



Bylaws
of the

Allentown-Bethlehem Chapter
SPEBSQSA, Inc.

Also Known As
Lehigh Valley Harmonizers

2019 Revision

ARTICLE I

Name-Organization

The name of this organization shall be the Allentown-Bethlehem Chapter, SPEBSQSA, Inc. (also known as *Lehigh Valley Harmonizers*, and hereinafter called the "chapter"). The chapter is organized and exists pursuant to the provisions of Article III of the bylaws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a not-for-profit corporation (hereinafter called the "Society"). The Society is incorporated under the not-for-profit laws of the State of Wisconsin and has been recognized as exempt from United States income tax under Section 501(c)(3) of the Internal Revenue Code. The chapter is incorporated under the not-for-profit laws of the State of Pennsylvania and has been recognized as exempt from United States income tax under Section 501(c)(3) of the Internal Revenue Code. Additional information about the Society's and chapters' tax-exempt status may be obtained at: www.barbershop.org/taxexempt

ARTICLE II

Purpose, Mission, and Youth Policy

2.01 Purpose

The purpose of this chapter shall be to perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members; to encourage and promote the education of its members and the public in music appreciation; to initiate, promote and participate in charitable projects; and to promote public appreciation of barbershop harmony.

The chapter activities shall be conducted without personal gain for its individual members and any profits or other inurements to the chapter shall be used in promoting the purposes of the Society, its districts or chapters.

2.02 Mission

Through their promotion of barbershop singing and a joyful pursuit of excellence in barbershop technique, Lehigh Valley Harmonizers seek to entertain and edify community members through quartet and chorus performances at civic, social, and cultural gatherings.

2.03 Youth Policy

The chapter is firmly committed to the protection of any youth who are members of the chapter or who attend or participate in any functions or schools of the chapter, and will ensure that all of its members adhere to the Society's Youth Policy, and the procedures pertaining to interactions with youth.

ARTICLE III Membership

3.01 Qualifications for membership

Any male person of good character and reputation may be considered for membership or for transfer from another chapter, subject to the applicant's agreement to abide by the Society's governing documents and Code of Ethics and subject to such further and reasonable restrictions as may be adopted by the chapter and incorporated in its code of regulations or statements of policy.

A "member" is one whose applicable chapter, district and Society dues are fully paid and who is not under suspension by a chapter or the Society Board of Directors ("Society Board"). A "former member" is one who has not paid his yearly dues by his membership expiration date.

3.02 Classification

There shall be but one chapter membership classification, that of active membership. No honorary chapter memberships shall be allowed.

3.03 Manner of admission

Applications for membership, including applications for transfer from another chapter, shall be submitted in writing upon forms furnished by the Society and must be supported by one member in good standing. Such applications must be accompanied by the initiation fee and initial dues and must receive either:

- (1) a majority favorable vote of the chapter board of directors or
- (2) a majority favorable vote of the members present (providing a quorum is present), using a written ballot, following a favorable report from the chapter membership committee.

Following such approval, the applicant's admission to membership in the Society shall become effective upon receipt and approval at the Society office of a report of the chapter approval of the application, and his expiration date shall be set accordingly.

A former member seeking to renew his membership shall be required to reapply for membership, which application shall be subject to the approval of the chapter board of directors or members as provided above. A former member who renews shall pay the fees and charges set forth in Section 4.02. The chapter may, for reasonable cause, refuse to accept renewal dues tendered by a member prior to the expiration of his current membership. Such refusal must be supported by either:

- (1) A majority vote of the chapter board of directors or

- (2) A majority vote of the members present (providing a quorum is present), using a written ballot, following a recommendation from the chapter membership committee to refuse such renewal.

Such refusal shall not be deemed to be the suspension or expulsion of the member, and he shall be eligible to renew his membership in any other chapter, including the Frank H. Thorne Chapter.

3.04 Suspension or expulsion

- (a) A demand to suspend or expel a member shall be in writing, shall state clearly the charge against such member and shall, except when initiated by the Society Board or the chapter executive committee or board of directors, be signed by the complainant.
- (b) A member may be suspended or expelled only for such acts or omissions as shall constitute conduct unbecoming a member or conduct detrimental to the best interests of the Society in the fulfillment of its objects and purposes, or for willful violation of the Code of Ethics of the Society or of the rules, regulations or statements of policy promulgated by the Society Board. Nonattendance at chapter meetings shall not be considered such conduct for the purpose of suspension or expulsion but may, at the discretion of the chapter board of directors, be considered reasonable cause for refusing to accept renewal dues tendered by the member, as permitted under Section 3.03 above. A member charged with wrongdoing, and facing suspension or expulsion by his chapter therefor, shall be informed of the charges in writing; shall be accorded a hearing upon demand therefor, and shall be suspended or expelled only following two weeks' notice to chapter members of the pending proceedings and upon a two-thirds affirmative vote of the members present and voting at a regular or special meeting of the chapter at which a quorum is present. Suspension or expulsion of a member may also be effected by the Society Board pursuant to Section 3.01(c) of the Society bylaws, and regulations adopted pursuant thereto.
- (c) Any member, having been suspended by the chapter, as provided in (b) above, shall lose all privileges of membership, except the receipt of *The Harmonizer* (unless the chapter shall qualify the conditions of the suspension with specific restrictions and not all privileges), during the period of his suspension, and shall be reinstated automatically at the end of such suspension, unless his actions warrant an extension or expulsion, which action shall be taken as above provided.

3.05 Appeal

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

3.06 Re-admittance of expelled members

- (a) No former Society member having been expelled for cause by the chapter, or having resigned to avoid expulsion for cause, shall be readmitted to membership except by a two-thirds affirmative vote of the chapter board of directors and confirmed by a majority affirmative vote of chapter members present and voting at a regular chapter meeting at which a quorum is present; provided, however, that a former Society member who has been expelled for cause by a chapter, or who has resigned to avoid such expulsion for cause, may be readmitted to Society membership in a chapter (including the Frank H. Thorne Chapter) other than the expelling chapter, by a two-thirds affirmative vote of the Society Board as provided in Section 3.01(e) of the Society bylaws.
- (b) Re-admittance of members expelled by the Society Board shall be governed by the conditions of Section 3.01(e) of the Society bylaws, that is, by a two-thirds affirmative vote of the Society Board.

ARTICLE IV Dues, Fees, and Fiscal Year

4.01 Initiation fee

The initiation fee shall be set by the chapter board of directors, but in no case shall it be less than that required by the Society Executive Director.

4.02 Service charge and reinstatement fee

Other fees shall be in the amount set by the Society Executive Director.

4.03 Annual dues

The annual dues of this chapter shall be such amount as may be decided by the chapter board of directors, from time to time, and shall include Society dues, and district dues and shall be payable in advance. Dues are fully earned when paid, and there shall be no refund of any portion of the dues in the event of the resignation, death, suspension or expulsion of a member. Members holding membership in two or more chapters shall not be required to pay multiple Society dues, but members holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

4.04 Finances

All finances and monies collected by the chapter from dues, penalties, donations or payments for shows and performances shall be under the control of the chapter board

of directors and shall only be used in promoting the purposes of the Society without personal gain to any individual members.

4.05 Fiscal year

The fiscal year of the chapter shall begin on January 1 and extend through December 31.

Article V Meetings

5.01 Membership meetings

- (a) Regular meetings of the chapter shall be held weekly at such time and place as the chapter shall designate.
- (b) Special meetings may be called by a majority vote of the membership at any regular meeting or by the president, and notice of such special meeting shall be given to the members not less than ten days prior to the date of such meeting.
- (c) The annual meeting for the election of officers and directors shall be held prior to October 15 of each year and notice of the date of such meeting shall be given to the members at least two weeks prior to such date. The annual meeting may be held during a regular meeting.

5.02 Board of directors

Regular meetings of the Board of Directors shall be held at least quarterly. Meetings shall be held at such time and place as shall be determined from time to time by the Board of Directors. As deemed necessary, actions may be taken by the board of directors apart from a meeting, using appropriate means of communication and assent.

5.03 Rules of Procedure

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

ARTICLE VI Chapter Leadership

6.01 Officers

Each officer must be an active member of this chapter. The chapter officers shall be President, Membership Vice-President, Program Vice-President, Music and Performance Vice-President, Marketing Vice-President, Secretary, Treasurer, and such

other officers as may be deemed necessary to conduct the affairs of the chapter. Officers shall be elected annually at the annual meeting, shall take office on January 1 of the year, and shall serve until their successors are elected and installed. All officers may succeed themselves in office. The officers shall perform the usual duties of their office and such other duties as determined by the chapter Board of Directors.

6.02 Directors

The Board of Directors shall consist of the officers, the immediate past-president and three active members of the chapter, called board members-at-large, who shall be elected in the same manner and at the same time as the officers. Each board member-at-large shall serve a term of three years. The terms of the board members-at-large shall be staggered by electing one board member-at-large annually. In any event, the board members-at-large shall serve until their successors are duly elected and installed; provided, however, that there shall be not less than seven directors, including officers, on the Board of Directors at any point in time.

6.03 Removal of officers or directors

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

6.04 Vacancies

Vacancies among installed officers or directors shall be filled by the Board of Directors for any unexpired term. In the event that a chapter member, after election as an officer or director at the annual meeting, shall be unable to take office on the succeeding January 1, a vacancy shall be declared, the nominating committee shall propose another member of the chapter for such office, and a special election shall be held. Notice of the special election shall be given to the chapter membership at least two weeks prior to the date of said special election. An officer or director elected in this manner shall take office on January 1 following the election.

6.05 Delegates

Chapter delegates to the district House of Delegates shall be elected at the annual chapter meeting and shall take office on January 1 of the following year. Delegates shall serve for one year or until their successors are elected and installed. Alternates may be appointed by the Board of Directors. Delegates and alternates shall be members in good standing of the chapter.

6.06 Chorus director and assistant chorus directors

Annual written contracts shall be executed as of July 1 of each year between the Board of Directors and each Chorus Director and any Assistant Chorus Directors of the chapter. A contract may provide for automatic renewal for a one-year period if neither party provides a notice of termination by a date prior to June 30 that is specified in the contract. Such contracts shall be subject to review at the June meeting of the Board of Directors.

ARTICLE VII Elections

7.01 Nominating Committee

The nominating committee shall consist of at least three members of the chapter. This committee shall select one nominee for each elective office and directorship and shall submit its report at a regular meeting or by mail and/or electronic transmission at least two weeks prior to the annual meeting. This shall constitute the placing of the names in nomination.

7.02 Additional nominations

Additional nominations may be submitted by any member, provided, however, that consent of any nominee must be first obtained, and provided further, that notice of such nomination shall be given at a meeting or by mail and/or electronic transmission at least one week prior to the annual meeting.

7.03 Voting

When there is more than one nominee for an office, voting shall be done by written ballot. Each member present at the annual meeting is entitled to cast one vote; 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. The various vice-presidents (see Section 6.01) shall appoint members as needed to serve on their respective committees. During the year, the President may appoint such other committees and task forces as he shall deem necessary or which shall be approved by the board of directors. The President shall be ex officio member

of all committees, except the nominating committee, and shall instruct them in their duties.

ARTICLE IX Quorum

9.01 Chapter meetings

Thirty percent of the membership of the chapter shall constitute a quorum for the transaction of the business of the chapter, except where (following the procedure authorized by Section 3.03 of the bylaws) the business being considered is the acceptance of new members. In the latter case, a majority of the membership shall constitute a quorum. Each member present shall be entitled to one vote on all matters brought before the membership. There shall be no voting by proxy or absentee ballot.

9.02 Board meetings

At board meetings, a simple majority of the members of the board shall constitute a quorum.

Article X Affiliation and Policy

10.01 Affiliation

This chapter shall be affiliated with the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc., a non-stock, not-for-profit corporation, incorporated under the laws of the State of Wisconsin, and shall be a member of the Mid-Atlantic District of SPEBSQSA, Inc. (the "District").

10.02 Policy

This chapter shall be subject to all of the rules and regulations contained in the Society's charter, bylaws, and statements of policy adopted and promulgated from time to time, and shall adopt no rule or policy inconsistent therewith.

Article XI Dissolution

11.01 Asset disposition

In the event of the dissolution of this chapter, voluntarily or otherwise, all of the assets remaining after payment, or provision for the payment, of all debts and

liabilities of the chapter shall be distributed to the District if it is then existing and organized and operated exclusively for charitable and/or educational purposes and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. If the District is not then existing and so organized, operating, and exempt, then such remaining assets shall be distributed to the Society if it is then existing and so organized, operating, and exempt; but if neither the District nor the Society is then existing and so organized, operating, and exempt, then such remaining assets shall be distributed to another existing organization that is organized and operating exclusively for one or more of the purposes for which the District and the Society were formed, and that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Article XII Amendments

12.01 By Society Board

The Society Board may amend these bylaws under their power given in the Society bylaws, and any such amendments shall become binding upon this chapter.

12.02 By Chapter

- (a) These bylaws may be amended by this chapter only as may be necessary to comply with the laws of the United States or the State of Pennsylvania, or otherwise as approved by the Society Governance and Bylaws Committee, acting on behalf of the Society Board. Any such amendment shall not become effective until approved by the Society Governance and Bylaws Committee.
- (b) Proposed amendments shall be in writing and shall be mailed and/or electronically transmitted, together with notice of the meeting, to each chapter member at least two weeks prior to the meeting at which they are to be voted on. Amendments may be considered at any regular or special meeting of the chapter at which a quorum is present, and shall be adopted upon two-thirds vote of the members present.