



CHAPTER BY-LAWS

Houston Chapter By-laws

(From the Rules and Regulations Handbook, revised July 2001)

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ARTICLE I Name-Organization

The name of this organization shall be Houston, Texas, Chapter of SPEBSQSA, Inc." (hereinafter called the "Chapter"). The Chapter is organized and exists pursuant to the provisions of Article III of the By-laws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a not-for-profit corporation (sometimes called SPEBSQSA, Inc., and hereinafter called the "Society").

ARTICLE II Purpose and Mission

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, District or Chapter.

2.02 Mission

Every Chapter shall have a Mission Statement reflecting its own place in the community, and in the Barbershop Society.

Chapters shall strive to serve the musical needs of all current and potential members by providing and actively supporting a wide variety of barbershopping opportunities, which may include organized quartetting, pickup quartetting, chorus singing, and group or "gang" singing.

ARTICLE III Membership

3.01 Qualifications for Membership

Any adult 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.

A "member" is one whose chapter, district and Society dues are fully paid and who is not under suspension by his 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 membership classification, that of active membership. No honorary 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 therefor and must be supported by two members 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. Non-attendance 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 therefore, shall be informed of the charges in writing; shall be accorded a hearing upon demand therefore, 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 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 By-laws, 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 re-admitted 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.

(b) Re-admittance of members expelled by the Society Board shall be governed by the conditions of Section 3.01(e) of the Society By-laws, 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 By-laws.

4.02 Service Charge and Reinstatement Fee

Former members who renew their membership within six months of their expiration date must pay, in addition to the Society dues, the "late renewal" service charge set by the Society Board. Former members who renew their membership later than

six months following their expiration date must pay, in addition to the Society dues, the "reinstatement fee" set by the Society Board.

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, The Harmonizer subscription, 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.

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 end on December 31.

ARTICLE V Meetings

5.01 Membership Meetings: (How often?)

- (a) Regular meetings of this Chapter shall be held 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 mailed 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 mailed to the members at least two weeks prior to such date.

5.02 Board of Directors

The Board of Directors shall meet at least once each month at a time and place determined by the president.

ARTICLE VI Officers and Directors

6.01 Officers

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

6.02 Directors

The Board of Directors shall consist of the officers, the Immediate Past President and three other 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. The Board Members-at-Large may be elected annually, or they may be elected for terms of two or not more than three years in such combination groups that the chapter will be provided with staggered terms of office among this group of Directors. In any event, the Board Members-at-Large shall serve until their successors are duly elected and qualified; provided, however, that there shall be not less than that number of Directors required by state law.

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 meeting when a quorum is present; provided, however, that notice of such meeting and the purpose of same has been given to the membership by mail at least two weeks prior to the date of said meeting.

6.04 Vacancies

Vacancies among officers or directors shall be filled by the Board of Directors for any unexpired term. A vacancy in the office of the president may be filled automatically by any vice-president at the option of the Chapter.

In the event that any officer or director, after election at the annual meeting, shall be unable to take office and serve after January 1 of the following year, a vacancy shall be declared, the Nominating Committee shall propose another member for such office and a special election shall be held after a notice of not less than two weeks and such elected officer or director shall take office on January 1 following his election.

6.05 Delegates

Chapter Delegates and alternates 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 and shall serve for one year or until their successors are elected and installed. (It is recommended that one Delegate be the Chapter president.)

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 at least two weeks prior to the annual meeting. This shall constitute the placing of the names in nomination.

7.02 Opposing nominations

Opposing nominations may be submitted by any member, provided, however, that consent of any nominee must be first obtained, and provided further, that notice of such nomination shall be given at a meeting or by mail 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 in good standing is entitled to cast one vote, and voting by proxy is not permitted. A majority of votes cast is necessary for election.

ARTICLE VIII Committees

8.01 Committees

On or before January 1 of each year, the president-elect shall appoint the Nominating Committee and such committees and task forces as he deems necessary. During the year, the president may appoint such other committees and task forces as he shall deem necessary or which shall be approved by the Board of Directors. The president shall be ex officio member of all committees, except the Nominating Committee, and shall instruct them in their duties.

ARTICLE IX Quorum

9.01 Chapter and Board Meetings

(a) 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(2) 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 shall be entitled to one vote on all matters brought before the membership, and there shall be no voting by proxy.

(b) Board meetings: At Board meetings, a simple majority of the members of the Board shall constitute a quorum.

ARTICLE X Affiliation

10.01 Affiliation

This Chapter shall be affiliated with the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc., a non-stock, nonprofit corporation, incorporated under the laws of the State of Wisconsin, and shall be a member of the Southwestern District Association of Chapters of SPEBSQSA, Inc.

10.02 Policy

This Chapter shall be subject to all of the rules and regulations contained in the Society's Charter, By-laws, and Statements of Policy adopted and promulgated from time to time, and shall adopt no rule or policy inconsistent therewith.

ARTICLE XI Dissolution

In the event of the dissolution of this Chapter, voluntarily or otherwise, the person or persons having custody of the Chapter funds, property, and assets, after payment of all obligations, within 30 days of such dissolution, shall give, convey, assign, transfer and set over to the District Association of Chapters of which it is a member, all of said Chapter funds, property, and assets. All such property accruing to said district shall be used to promote the aims and purposes of the Society. Canadian chapters shall make distribution of such property to one or more registered Canadian charitable organizations.

ARTICLE XII Amendments

12.01 By Society Board

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

12.02 By Chapter

(a) Amendment by Chapter: These By-laws may be amended by this Chapter only as may be necessary to comply with the laws of any nation, state or province, or otherwise as approved by the Society Laws and Regulations Committee, acting on behalf of the Society Board. Any such amendment shall not become effective until approved by the Society Laws and Regulations Committee.

(b) Notice and voting: Proposed amendments shall be in writing and shall be mailed, 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.