

SWEET ADELINES INTERNATIONAL CORPORATION
STANDARD FORM CHAPTER BYLAWS
CALIFORNIA CHAPTERS ONLY

Bylaws for L.A. South Towns Show Chorus Chapter of Sweet Adelines International Corporation.

ARTICLE I
NAME

The name of this chapter, organized by the authority and under the provisions of the bylaws of Sweet Adelines International Corporation, shall be L.A. South Towns Show Chorus Chapter of Sweet Adelines International, located at Torrance, California.

ARTICLE II
PURPOSE

The purpose for which this chapter is formed is to perpetuate and enhance the barbershop music art form through education, thereby benefiting local communities by furthering their artistic enrichment. The chapter will accomplish this purpose by:

1. Providing education and training for its members in singing four-part harmony, barbershop style, without instrumental accompaniment, the parts being tenor, lead, baritone and bass; this to be accomplished by organizing and maintaining choruses and quartets, and
2. Giving public and private performances to promote an interest in the development and general appreciation of all things pertaining to the art form of barbershop harmony, and
3. Awarding grants and scholarships to individuals and organizations in their pursuit of study and activities in the field of vocal music in order to encourage the development, application, and appreciation of musical talent.
4. Doing any and all things necessary to accomplish said purpose, including the owning and disposition of real and personal property. The property of this chapter is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this chapter shall inure to the benefit of any private persons.

Upon the dissolution or winding up of the chapter, its assets remaining after payment, or provision for payment, shall be distributed to Sweet Adelines International, a non-profit corporation organized under the laws of the State of Oklahoma, and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If Sweet Adelines International is not then in existence or exempt under Section 501(c)(3) of the Internal Revenue Code, the chapter's assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954."

ARTICLE III MEMBERSHIP AND DUES

Section 1. - ELIGIBILITY

Any woman who is genuinely interested in the promotion of barbershop harmony singing and friendship among women is eligible to be considered for membership, in accordance with the standard policy for admittance to membership as established by the International Board of Directors.

Every member who accepts membership in a chapter thereby ratifies, accepts and agrees to be bound in all things pertaining to the chapter by these bylaws and chapter standing rules, and to the corporation by the Certificate of Incorporation and the Corporate Bylaws, and further agrees to faithfully observe the provisions thereof.

Section 2. - DUES

The chapter may establish and collect annual dues; the procedure by which this is accomplished shall be set out in the Chapter Standing Rules.

Section 3. - TERMINATION

Any member in default in the payment of dues shall be suspended from all privileges of membership and, if after written notice by the Chapter Treasurer, such default shall not be remedied within a period of sixty (60) days, the membership of such member shall automatically terminate.

Section 4. - REMOVAL

Any member may be removed from membership by a two-thirds (2/3) vote of the International Board of Directors for conduct which is flagrantly detrimental to the harmonious functioning of the chapter, or for other conduct inconsistent with the privileges of membership, or other good and sufficient cause, as determined by the International Board of Directors. Action of the International Board of Directors shall be conclusive, final and binding on all chapters and on all members.

Section 5. - FISCAL YEAR

The fiscal year of the chapter shall begin on the first day of May in each year.

ARTICLE IV MEETINGS

Section 1. BUSINESS MEETINGS

- A. Necessary business may be conducted on the date of a regular chorus rehearsal or at a special meeting called for that purpose.
- B. The annual business meeting of the membership shall be held after January 1 but before April 30. Advance notice shall be given each member at least fourteen (14) days prior to the annual business meeting.
- C. The annual election for the purpose of electing Directors shall be held on the date of the annual business meeting.

Voting shall be in person or by absentee ballot. Absentee ballots, to be considered valid, shall be received by the chair prior to the meeting. Proxies shall not be permissible.

- D. Special business meetings may be called at any time by the President or by a majority of the Board of Directors, or upon written request to the Board of Directors by a majority of the members. At least ten (10) days prior notice shall be given each member of the time, place and purpose thereof.

Section 2. CHORUS REHEARSALS

Regular chorus rehearsals will be held at a time and place approved by the Board of Directors. Special rehearsals may be called at any time.

Section 3. QUORUM

A quorum for the transaction of business at any meeting shall consist of a majority of the membership.

ARTICLE V BOARD OF DIRECTORS

Section 1. MEMBERSHIP

- A. The number of Directors of the chapter shall be eight (8) or twelve (12). Their term of office shall be for two (2) years or until their successors are elected, except at the first election when half the total number of Directors are elected for a one-year term, and half the total number of Directors are elected for a two-year term. In the event of a tie for the fourth (4th) or eighth (8th) member of an eight-member Board, or the sixth (6th) or twelfth (12th) member of a twelve-member Board, the chapter will revote between the members who are tied. A change in the number of Directors may be made only at rechartering time.
- B. Directors shall be elected by ballot of the membership and plurality votes shall elect.

Section 2. AUTHORITY AND DUTIES

The Board of Directors shall have all powers and authority over the affairs of the chapter except as otherwise set out in these bylaws, the Regional Bylaws and the Corporate Bylaws. It shall be authorized to adopt rules and regulations as it may deem proper for the economy, progress and success of the chapter provided they do not conflict with these bylaws or adopted standing rules. Duties shall be assumed on May 1.

Section 3. MEETINGS

- A. Regular meetings for the conduct of business shall be held at least monthly.
- B. An election meeting shall be held prior to April 30 for the purpose of electing officers.
- C. The annual meeting shall be held after January 1 but before April 30 each year.

- D. Special meetings may be called at any time by the President, or by a majority of the members of the Board of Directors by means of advance notice to each Director of the time, place and purpose thereof.

Section 4. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum.

Section 5. VACANCIES

The president shall appoint a member within thirty (30) days to fill a vacancy on the Board of Directors, her action to be ratified by a majority of the Board of Directors.

Section 6. REMOVAL

Any member of the Board of Directors who fails to perform the duties of her position (office), or whose conduct is deemed prejudicial to the organization, may be removed from her position by a two-thirds (2/3) vote of the membership of the chapter. Prior to such removal, a team member (Director) shall have been given an opportunity to produce, before the membership, evidence to refute such charges.

The hiring and termination of the chorus director will be in accordance with the chapter standing rules and contractual agreements between the chorus director and the chorus.

ARTICLE VI OFFICERS

Section 1. MEMBERSHIP

- A. The elective officers of the chapter shall be President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer, elected by ballot by the Board of Directors from its number. The board members who will take office on May 1 shall have voting power. Board members whose terms expire on April 30 of that year shall not have voting power to elect.
- B. The officers shall have duties and powers as their designations imply and as hereinafter prescribed in their individual capacities.
- C. If the chapter desires, one member may be elected as Secretary to perform the duties of both Recording and Corresponding Secretary.

Section 2. TERM

The term of office of an officer shall be for one (1) year or until her successor shall be elected.

Section 3. DUTIES

- A. **PRESIDENT** - The President is the chief executive officer of the chapter and she shall see that all orders and resolutions of the chapter and Board of Directors are effected. She shall preside over all meetings of the membership and the board. She shall be ex officio, without vote, a member of all committees, except the Nominating Committee. She shall acquaint herself with the activities of all the officers and committees. It shall be her duty to see that all committees function and that all officers fulfill their duties.
- B. **VICE PRESIDENT** - The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. She shall succeed to the presidency in

the event that office is vacated.

- C. CORRESPONDING SECRETARY - The Corresponding Secretary shall keep in books or files of the chapter a clear and complete record of the chapter correspondence. She shall conduct all correspondence necessary for the proper function of the chapter, keeping officers and membership currently advised. She shall give all notices as required, including notification to the membership of the time, place and date of each board meeting. She shall conduct the correspondence with the International Headquarters office as instructed.
- D. RECORDING SECRETARY - The Recording Secretary shall record the minutes of all meetings and file them in a permanent minutes book of the chapter. She shall maintain current copies of bylaws and standing rules, a list of all committees and membership attendance records.
- E. TREASURER - The Treasurer shall have custody of all chapter funds and securities and shall keep in books belonging to the chapter full and accurate accounts of all receipts and disbursements. She shall be responsible for the deposit of all money, securities and other valuable effects in such depositories as may be designated for that purpose by the Board of Directors. She shall disburse the funds of the chapter as may be ordered by the Board of Directors, taking proper receipts for such disbursements. All checks, drafts and orders for payment of money shall be signed in the name of the chapter by the Treasurer and countersigned by such other officers, if any, as the board in its discretion may designate. She shall render at the annual business meeting, and whenever requested by the President or Board of Directors, a report of all her transactions as Treasurer and of the financial condition of the chapter. The books of the Treasurer shall be audited annually at the close of the fiscal year as directed by the Board of Directors the cost, if any, to be borne by the chapter.

Section 4. VACANCIES

A vacancy in the office of President shall be filled by the Vice President. Vacancies in other offices shall be filled by appointment of the President, ratified by a majority vote of the Board of Directors.

Section 5. REMOVAL

Any officer who fails to perform the duties of her office, or whose conduct is deemed prejudicial to the Organization, may be removed from her office by a two-thirds (2/3) vote of the Board of Directors. No officer shall be so removed until she has been served with a written notice of the charges against her and shall have been given an opportunity to produce, before the Board of Directors, evidence to refute such charges, and any officer thus removed from office shall have the right of appeal to the International Board of Directors.

ARTICLE VII COMMITTEES

Section 1. STANDING COMMITTEES

The following shall be standing committees: Bylaws and Rules and Membership. Additional standing committees may be provided for in the standing rules. Chairs of standing committees shall be appointed by the President to serve on such committees during the same term of office as her own, such appointments to be ratified by the Board of Directors.

Section 2. SPECIAL COMMITTEES

Special committees may be appointed by the President to perform functions not performed by the standing committees and shall serve until the special purpose for which they were appointed has

been fulfilled, or until dissolved by the President. The President shall be empowered to appoint such special committees as she deems needful at any time, or on the vote of the Board of Directors, at any meeting, she shall appoint committees as they direct.

Section 3. NOMINATING COMMITTEE

At least thirty (30) days prior to the annual business meeting of the membership, the President shall appoint a Nominating Committee composed of not less than three (3) members, such appointments to be ratified by a majority vote of the Board of Directors. This committee, under the direction of its chair, shall prepare a list of nominees consisting of at least twice the number of vacancies to be filled. A single slate shall be valid only if the Nominating Committee is unable to secure the consent of two (2) qualified members for each position to be filled. A list of qualifications of each nominee shall be distributed to the membership at least ten (10) days prior to the date of election. Nominations from the floor shall be allowed, provided prior consent of the nominee has been obtained.

Section 4. REPLACEMENT

- A. If at any time a chair fails to fulfill her duties, the President may remove such chair and appoint her replacement.
- B. By a two-thirds (2/3) vote of the Board of Directors at any meeting, the President shall remove a chair who fails to fulfill her duties and appoint her replacement.
- C. All such appointments are subject to ratification by the Board of Directors.

ARTICLE VIII STANDING RULES

Specific operating regulations necessary to carry out the meaning of these bylaws shall be provided for in Chapter Standing Rules which shall be adopted by the membership. Standing rules must be consistent with these bylaws, the Standard Regional Bylaws and the Corporate Bylaws.

ARTICLE IX AMENDMENTS

Section 1. BY THE CHAPTER MEMBERSHIP

Change of chapter name, location and/or number of Directors for the chapter may be approved by a two-thirds (2/3) affirmative vote of the members in good standing present at any regular meeting or special meeting called for that purpose, provided that a statement of the nature of the proposed amendment has been furnished each member at least ten (10) days prior to the regular or special meeting at which such action is to take place. Duplicate copies of said amendments, accompanied by a letter stating the action taken by the chapter and signed by the Chapter President and Secretary shall be submitted to International Headquarters, Sweet Adelines International, for approval. Subsequent to this approval, the effective date for these changes will be at chapter rechartering time. In addition, a change in chapter name may be made during the month of December.

Section 2. BY THE INTERNATIONAL BOARD OF DIRECTORS

These bylaws may be amended by a two-thirds (2/3) affirmative vote of the International Board of Directors. Unless otherwise directed by the International Board of Directors, any amendments thus adopted shall become amendments to the bylaws of all chapters of Sweet Adelines International.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority on all matters not covered by these bylaws.

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern Sweet Adelines International in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any policies or standing rules, or procedures that Sweet Adelines International may adopt.