

Amended and Restated Barbershop Harmony Society Bylaws

(Effective January 1, 2019, amended and restated January 8, 2020)

A handwritten signature in black ink that reads "Skip Kropp". The signature is written in a cursive, flowing style.

Edward (Skip) Kropp, Acting President

A handwritten signature in black ink that reads "John Santora". The signature is written in a cursive, flowing style.

John Santora, Treasurer

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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/CEO 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 Secretary

The CEO shall act as secretary to the Board.

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 a designee appointed by the senior Board member present in executive session 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 from time to time. The CEO is a non-voting member (ex officio) of the Board as is the president/CEO of Harmony Foundation. Other Board members are directors.

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 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.

4.10 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 directors and officers of the Society are elected by the Board at its meeting held during the Society's annual International Convention. Officers shall be elected to serve for a term of one year to begin on January 1 of the year following the meeting at which such officer was elected (additional terms as provided in Section 4.03(a), above). Two at-large directors shall be elected each year, in rotation, to serve for a period of three years beginning on January 1 of the year following the meeting at which such director was elected. Except as provided below regarding unexpired terms, no at-large director shall be eligible for election to a consecutive succeeding term. However, this limitation does not bar any at-large director from election and service as Society president, executive vice president, treasurer, or CEO for a consecutive succeeding term.

(b) CEO

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

(c) 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 Nominating 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 Nominating 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 Nominating 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 in person 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. In the event any Board member is removed, the vacancy shall be filled as provided in this document.

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.

5.06 Nominating Committee

(a) Definition

The Nominating Committee shall consist of five members. The members of the committee shall serve for terms of five years, with terms expiring on August 1 in successive years. On or before August 1 of each year, the president-elect shall appoint one new member to the committee to succeed the member whose term is then expiring. No member of the committee shall be eligible to succeed themselves for consecutive terms; in the event a member is appointed to fill a vacancy occurring in the committee and serves in such capacity for more than 24 months, they shall be ineligible for appointment to a consecutive succeeding term. On or before August 1 of each year, the president-elect shall appoint one of the members of the committee to serve as chairperson for that term.

(b) Eligibility

The Nominating Committee shall nominate eligible persons for each of the offices of president and treasurer, and at least two eligible persons for the office of executive vice president. However, if the Nominating Committee, after deliberation, chooses to nominate the incumbent executive vice president for a successive term, the Nominating Committee may, if it chooses, nominate only the incumbent executive vice president.

(c) Process

The Nominating Committee shall nominate eligible persons for positions of director-at-large, by the following process:

1. On a continuing basis, the Nominating Committee shall seek recommendations for candidates from district nominating committees, members of the Board, and the Society membership at large.
2. Annually, the Nominating Committee shall select a pool of candidates based upon information on potential candidates developed by the Nominating Committee through recommendations received and inquiries made.
3. The pool of candidates shall be submitted no later than 90 days prior to the election date to each district president who shall obtain the recommendation of their district through its district nominating committee, Board of directors, House of Delegates, or any other body/individual as specified by the district in its district bylaws or other governing documents.
4. By a date specified annually by the Nominating Committee, but no less than fourteen (14) days after receiving the list of candidates from the Nominating Committee, each district president shall report the names(s) of the candidate(s) acceptable to their district. Reports received after the specified date shall not be considered by the Nominating Committee in selecting nominees to be submitted to the Board.
5. The Nominating Committee shall include in the slate of nominees submitted to the Board a number of candidates from the pool who have received the largest number of district approval votes but at least the approval votes of a majority of the districts voting. The number of nominees included based upon the district approval voting shall be at least equal to "n" (where "n" is the number of positions to be elected) but not more than "n+1."
6. The Nominating Committee shall also include in the slate of nominees submitted to the Board one or more additional candidates from the pool such that the total number of nominees for the director-at-large positions to be elected is (including the nominees based upon district approval voting) at least "n+2."
7. The Nominating Committee shall submit the slate of nominees to the Society president at least 60 days prior to the meeting of the Board.

5.07 Direction

If directed by the Board, the Nominating Committee shall seek candidates for and nominate eligible persons to fill the position of CEO whenever a vacancy occurs.

ARTICLE VI: Board Committees and Task Forces

6.01 Board Committees

Board Committees shall be established for recurring duties and operations of the Board. The primary function and purpose of each shall be defined within the Board Policy Manual.

The Board may create Board Committees as deemed necessary.

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

The Board may, by a majority vote, suspend for a definite period of time, or expel any Society member from membership for cause. "Cause" shall include (but not be limited to) willful violation of the Code of Ethics of the Society, or of the rules, regulations, or statements of policy promulgated by the Board. Any member charged and subject to being suspended or expelled shall be given written notice of the charges, mailed to their last known address, and upon their writing via mail or email to the Board made within 30 days from the giving of such notice shall be accorded a hearing before a Hearing Committee appointed by the Board. A participation organization permitting any such suspended or expelled member to further participate in participation organization activities shall be subject to discipline as provided in this document.

8.05 Reinstatement of Suspension

Any Society member suspended by the Board shall lose all privileges of Society and Participation Membership(s) during the period of their suspension and shall be reinstated automatically at the end of such suspension unless their subsequent actions warrant an extension of the suspension or expulsion.

Reinstatement of Participation Membership(s) following Society membership reinstatement is at the discretion of the governing bodies of each participation organization.

8.06 Re-Admittance of Expelled Members

No former Society Member, having been expelled for cause by action of the Board, or having been voluntarily separated from Society Membership and Society Participation Membership as an alternative to such expulsion, shall thereafter be readmitted as a Society Member, except by a two-thirds affirmative vote of the Board.

Reinstatement of Society Participation Membership(s) following the re-admittance of Society Membership is at the discretion of the governing bodies of each participation organization.

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.