**S**ociety for the **P**reservation and **P**ropagation of

**B**arbershop **Q**uartet **S**inging in the **U**nited **S**tates

**LODGE BYLAWS TEMPLATE**

**ARTICLE I**

**Name-Organization**

**1.01 Name - Organization**

The name of this organization shall be Lodge #\_\_\_\_\_\_\_, (Geographical Designation) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ SPPBSQSUS, Inc. (hereinafter the "Lodge"). The Lodge is organized, chartered and exists pursuant to the provisions of Articles II and XVIII of the Bylaws of the Society for the Preservation and Propagation of Barbershop Quartet Singing in the United States, Incorporated, a not-for-profit corporation (hereinafter the "SOCIETY").

**ARTICLE II**

**Purpose**

**2.01 Purpose**

The purpose of this Lodge shall be:

(a) To create a fraternal aggregation of individual Society members, to either: form male quartets; and/or, sing as a group [although group, unled gang singing or chorus singing may be a natural outgrowth of such affiliations, singing in quartets is to be given priority]; and/or, sing as a directed chorus - all for the purposes of: enjoying singing the style of music known as barbershop harmony (hereinafter “Barbershop”); realizing good fellowship in song; and, most importantly, having FUN; and

(b) to encourage and promote the education of its members in Barbershop singing, and the public in Barbershop music appreciation; and

(c) to pass on the art form, unevolved, to future generations; and

(d) to initiate, promote and participate in charitable projects; and

(e) to do all other things incidental or reasonably necessary to accomplish the purposes of the Society.

Activities of the each Lodge shall be conducted without personal gain for its individual members, and any profits or other inurement to the Lodge shall be used in promoting the purposes of the SOCIETY.

**ARTICLE III**

**Membership**

**3.01 Qualifications for membership**

Each present and future Lodge member shall be a member in good standing of the SOCIETY, and not under suspension or sanction by any Lodge or by the SOCIETY Board of Directors ("SOCIETY Board"), and, further, it is acknowledged that the member has agreed to abide by the SOCIETY's Bylaws and Code of Ethics and any further and reasonable restrictions as may be adopted by the Lodge and incorporated in its Bylaws or statements of policy.

**3.02 Classification**

There shall be no honorary Lodge memberships.

**3.03 Manner of admission**

Applications for membership in a Lodge shall not be refused to any man of good character, providing the applicant is a member in good standing of SOCIETY, as evidenced by presentation of a SOCIETY membership card, except for good and sufficient reason as determined by the SOCIETY and/or the subject Lodge.

**3.04 Suspension or Expulsion of Members**

 A request for the suspension or expulsion of a member must be submitted in writing to the Society President and the Society Ethics Committee by a member in good standing. Such request shall state the cause, reasoning, and circumstances supporting the request and must be signed by the person making the request. The request must be co-signed in writing by another member in good standing in the same or another document referencing the original request.

 A member may be suspended or expelled only for such acts or omissions as shall constitute conduct detrimental to the best interests of the Society, or for willful violation of the Code of Ethics or the rules and policies promulgated by the Society Board or its committees.

 A member under consideration for suspension or expulsion shall be informed in writing by the Society President or Chairman of the Society Ethics Committee at least two weeks prior of the time and date when the complaint against him will be considered by the Society Board of Directors, and shall be accorded a reasonable opportunity to be heard at such meeting.

 A member may be expelled or suspended from the Society only by a two-thirds majority vote of the Society Board of Directors.

 Any member having been expelled or suspended, shall lose all privileges of membership, and in the case of suspension, he shall be reinstated automatically at the end of such suspension, unless his actions warrant an extension or expulsion, which action shall be taken as provided above.

 **3.05 Appeal**

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

**3.06 Reinstatement of Members**

Requests for reinstatement must be made in writing to the Society President, who shall promptly bring it to the Society 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 Society Board of Directors at a meeting at which a quorum is present.

**ARTICLE IV**

**Dues, fees and fiscal year**

**4.01 Lodge Initiation fee**

No Lodge initiation fee shall be required.

**4.02 Service charge and reinstatement fee**

Former members who renew their membership within six months of its expiration date must pay all Lodge assessments that should have been paid in his absence.

**4.03 Annual dues**

The annual dues of each Lodge shall be such amount as may be decided by the Lodge Board of Directors from time to time, and shall be payable in advance. Dues are fully appropriated when paid, and there shall be no refund of any portion of the dues in the event of the resignation, suspension or expulsion of a member. Members holding membership in two or more Lodges shall not be required to pay multiple SOCIETY membership fees but shall pay any assessments due to every Lodge in which he has a membership. The Board of Directors of each Lodge, as much as possible, should refrain from assessing any dues.

**4.04 Finances**

All finances and monies collected by the Lodge from dues, penalties, donations or payments for shows and performances shall be under the control of the Lodge Board of Directors and shall be used only in promoting the purposes of the Lodge and the Society, without personal gain to any individual members. Members incurring reasonable verifiable expenses in the pursuit of their Lodge duties may be reimbursed upon presentation of receipts for such expenses.

Each Lodge shall open and maintain a designated Lodge checking account in accordance with applicable Society Bylaw checking account provisions.  It is also recommended that each Lodge obtain a corporate credit card for purchases and procurement of services, and open and maintain a PayPal account to receive and disburse funds, in accordance with applicable Society Bylaw provisions.

**4.05 Fiscal year**

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

**ARTICLE V**

**Meetings**

**5.01 Membership meetings**

(a) Regular meetings of this Lodge shall be held at such time and place as the Lodge Board of Directors, the President, or the President’s designee, shall designate.

(b) Special meetings may be called by the President, the President’s designee, or by a majority vote of the membership at any regular meeting, and notice of such special meeting shall be given to the members two weeks in advance prior to the date of such meeting.

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

**5.02 Board of Directors**

The Board of Directors shall meet at least once each quarter at a time and place determined by the President or fixed by resolution adopted by the Board of Directors.

**ARTICLE VI**

**Officers and directors**

**6.01 Officers**

The officers of this Lodge shall be President, Secretary, Treasurer, and such other officers as may be deemed necessary to conduct the affairs of the Lodge. The offices of secretary and treasurer may be combined. Officers shall be elected to one‑year terms and may succeed themselves. Officers shall take office on January 1 of the following year and serve until their successors are duly elected and take office. The officers shall perform the usual duties of their office and such other duties as the Board of Directors shall direct. Each officer shall be an active member of the Lodge

**6.02 Directors**

Board of Directors shall consist of the officers, the Immediate Past President and some number of other active members of the Lodge, 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 Lodge 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 of this type of entity by state law.

**6.03 Removal of officers or directors**

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

**6.04 Vacancies**

Vacancies among officers or directors shall be filled by the Board of Directors for any unexpired term. A vacancy in the office of the President may be filled automatically by a member of the Board of Directors, as selected by a vote of the Board of Directors. 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 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; 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.

**ARTICLE VII**

**Elections**

**7.01 Nominating Committee**

The nominating committee shall consist of at least three members of the Lodge appointed by the current President prior to August 1 of each year. This committee shall select one nominee for each elective office and for each directorship position, 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 or position, voting shall be done by a show of hands or secret ballot administered by the Lodge Secretary. 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 an ex officio member of all committees, except the nominating committee, and shall instruct them in their duties.

**ARTICLE IX**

**Quorum**

**9.01 Lodge and Board meetings**

(a) Lodge meetings: Thirty percent of the membership of the Lodge shall constitute a quorum for the transaction of the business of the Lodge. 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 Lodge shall be affiliated with the SOCIETY, a nonstock, nonprofit corporation, incorporated under the laws of the State of Montana. Every member and every future member of the Lodge who regularly participates in Lodge activities must be member of the SOCIETY. Violation of this provision will result in immediate revocation of all association with the SOCIETY. Prior to being considered for affiliation, each prospective Lodge shall provide to the Secretary of the SOCIETY, a listing of the provisionally-elected officers, and all proposed Lodge members including their SOCIETY membership numbers, and shall so promptly provide the name, membership number and date of induction, of any and all successive members.

**10.02 Policy**

Each Lodge shall be subject to all of the rules and regulations contained in the SOCIETY Bylaws, and statements of policy adopted and promulgated from time to time, and shall adopt no rule or policy inconsistent therewith.

Each Lodge will support, champion, and defend without exception, all policies of the SOCIETY and abide by them in spirit, intent and practice.

Each Lodge, upon acceptance of affiliation, agrees to abide by the terms of, and be covered by, the Society’s policy of liability insurance coverage.

Each Lodge must, as a condition of affiliation, be incorporated in the state where it is resident. Additionally it must request and be approved as a 501(c)(3) nonprofit corporation and must obtain an EIN from the IRS. Each Lodge must file all annual reports required by the state and the IRS (the “Filing”). The Lodge secretary shall report, by email, to the SOCIETY Secretary when all required reports have been filed (the “Report”).

In the event that a suitable application to the SOCIETY for Lodge status is received and accepted from a foreign group (outside the United States of America), that group shall obtain the appropriate nonprofit corporate status available within its political geographical environment and conform with both the required Filing in that environment and the SOCIETY Report provisions, as provided above.

Each Lodge may support any legitimate, legal, and non-controversial local service project that it may choose. Additionally, each Lodge agrees to also support the National Service Project approved by the SOCIETY Board of Directors.

Notices, unless otherwise specified, shall be by email.

Violation of any of these policies, if not promptly corrected and resolved within 90 days of receipt of written notice from the Society Board of Directors, may result in immediate revocation of the affiliate status of a Lodge by SOCIETY Board of Directors. Such revocation shall remain in force until the violation is corrected and full compliance is restored.

**ARTICLE XI**

**Dissolution**

**11.01 Asset disposition**

In the event of the dissolution or winding up of this Lodge, voluntarily or otherwise, its assets remaining after payment, or provision for the payment of, all debts and liabilities of the Lodge, shall be distributed in accordance with the provisions of its non-profit status.

**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 Lodge.

**12.02 By Lodge**

(a) Amendment by Lodge: These bylaws may be amended by this Lodge only as may be necessary to comply with the laws of its resident nation, state or province, or otherwise as approved by the SOCIETY Governance and Bylaws Committee, acting on behalf of the SOCIETY Board of Directors. 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 Lodge 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 Lodge at which a quorum is present, and shall be adopted upon two-thirds vote of the members present.