LODGES**

The Vice President of Lodges shall be responsible for establishing and maintaining the requirements for the formation of new lodges and shall provide assistance to all those indicating interest in forming a lodge. He shall be the Chairman of the Lodge Committee as established by the Society President.

He shall be elected for a term of one year with additional terms of one year each being available without limitation.

## **6.02.08 VICE PRESIDENT QUARTET DEVELOPMENT**

The Vice President of Quartet Development shall be responsible to actively promote and facilitate the formation of quartets with activities to include:

- Support and encourage all informal quartet activities at SPPBSQSUS.
- Organize formal quartet activities at SPPBSQSUS conventions.
- Promote the joy of participating in quartet singing within all SPPBSQSUS Lodges
- Promote quartet activities through the SPPBSQSUS Newsletter
- Actively register new quartets with SPPBSQSUS
- Supporting and encouraging participation in the SPPBSQSUS Worldwide Quartet Contest
- Visit SPPBSQSUS Lodges as a representative to promote and encourage quartet singing.

He shall be the Chairman of the Quartet Committee as established by the Society President. He shall be elected for a term of one year with additional terms of one year each being available without limitation. (Approved 9/5/2023)

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## **6.02.08 VICE PRESIDENT MARKETING**

The Vice President of Marketing shall be responsible for all aspects of marketing the Society's Brand. Utilizing but not limited to the following marketing platforms:

- Social Media
- Print
- Video
- Society Website

Providing but not limited to this list of marketing tools:

- Society Business Card Template (to be used by Lodges)
- Poster Template (to be used by Lodges)

Adding in the Marketing of Society Events i.e.:

- Conventions
- Sing Festivals

He shall be the Chairman of the Marketing Committee as established by the Society President. He shall be elected for a term of one year with additional terms of one year each being available without limitation.

## **6.02.10 BOARD MEMBERS AT LARGE**

The Board of Directors shall include up to five (5) Board Members At Large, who are nominated for election by the Society Nominating Committee.

The term of office for a Board Member at Large shall be two years. In order to implement this provision, the election in 2022 shall have three Board Members At Large elected for one year term and two elected for a two-year term. The subsequent election in 2023 shall elect three Board Members at Large for a two-year term. The individuals who are initially elected for the one-year term under this provision shall be eligible for re-election in 2023 for a two-year term.

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## **ARTICLE VII**

### **ACTIONS OF THE BOARD**

#### **7.01 MANNER OF ACTING**

The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Society.

Any actions that may be taken by the Board of Directors at an in-person meeting may be taken without an in-person meeting if there is consent given in writing or through electronic communications, which communication shall set forth the action(s) to be taken and are agreed upon by a majority of the Board of Directors.

## **ARTICLE VIII**

### **REMOVAL OF OFFICERS OR DIRECTOR-VACANCIES**

#### **8.01 REMOVAL OF OFFICERS OR DIRECTORS**

Any officer or director of the Society may be removed from office at a meeting of the Board of Directors by a two-thirds vote of the entire Board. A notice of such meeting and the purpose of same must be provided to the Board at least ten (10) days prior to the date of said meeting.

#### **8.02 VACANCIES**

Vacancies among the officers or directors shall be filled when and as determined by the Board of Directors for the remaining term. A vacancy in the office of the President is to be filled automatically by the Executive Vice President. In the event of a vacancy in the position of Immediate Past President, a successor may be filled 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 any officer or director, after election at the annual meeting, is unable to take office and serve beginning January 1<sup>st</sup> of the following year, a vacancy shall be declared and 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, such elected officer or director shall take office on the January 1<sup>st</sup> following his election.

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## **ARTICLE IX**

### **NOMINATING COMMITTEE**

#### **9.01 NOMINATING COMMITTEE**

The Nominating Committee shall consist of five (5) members of the Society (not more than 2 of whom can be Society Board members) and Chaired by the person appointed by the President to be the chairman. The President shall fill any vacancy on this Committee for the unexpired term of the person who vacated the Committee.

The Chairman of the Nominating Committee shall provide the Board of Directors with the names of the nominees for all Board positions, together with their biographical information in electronic form no later than September 15<sup>th</sup> of each year. The Board's acceptance of the Committee's list at a meeting called for this purpose shall constitute placing the names in nomination.

## **ARTICLE X**

### **ELECTIONS**

#### **10.01 ELECTIONS**

The elections of Officers and Directors shall take place every year. The slate of nominees provided by the Nominating Committee will be announced to the General Membership by the Secretary of the organization or his designee via electronic mail and/or other electronic media on or before October 1<sup>st</sup> of each year.

The announcement to the General Membership of the proposed slate of Officers and Directors shall additionally advise the General Membership that any Member-in-Good-Standing may nominate any other Member-in-Good-Standing for any specific office or director position, with that nominee's prior written consent (said written consent being sent to the Secretary of the organization), said nomination to be received by the Secretary no later than October 22<sup>nd</sup> of the election year.

The election shall be conducted by a vote of the Board at a special meeting of the BOD, specifically called for the purposes of conducting the election, said meeting to take place on or about October 25<sup>th</sup> of each election year. The election shall be conducted in two parts: 1) the first part shall be for the election of Officers. If there are no nominations from the floor, the slate of officers may be elected by acclamation. If there are any nominations from the floor for a specific officer position, a separate vote for each contested position shall be taken and the nominee receiving a majority of the votes shall be elected to that position; 2) the second part shall be for the Directors at Large positions. If there are no nominations from the floor for Director at Large positions, the slate provided by the Nominating

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Committee maybe elected by acclamation. If there are one or more floor nominations, a vote shall be taken and nominees receiving the most votes shall be elected to the positions.

## **ARTICLE XI**

### **FISCAL YEAR**

#### **11.01 FISCAL YEAR**

The fiscal year of the Society shall be the twelve (12) months beginning on January 1<sup>st</sup> and ending on December 31<sup>st</sup>.

## **ARTICLE XII**

### **MEETINGS**

#### **12.01 MEETINGS**

Meetings of the Board of Directors shall be held at such times and places as the President or three (3) members of the Board shall designate, but no less often than required by law. The Board may meet in person or through electronic conferencing or other telephonic means.

Notice of meetings shall be communicated by the President or Secretary via email to the Board members not less than ten (10) days prior to the date of such meeting unless any provisions of these Bylaws or state law requires different notice.

In lieu of holding meetings, the President may submit a proposed action to a mail or electronic vote of the Board and any such action approved by a majority vote of all Directors entitled to vote shall be effective as if taken at a meeting of the Board, provided that all other provisions of state and federal law have been followed.

## **ARTICLE XIII**

### **QUORUM**

#### **13.01 QUORUM**

At meetings of the Society Board, a simple majority of the Directors shall constitute a quorum.

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## **ARTICLE XIV**

### **CONTRACTS. LOANS, CHECKS AND DEPOSITS**

#### **14.01 CONTRACTS**

The Board of Directors may authorize any officers or officers to enter into contracts or to execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific matters.

#### **14.02 LOANS**

No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific matters.

#### **14.03 CHECKS**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society as are approved by the Board of Directors.

#### **14.04 DEPOSITS**

All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as Board of Directors may designate.

## **ARTICLE XV**

### **LOANS TO THE SOCIETY**

#### **15.01 LOANS TO THE SOCIETY**

A member may loan money to the Society. Such member may have this loan repaid to him and under such terms as the Society and such member may agree upon, but no such member shall receive more than the principal sum of any money so loaned. Said loan shall be evidenced by written obligations

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showing the amount, terms of the loan and the specifics as to the purposes for which the loan is intended.

## **ARTICLE XVI**

### **COMMITTEES**

#### **16.01 COMMITTEES**

On or before January 1<sup>st</sup> of each year, the President-elect shall appoint all members of the Society's Standing Committees. During his term of office, the President may appoint such other committees as he deems necessary or that are approved by the Board of Directors. The President shall be an Ex-Officio member of all committees and shall define their responsibilities and duties.

Following is a list of the Society's Standing Committees.

#### **16.02 GOVERNANCE AND BYLAWS**

The purpose of this committee is to ensure that all actions of the Society, the Society Board of Directors and its membership, while they are acting on behalf of the Society, are in compliance with applicable state and federal laws and the Bylaws of the Society.

#### **16.03 ETHICS COMMITTEE**

The initial purpose of this Committee is to develop and recommend a Code of Ethics for the Society, to be approved by the Board of Directors. After completing its initial purpose, the Committee shall:

- (a) Consist of not less than 3 nor more than 5 members.
- (b) Receive, investigate, and take any necessary action relating to alleged violations of the Society Code of Ethics, which have been referred to the Committee pursuant to the Society ethics complaint policies, procedures and regulations.

#### **16.04 NOMINATING COMMITTEE**

The Nominating Committee shall consist of five (5) members, a majority of whom shall be past Society officers. All members of the committee shall be required to have demonstrated knowledge of Society affairs and experience in governance of the Society. The members of the committee shall serve a term of three (3) years, with terms expiring on January 1<sup>st</sup> of successive years. On or before January 1<sup>st</sup> of each year, the President-elect shall appoint one member of the committee to succeed the member whose term is then expiring. No member of the committee shall be eligible to succeed himself for

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consecutive terms. In the event a member is appointed to fill a vacancy and serves in such capacity for more than 24 months, he shall be ineligible for appointment to a consecutive succeeding term. On or before January 1<sup>st</sup> of each year, the President-elect shall appoint one of the members of the Committee to serve as Chairman for that term. If no member of the committee is appointed as Chairman, the member having the most consecutive years of service on the Committee shall be the Chairman. The Society President shall fill any vacancies on this committee.

For the initial term of this Committee, the President shall appoint three who shall have a three (3) year term; one member who shall have a two (2) year term; and one member who shall have a one (1) year term. Thereafter all members appointed shall have a three (3) year term.

## **16.05 STYLE PRESERVATION COMMITTEE**

The purpose of the Style Preservation Committee is to develop and maintain a definition of the Barbershop style to which all members of the Society are encouraged to follow in order to preserve and propagate the style of music known as Barbershop harmony. If there should be any contest identified with the Society, informal or otherwise, members of the committee, their designees or other knowledgeable members of the Society may, at their election, disqualify songs that violate the definition to more than a minor extent.

## **16.06 PUBLIC RELATIONS AND COMMUNICATIONS COMMITTEE**

The purpose of this committee is to develop and maintain means of communicating and disseminating information from the Board of Directors to the public and the general membership that is needed for the growth and proper functioning of the Society, including, but not limited to, such means as a website, newsletters, all social media, email lists, etc.

The Director of social media shall be responsible for monitoring all social media aspects of Society communications and shall assure that all social media sites are available to all members of the Society and that all non-members are excluded from access to those sites.

## **16.07 WEBMASTER**

The President shall appoint a Webmaster who shall continually maintain and ensure the efficacy and efficiency of the Society's website, SPPBSQSUS.org and/or such other websites as the Society may obtain. The Webmaster is to monitor the relevancy of the website to keep it current and to ensure information therein is consistent with other information being published by the Society.



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## **16.08 MEMBERSHIP AND OUTREACH COMMITTEE**

The purpose of this committee is to facilitate outreach to all men who may be interested in joining and supporting the purposes of the Society.

## **16.09 EVENTS COMMITTEE**

The purpose of this Committee is to develop and maintain a base of information useful to facilitate, organize and manage Society events that involve or will be made available to the full membership of the Society.

## **16.10 AWARDS**

The purpose of this of this Committee is to establish awards that are to be presented by the Society. The Committee shall consist of three to five members appointed by the President and shall serve one (1) year terms, subject to reappointment as many times as the current and future Presidents deem appropriate. The President and Society Board of Directors shall determine the appropriate awards to be presented by the Society.

## **ARTICLE XVII**

### **DISSOLUTION**

#### **17.01 DISSOLUTION**

If the Society for any reason is dissolved, whether on a voluntary or involuntary basis, after having complied with all lawful requirements to effect such dissolution, such as collecting all Society assets and reducing them to cash or other form, and after paying or discharging all the Society debts and liabilities, and after distributing the remaining assets and property among the members in such manner as to repay any member of the Society the amount financed or loaned to the Society after distribution in said manner, said assets shall be distributed as follows:

The Society shall transfer all of its then remaining assets, if any, after distribution has been made as hereinabove set forth, to any other not-for-profit organization whose purposes substantially are the same as those of this Society, regardless of the state under which the distributing organization was incorporated, provided that such organization then qualifies as a 501 (c) (3) organization under Internal Revenue Service guidelines.

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## **ARTICLE XVIII**

### **LODGE CHARTERS**

#### **18.01 LODGE CHARTERS**

The Board of Directors are empowered to promulgate rules, regulations and policies pertaining to the granting of a charter, in response to a request by a regularly scheduled gathering of no less than ten (10) individual Society members, to form and function as a Lodge.

## **ARTICLE XIX**

### **AMENDMENTS**

#### **19.01 AMENDMENTS**

These Bylaws may be amended by the Board of Directors at any meeting, by a two-thirds affirmative vote of the Board members present, provided that proper notice of the meeting has been given and a quorum for that meeting has been met. The Notice of the Meeting at which any amendment or amendments to the Bylaws will be considered shall be in writing, including the text of any/all proposed amendment(s), and electronically transmitted to all Board members at least ten (10) days prior to prior to the meeting.

All proposed amendments to the Bylaws are submitted to the Society Board must first be reviewed by the Governance and Bylaws Committee. If the Governance and Bylaws Committee finds that the proposed Amendment(s) comply with applicable law, the proposed Amendment(s) must then be supported by at least three (3) of the current members of the Board of Directors before it can be brought to the floor at a Board meeting called for that specific purpose. Once brought to the Board for action, the procedures outlined in the paragraph above shall apply.