

# Amended and Restated Barbershop Harmony Society Bylaws

Effective January 1, 2019, amended and restated January 8, 2020  
and further modifications through December 21, 2025 (effective December 22, 2025)

A handwritten signature in black ink, appearing to read "K. Keller".

Kevin Keller, President

A handwritten signature in black ink, appearing to read "Dwayne A. Cooper".

Dwayne Cooper, Treasurer

## INDEX

|  |   |
|--|---|
| ARTICLE I: Name-Incorporation.....               | 1 |
| 1.01 Name .....                                  | 1 |
| 1.02 Incorporation .....                         | 1 |
| ARTICLE II: Purposes and Powers .....            | 1 |
| 2.01 Purposes.....                               | 1 |
| 2.02 Powers .....                                | 1 |
| ARTICLE III: Board of Directors .....            | 1 |
| 3.01 How Constituted.....                        | 1 |
| 3.02 Voting Members of the Board .....           | 1 |
| 3.03 Duties.....                                 | 2 |
| 3.04 Powers .....                                | 2 |
| 3.05 Meetings .....                              | 2 |
| <b>(a) Regular Session</b> .....                 | 2 |
| <b>(b) How Conducted</b> .....                   | 2 |
| <b>(c) Transacting Official Business</b> .....   | 2 |
| <b>(d) Executive Session</b> .....               | 2 |
| <b>(e) Absent Voting Director</b> .....          | 3 |
| 3.07 Quorum .....                                | 3 |
| ARTICLE IV: Officers and Directors .....         | 3 |
| 4.01 Titles .....                                | 3 |
| 4.02 Qualifications .....                        | 3 |
| 4.03 Term of Office .....                        | 3 |
| <b>(a) Elected Officers</b> .....                | 3 |
| <b>(b) CEO</b> .....                             | 3 |
| 4.04 Compensation.....                           | 3 |
| 4.05 President.....                              | 4 |
| 4.06 Immediate past president.....               | 4 |
| 4.07 Executive vice president .....              | 4 |
| 4.08 CEO .....                                   | 4 |
| <b>(a) Role Definition</b> .....                 | 4 |
| <b>(b) Authorizations and Requirements</b> ..... | 4 |
| 4.09 Secretary.....                              | 4 |
| 4.10 Treasurer .....                             | 5 |
| 4.11 Bond.....                                   | 5 |

|  |   |
|--|---|
| ARTICLE V: Nominations, Elections, Vacancies; Removals .....       | 5 |
| 5.01 Elections .....   | 5 |
| <b>(a) Election of Directors and Officers</b> .....                | 5 |
| <b>(b) CEO</b> .....   | 5 |
| <b>(c) Qualification</b> .....                                     | 6 |
| 5.02 Election Process .....  | 6 |
| 5.03 Vacancies .....   | 6 |
| <b>(a) Process</b> .....   | 6 |
| <b>(b) Unexpired Term of At-Large Directors</b> .....              | 6 |
| <b>(c) Balance of Term for Officer or Officer-Elect</b> .....      | 6 |
| <b>(d) Vacancy in the Position of the CEO</b> .....                | 6 |
| 5.04 Removals .....  | 7 |
| 5.05 Opposing nominations .....                                    | 7 |
| ARTICLE VI: Board Committees and Task Forces.....                  | 7 |
| 6.01 Board Committees .....  | 7 |
| 6.02 Board Task Forces.....  | 7 |
| ARTICLE VII: Finance .....   | 7 |
| 7.01 Society dues .....  | 7 |
| 7.02 Enrollment fee, service charge, and other fees .....          | 8 |
| 7.03 Audit.....  | 8 |
| 7.04 Budget.....   | 8 |
| 7.05 Fiscal year.....  | 8 |
| 7.06 Dissolution .....   | 8 |
| ARTICLE VIII: Membership .....                                     | 8 |
| 8.01 Society Membership .....                                      | 8 |
| 8.02 Participation Membership .....                                | 8 |
| 8.03 Qualifications of Membership.....                             | 8 |
| <b>(a) Society Membership</b> .....                                | 8 |
| <b>(b) Participation Membership</b> .....                          | 9 |
| <b>(c) Honorary Membership</b> .....                               | 9 |
| 8.04 Suspension and expulsion of Society Members by the Board..... | 9 |
| 8.05 Reinstatement of Suspension .....                             | 9 |
| 8.06 Re-Admittance of Expelled Members .....                       | 9 |
| ARTICLE IX: Chapters .....   | 9 |
| 9.01 How Established .....   | 9 |
| 9.02 Code of Regulations and Statements of Policy.....             | 9 |

|                       |  |    |
|-----------------------|--|----|
| 9.03                  | Corporate Documents .....                            | 9  |
| 9.04                  | Chapter Dues, Fees, and Assessments .....            | 10 |
| 9.05                  | Authorization .....                                  | 10 |
| ARTICLE X:            | Districts .....                                      | 10 |
| 10.01                 | How established.....                                 | 10 |
| 10.02                 | Code of Regulations and Statements of Policy.....    | 10 |
| 10.03                 | Corporate Documents .....                            | 10 |
| 10.04                 | District Dues, Fees, and Assessments .....           | 10 |
| 10.05                 | Authorization .....                                  | 10 |
| 10.06                 | District Boundaries.....                             | 11 |
| ARTICLE XI:           | Other Society Subsidiaries.....                      | 11 |
| 11.01                 | Definition .....                                     | 11 |
| 11.02                 | How Established .....                                | 11 |
| 11.03                 | Membership .....                                     | 11 |
| 11.04                 | Budget and Finance.....                              | 11 |
| 11.05                 | Governing Documents .....                            | 11 |
| 11.06                 | Termination of Relationship .....                    | 11 |
| ARTICLE XII:          | Society Alliances.....                               | 11 |
| 12.01                 | Definition .....                                     | 11 |
| 12.02                 | How Established .....                                | 12 |
| 12.03                 | Membership .....                                     | 12 |
| 12.04                 | Termination .....                                    | 12 |
| ARTICLE XIII:         | Indemnity .....                                      | 12 |
| 13.01                 | Indemnification.....                                 | 12 |
| 13.02                 | Standard of conduct.....                             | 12 |
| 13.03                 | Authorization .....                                  | 12 |
| ARTICLE XIV:          | Name, Emblem, Badge, Logo, Insignia, and Motto ..... | 13 |
| 14.01                 | Adoption and preservation .....                      | 13 |
| 14.02                 | Restriction of use .....                             | 13 |
| ARTICLE XV:           | Official magazine .....                              | 13 |
| 15.01                 | Publication .....                                    | 13 |
| 15.02                 | Name .....   | 13 |
| ARTICLE XVI:          | Amendments .....                                     | 13 |
| 16.01                 | Amendments.....                                      | 13 |
| 16.02                 | Wording of proposed amendments.....                  | 14 |
| History of Revisions: | .....  | 15 |

# **Bylaws for 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 (the "Society"), also known as "SPEBSQSA, Inc.", and doing business as the "Barbershop Harmony Society."

### **1.02 Incorporation**

The Society is a nonstock, nonprofit corporation incorporated under the laws of the State of Wisconsin.

## **ARTICLE II: Purposes and Powers**

### **2.01 Purposes**

The purposes of the Society are as follows:

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

### **2.02 Powers**

In furtherance of its purposes, the Society shall have powers to purchase, mortgage, hold, improve, give, grant, sell, lease, and convey real estate, and to do all things incidental to or reasonably necessary toward the accomplishment of all the above-stated purposes. The Society shall have no power to engage in activities not in furtherance of its exempt purposes to more than an insubstantial extent.

## **ARTICLE III: Board of Directors**

### **3.01 How Constituted**

The governing body of the Society shall be a Board of Directors (the "Board") consisting of the following: the president, who shall be chairperson of the Board, the immediate past president, the executive vice president, the treasurer, and six directors elected at-large, all of whom, except the immediate past president, shall be elected as provided in this document. In addition, the Society Chief Executive Officer (the "CEO") and the President of Harmony Foundation International, Inc. ("Harmony Foundation") shall be ex officio members, with voice but without vote in matters considered by the Board.

### **3.02 Voting Members of the Board**

The following members of the Board shall be deemed voting members: the president, the immediate past president, the executive vice president, the secretary, the treasurer, and six directors elected at-large.

### **3.03 Duties**

The Board shall be responsible for furthering the Society's purposes, attaining its objectives, and the spread of barbershop harmony throughout the world. The Board shall adopt a Code of Ethics, a definition of the barbershop style, and Statements of Policy, all of which shall be binding on all districts, chapters, singing communities and members of the Society.

### **3.04 Powers**

The Board shall have full powers in all matters affecting the affairs of the Society, including regulating the admittance, suspension, and expulsion of members, and the suspension and revocation of charters and licenses for chapters, districts, singing communities and subsidiaries. The Board's actions and/or decisions in these matters are final.

### **3.05 Meetings**

#### **(a) Regular Session**

The Board shall meet in regular session at least three times each year. Special meetings of the Board may be called by the president, as required. All meetings shall be conducted according to the latest edition of *Robert's Rules of Order Newly Revised*.

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

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

1. All participating Board members may simultaneously hear each other during the meeting; and
2. All communication during the meeting is immediately transmitted to each participating Board member, and each participating Board member is able to immediately send messages to all other participating Board members.

#### **(c) Transacting Official Business**

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

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

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

**(e) Absent Voting Director**

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

**3.07 Quorum**

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

**3.08 Action by telephone, facsimile or electronic transmission, or written consent**

The Board may take action, without a meeting, by telephone (confirmed in writing), facsimile, or electronic transmission, or by other written action as necessary and declared by the president, providing that all Board 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 Board members shall be necessary for the adoption of a proposed action.

**ARTICLE IV: Officers and Directors**

**4.01 Titles**

The officers of the Society shall be a president, immediate past president, executive vice president, treasurer, and such other officers as may be established by the Board as needed.

**4.02 Qualifications**

Each voting Board member shall be a Society Member in Good Standing as defined below in Section 8.03(a).

**4.03 Term of Office**

**(a) Elected Officers**

Each elected officer shall serve for a term of one year or until their successor is elected and qualified unless specified elsewhere in these bylaws. Officers may be reelected to successive terms, except the president who may not succeed themselves 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) CEO**

The CEO shall serve at the will and pleasure of the Board or for a specific term as the Board may specify. The CEO may be removed by the Board at any time, with or without cause.

**4.04 Compensation**

All officers except the CEO shall serve without compensation. The CEO Evaluation Committee shall recommend and the Board shall approve the salary of the CEO.

#### **4.05 President**

The president shall be the chairperson of the Board and shall exercise general supervision over all of its activities. The president shall also perform other duties as required by these bylaws, or as assigned by the Board. The president shall preside at all Board meetings and shall appoint all Board Committees except as otherwise provided in these bylaws. The president shall have the power to make decisions in matters of an executive or administrative character, where the policy of the Board has been established, or when an emergency exists. The president shall have the power to make necessary decisions relative to expenditures and appropriations made by the Board, and to make emergency appropriations, when necessary, to implement the actions taken by the Board, subject to any Board-imposed limitations.

#### **4.06 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 new president is elected. The immediate past president shall be a member of the Board during their term of office. A president who resigns or is removed during their term of office is not eligible to become the immediate past president.

The immediate past president shall perform other duties as assigned by the president or by the Board and shall assist the president and the Board in carrying out the policies and the objectives of the Society.

#### **4.07 Executive vice president**

In the absence of the president, the executive vice president shall preside at Board meetings. The executive vice president shall perform other duties as assigned by the president or by the Board and shall assist the president and the Board in carrying out the policies and the objectives of the Society.

#### **4.08 CEO**

##### **(a) Role Definition**

The CEO shall be the chief executive officer and corporate secretary of the Society and serves under the supervision and direction of the Board. The CEO shall assist the Board in conducting the business of the Society and shall perform duties and have responsibilities as specified or implied in these bylaws, or as are assigned by the Board.

##### **(b) Authorizations and Requirements**

The CEO is authorized to execute documents on the Society's behalf, and through the Society's staff, shall keep the accounts, as well as receive and deposit the funds of the Society, and disburse funds of the Society. The records and books shall at all times be open to the inspection of the Board and any auditors designated by the Board. The CEO or their designee(s) shall make an annual report to the Board.

#### **4.09 Secretary**

The secretary shall be responsible for preparing meeting agendas with supporting documentation for distribution to Board members in a timely manner. The secretary shall also be responsible for drafting minutes of Board meetings and presenting them to the Board within two weeks after the conclusion of meetings for review. The secretary shall be responsible, in conjunction with the CEO/staff, for eliciting reports from all relevant Board Committees prior to mid-winter and summer International conventions, in a timely manner, as defined in the Board Operating Manual. The secretary shall be responsible for maintenance and archiving

of past Board meeting minutes, including those from executive sessions. Executive session minutes shall be maintained separate and apart from non-executive session minutes.

#### **4.10 Treasurer**

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

#### **4.11 Bond**

The officers of the Society, including the CEO and such other persons as may be designated by the Board to handle money, securities or other property of the Society in the regular course of their duties, shall receive bond or comparable insurance coverage, at the Society's expense, for the faithful discharge of their duties. The bond or comparable insurance shall be in an amount and with such securities as may be required by the Board.

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

#### **5.01 Elections**

##### **(a) Election of Directors and Officers**

The election of directors-at-large, officers, be placed on the agenda as an order of business. 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. Prior to the meeting at which an 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. Voting shall continue until one nominee receives a majority of votes.

##### **(b) Appointment of Harmony Foundation International Trustees**

The appointment of Trustees for Harmony Foundation shall be made by the Board from nominees provided to the Board by Harmony Foundation's Board of Trustees. Harmony Foundation's Board of Trustees shall provide the list of nominees, one for each position up for appointment, for Board consideration at least fourteen (14) days in advance of the Annual Meeting or other date on which the SBOD intends to make such appointments. The Board may reject any nominee and call for Harmony Foundation's Board of Trustees to submit an alternative nominee for each rejected nominee within fourteen (14) days. The Board shall take action on any alternative nominees at its next scheduled board meeting or special Board meeting. This process shall continue until all Trustee appointments are completed.

**(c) CEO**

The CEO shall be hired by the Board whenever a vacancy exists.

**(d) Qualification**

Each candidate for a director or officer position within the Society shall be a Society Member in Good Standing as defined below in Section 8.03(a).

**5.02 Election Process**

The election of directors-at-large, officers, and Harmony Foundation International trustees shall be placed on the agenda as an order of business. 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 an 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. Voting shall continue until one nominee receives a majority of votes.

**5.03 Vacancies**

**(a) Process**

Whenever a vacancy occurs or will occur in any officer or director position, the Leadership Development Committee shall nominate eligible persons to fill such position using the process set forth in this document; provided that the Board may elect to leave an at-large director position unfilled as provided in Section 5.03(b) 2, below. When possible, notification shall be given within the documented timeframes.

**(b) Unexpired Term of At-Large Directors**

Any unexpired term of an at-large director shall be filled by nomination as provided in this document and election by the Board by mail or electronic communication, or at the next scheduled Board meeting. However, if less than one year remains in the unexpired term of an at-large director, the Board may, at its option, either:

1. Fill the vacancy utilizing the nomination process in which case the term for which said member shall be elected for the balance of the unexpired term and the three succeeding years; or
2. Leave the vacancy unfilled for the duration of the term.

**(c) Balance of Term for Officer or Officer-Elect**

Should a vacancy occur in any office or any officer-elect, the Board shall, by majority vote, elect a successor to fill the 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 Leadership Development Committee shall be notified of such vacancy and shall nominate eligible persons as a successor pursuant to the provisions of this document.

**(d) Vacancy in the Position of the CEO**

If a vacancy in the position of the CEO occurs, the president shall appoint an acting CEO 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 Leadership Development Committee pursuant to the provisions of this document.

#### **5.04 Removals**

Any Board member (other than ex officio members) 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 or director proposed to be removed, at least 60 days prior to the vote. Any Board member or officer proposed to be removed shall be afforded an opportunity for a hearing before the Board, upon written request for a hearing sent to the president within 15 days after receipt of the notice of proposed removal. However, if the president is proposed to be removed, the request shall be given to any other officer of the Board. The final decision on removal shall take place in executive session. Removal of any Society officer shall automatically constitute their removal as Board member.

#### **5.05 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 they propose to nominate, and has notified all directors in writing at least 10 days in advance of the meeting of their intention to make such nomination. There shall be no floor nominations permitted for the position of director-at-large, except when filling a vacancy.

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

#### **6.01 Board Committees**

- a) The Board shall establish a Leadership Development Committee (previously the Nominating Committee), with duties and responsibilities as set forth in the Board Operating Manual.
- b) Additional Board Committee shall be established for recurring duties and operations of the Board. The primary function and purpose of each shall be defined within the Board Operating Manual.

#### **6.02 Board Task Forces**

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

The creation of a Board Task Force shall include the specific duty, the named members, and the ending date of the duty. The work performed shall be directed by a named Board member. All Board Task Force members shall be named by the current Board president. Board Task Forces are not required to be defined in the Board Policy Manual.

The Board may create Board Task Forces as deemed necessary.

### **ARTICLE VII: Finance**

#### **7.01 Society dues**

The CEO shall set the amount to be paid as dues, and the set of benefits and privileges to be exchanged with the dues payer. The CEO shall be empowered to provide for the payment of dues in installments, to create and designate distinct dues categories, and to set qualifications and dues pertaining to each such category.

## **7.02 Enrollment fee, service charge, and other fees**

All other fees charged by the Society shall be in amounts set by the CEO.

## **7.03 Audit**

The Board shall provide for, and cause to be made, an audit of the books and accounts of the Society annually or at its discretion at more frequent periods, by certified public accountants. The CEO shall submit the books and vouchers for audit whenever required by the Board.

## **7.04 Budget**

The Board shall adopt a budget for each fiscal year that is aligned with both the short and long-term financial objectives of the organization.

## **7.05 Fiscal year**

The fiscal year of the Society shall begin on the first day of January and end on the 31st of December.

## **7.06 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. Such determination shall be made as a concluding action of the Board prior to dissolution.

# **ARTICLE VIII: Membership**

## **8.01 Society Membership**

The membership of the Society shall consist of individuals who meet the requirements of membership as set forth herein.

Membership in the Society may be established by one of the following methods:

1. By joining the Society directly
2. By award of an honorary membership
3. By joining an allied organization that has a reciprocal membership agreement

## **8.02 Participation Membership**

“Participation Membership” shall refer to the membership of organizational units within the Society for defined participation purposes and shall consist of individuals who meet the requirements of membership as set forth by the governing documents of the participation organization.

## **8.03 Qualifications of Membership**

### **(a) Society Membership**

Any person of good character and reputation may be considered for Society membership, subject to the applicant’s agreement to abide by the Society’s governing documents.

A “Society Member in Good Standing” is one whose Society dues and any other dues/fees

assigned as a part of Society Participation Membership(s) are fully paid and who is not under suspension by the Board.

**(b) Participation Membership**

Any Society Member who meets the requirements of membership in a participation organization as set forth by the governing documents of that organization (e.g., chapters and other subsidiaries) in accordance with the Society's defined method for approval of governing documents may be a participation member.

**(c) Honorary Membership**

The Board may, by a unanimous vote from time to time, confer Society Membership upon individuals and/or groups of eminent distinction in the fields of public affairs, education, music, or the allied arts, and provided, further, that such membership shall be part of the Society Membership.

**8.04 Suspension and expulsion of Society Members by the Board**

See Ethics Manual for procedure.

**8.05 Reinstatement of Suspension**

See Ethics Manual for procedure.

**8.06 Re-Admittance of Expelled Members**

See Ethics Manual for procedure.

**ARTICLE IX: Chapters**

**9.01 How Established**

The 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 without the approval of the designated district to which the new chapter requests alignment. 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 Board. The Board shall prescribe standard chapter bylaws which shall be binding upon all chapters heretofore or hereafter admitted to membership, except as limited below.

Chapters are recognized as subordinate organizations of the Society and are further subject to the requirements for Other Society Subsidiaries as set forth elsewhere in this document.

**9.02 Code of Regulations and Statements of Policy**

Chapters shall be permitted, subject to the approval of the Governance and Bylaws Committee, acting on behalf of the 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.

**9.03 Corporate Documents**

The Governance and Bylaws Committee, acting on behalf of the 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 Board.

#### **9.04 Chapter Dues, Fees, and Assessments**

Each chapter shall have the power and authority to fix the chapter dues, fees, and assessments payable by its Participation Membership for the delivery of goods and services not otherwise offered through Society Membership and/or District Membership.

#### **9.05 Authorization**

Society chapters shall be incorporated under the chapter name. The name and/or initials of the Society shall be used in conjunction with or as part of the chapter in accordance with policies and procedures established by the Board. The form and content of incorporation documents shall be subject to the approval of the Governance and Bylaws Committee.

Each chapter shall agree that it will abide by the bylaws, statements of policy, and other governing documents of the Society.

### **ARTICLE X: Districts**

#### **10.01 How established**

For the purpose of effective administration and implementation of the Society's programs and policies to its chapters, the Board shall create and control districts of chartered chapters.

The Standard District Bylaws, as revised from time to time by the Board, shall be binding upon and shall serve as the bylaws of each district.

Districts are recognized as subsidiary organizations of the Society and are further subject to the requirements for Other Society Subsidiaries as set forth elsewhere in this document.

#### **10.02 Code of Regulations and Statements of Policy**

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.

#### **10.03 Corporate Documents**

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 Board.

#### **10.04 District Dues, Fees, and Assessments**

Each district shall have the power and authority to fix the district dues, fees, and assessments payable by members of the chapters aligned to the district for the delivery of goods and services not otherwise offered through Society Membership and/or Chapter/Participation Membership.

#### **10.05 Authorization**

Society districts shall be incorporated under the district name. The name and/or initials of the

Society shall be used in conjunction with or as part of the district in accordance with policies and procedures established by the Board. The form and content of incorporation documents shall be subject to the approval of the Governance and Bylaws Committee.

Each district shall agree that it will abide by the bylaws, statements of policy, and other governing documents of the Society.

#### **10.06 District Boundaries**

The Board shall have authority to establish and change the boundaries of districts in such manner as may be deemed best for the Society.

### **ARTICLE XI: Other Society Subsidiaries**

#### **11.01 Definition**

A corporation in which the BHS has a controlling function or responsibility.

#### **11.02 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 Board shall have authority to create, supervise, control and dissolve 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 times exercise supervision and control over such groups.

#### **11.03 Membership**

Membership in subsidiary organizations shall be limited to current Society members and shall be recognized as Participation Members.

#### **11.04 Budget and Finance**

Each Society subsidiary organization shall submit a financial statement by March 31 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.

#### **11.05 Governing Documents**

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.

#### **11.06 Termination of Relationship**

The relationship with any Society subsidiary organization may be terminated by a majority vote of the Board.

### **ARTICLE XII: Society Alliances**

#### **12.01 Definition**

A formal agreement between the BHS and an additional organization to cooperate for specific purposes.

## **12.02 How Established**

To further the purposes of the Society, the Board shall have the authority to cause the Society to enter into alliance 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 alliance organizations to participate in Society programs and activities, all upon such terms and conditions as the Board may determine. Society Subsidiaries, Districts, and Chapters shall be permitted to create alliance organizations only with the express approval of the Board.

## **12.03 Membership**

It shall not be necessary for the members of alliance organizations to be Society members in order to participate in Society, district or chapter programs, projects and activities defined in the alliance agreement.

## **12.04 Termination**

Unless a specific period of the alliance is otherwise agreed upon, the Board shall have the right to terminate any alliance agreement at any time. Upon such termination or the expiration of alliance, the formerly allied organization and its members shall cease all further use of the Society name, initials, emblem, logo, and materials.

# **ARTICLE XIII: Indemnity**

## **13.01 Indemnification**

The Society shall indemnify any person or chapter 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.

## **13.02 Standard of conduct**

Any qualified person or chapter shall be entitled to such indemnification only if, in connection with the matter for which indemnification is sought, the individual acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Society. With respect to any criminal action or proceeding, the individual shall be entitled to such indemnification only if they had no reasonable cause to believe their conduct, with respect to the matter for which indemnification is sought, was unlawful. Further, with respect to any action or suit brought by or in the right of the Society, no indemnification shall be made in respect to any claim, issue, or matter for any person adjudged to be liable for negligence or misconduct in the performance of their duty to the Society, unless and only to the extent that the court in which such action or suit was brought determines 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 as the court deems proper.

## **13.03 Authorization**

Any indemnification, 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. Such determination shall be made: (a) by the 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 directed by independent legal counsel in a written opinion; or (c) by the members.

#### **ARTICLE XIV: Name, Emblem, Badge, Logo, Insignia, and Motto**

##### **14.01 Adoption and preservation**

The Board shall create, adapt and preserve an emblem, badge, logo or other insignias, 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 insignias of the Society may be used without modification by any member, chapter, district, subsidiary or alliance partner 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 CEO.

#### **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, alliances, subsidiaries and individual members, and to disseminate information, educational and inspirational, to assist the Board in maintaining and advancing the purposes of the Society.

##### **15.02 Name**

The name of the official Society magazine shall be The Harmonizer.

#### **ARTICLE XVI: Amendments**

##### **16.01 Amendments**

Amendments to these bylaws, Society statements of policy, or other rules, regulations or governing documents, may be made by the Board as follows:

1. Unanimous vote. By unanimous vote of the directors at any time.
2. Two-thirds vote. By a two-thirds vote of the directors present at any duly constituted meeting of the 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.
3. Majority vote. By the majority vote of the directors present at any duly constituted meeting of the 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.

## **16.02 Wording of proposed amendments**

Proposed amendments to these bylaws or other Society governing documents may be submitted by any member of the 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 Board meeting at which the same will be considered for action. However, the Governance and Bylaws Committee may waive such requirement at its discretion. If a proposed amendment is submitted to the 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.

## **History of Revisions:**

### **January 1, 2019**

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

### **January 8, 2020**

Rewrite for added clarity: 1) added Officers to Election procedures under Section 5.01(a); 2) identified Chapters and Districts as subordinate organizations of the Society; and 3) additional minor clerical edits and references throughout the Amended and Restated Barbershop Harmony Society Bylaws.

### **January 11, 2024**

Change section 3.01, to include the new voting officer of secretary. Corresponding changes to sections 3.05(d) and 4.01 to include the secretary. Eliminated language in 3.02 regarding CEO as secretary. Instead retitled "Voting Members of the Board," naming the relevant Board members. Inserted section 4.09 to enumerate the duties of secretary. Struck sections 5.06 and 5.07 in their entirety (regarding the Nominating Committee (renamed Leadership Development Committee)). Modified section 6.01 as follows: moved text into (b) and added (a) to state Leadership Development Committee.

### **January 30, 2025**

Changes to section 5.01(a), regarding elections to include the secretary. Changes to General language changes as follows: 5.03(a), (c) – replacing Nominating Committee with Leadership Development Committee. All sections of 5.06 – ditto. Section 5.07 – ditto. Language changes to section 8.05 (Reinstatement of Suspension) making reinstatement at the discretion the Society Ethics Committee and allowing for further sanctions if a suspended member does not comply with the terms of reinstatement.

### **June 30, 2025**

Changes to sections 8.04 (Suspension and Expulsion of Society Members), 8.05 (Reinstatement of Suspension), and 8.06 (Re-Admittance of Expelled Members), referring reader to the Ethics Manual as the Ethics Committee has been moved from the SBOD to Operations.