

CHAPTER I -- ASSOCIATION OF INTERNATIONAL

SENIORS QUARTET CHAMPIONS

S.P.E.B.S.Q.S.A., INC.

BYLAWS

ARTICLE I - NAME

Section 1: The name of the organization shall be the "Association of International Seniors Quartet Champions," also known as the "AISQC." and hereafter referred to as the Association, a subsidiary organization of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc., also known as "SPEBSQSA, Inc.," and the "Barbershop Harmony Society," hereafter referred to as the "Society."

ARTICLE II- PURPOSES AND POWERS

Section 1: In general, to serve the Barbershop art form, quartets, and Association members.

Section 2: To set, through good example, standards of performance and conduct for all Society seniors quartets. (A seniors quartet is one in which each member is at least 55 years old and the sum of the ages is at least 240 years.)

Section 3: To assist in the development and education of aspiring senior barbershop quartet performers, promote participation of Society seniors quartets in both District and International competitions and public performances.

Section 4: Through quality public performances and other means, develop, cultivate, and promote Society and public interest in all International Seniors Champion Quartets.

Section 5: To encourage and promote the attendance and participation of all International Seniors Quartet Champions at Society functions and particularly at the Midwinter Seniors show.

Section 6: To establish and maintain an endowment fund, such fund to be hereafter referred to as the "AISQC Endowment Fund" which is described in Article VII.

Section 7: To assist and actively support the Society's charitable missions, including the Service Projects.

Section 8: To provide personal championship awards of a design approved by the Society Board of Directors, for presentation to the winners of Society International Seniors Quartet Contests.

Section 9: To endorse and encourage adherence to the "Guidelines for SPEBSQSA International Seniors Quartet Champions."

Section 10: To maintain the Association's status as a Society subsidiary organization; to become involved in Society policy matters only upon request of a Society Committee, or by direction from the Society Board of Directors, acting within the guidelines set forth by the Society Bylaws. The Association's activities shall be conducted without personal gain for its individual members, and any profits or other inurement shall be used in promoting the Society, the Association, and their purposes.

Section 11: To conduct the business of the Association and report its progress to the membership at an annual meeting, hereafter referred to as the "Annual Meeting," in conjunction with the Society's Annual Midwinter Convention, and for other such meetings called by the President or the Board of Directors of the Association, utilizing phone, facsimile, mail, or conference type communication facilities.

Section 12: To do all things incidental or reasonably necessary to accomplish the foregoing purposes. The Association shall have no power to engage in activities not in the furtherance of its express purposes to more than an insubstantial extent without empowerment by the Society Board of Directors, or a Society Committee.

ARTICLE III - MEMBERSHIP

Section 1: Any man who was a member of a Society International Seniors Quartet at the time the quartet won its title is eligible for membership in the Association, subject to the provisions of Sections 3 of this Article.

Section 2: The International Seniors Quartet Champion and its individual members shall be inducted into the Association by a majority vote of the membership at a meeting held as soon as expedient following the Seniors International quartet contest.

Section 3: All AISQC members and Associate Quartet Members, as defined in Article IV, must be Society members in good standing. A member in good standing is one whose Society and Association dues are fully paid in a timely fashion.

Section 4: Any AISQC member who fails to maintain his membership in good standing will be listed in the AISQC roster as "Inactive" and will not be permitted to participate in Association functions. All rights and privileges of membership will be restored once his membership is returned to good standing for the current year.

ARTICLE IV-ASSOCIATE MEMBERSHIP

Section 1: Three categories of Associate Membership have been authorized by the AISQC Board and approved by the Society's Governance and By-laws committee, designated as "Associate Memberships," "Permanent Associate Memberships," and "Memberships of Merit."

Section 2: All associate members must be Society members in good standing.

Section 3: Society policy requires that in order to continue the use of its quartet name and championship rank, an International Seniors Champion Quartet have as active members at least three of the members who sang with the quartet when it won the International Championship or its first International medal (Seniors or otherwise), whichever of those events occurred first, as the case may be. Any Society member who qualifies by age to be in a Seniors quartet and who replaces a champion member automatically becomes an Associate Member when he joins an International Seniors champion quartet.

Section 4: An Associate Member shall not be eligible to move, second, or vote on Association matters, nor shall he be eligible to hold any office in the Association or serve as a Board Member of the Association. An Associate Members may, however, if appointed, serve on an AISQC committee in any capacity except Chairman.

Section 5: Permanent Associate Membership status, subject to compliance with the provisions of Article IV, Section 2, and the limitations of Article IV, Section 4, may be conferred upon a past Associate Quartet Member whose membership may terminate, by a vote of the general membership, provided:

- a. he has performed in an active International Seniors Quartet for a minimum of one (1) year, and
- b. he is nominated in writing by a member of the International Seniors Quartet with which he qualifies, and
- c. the nominating member makes his nomination in writing to the President of the Association at least thirty (30) days in advance of the Annual Meeting, and
- d. no more than two (2) dissenting votes are received upon the general membership's consideration of the nomination at its Annual Meeting.

Section 6: Unless qualifying for Permanent Associate Membership Status under Section 5, above, an Associate Quartet Membership in the Association shall terminate immediately when:

- a. the member is no longer a member of an active International Seniors Champion Quartet,
- b. the International Seniors Champion Quartet of which he was a member either disbands or replaces more than one of the original members (thereby losing the right to use the quartet name and championship rank), or,
- c. the member does not meet the requirement of Section 2 of this Article.

Section 7: Membership of Merit. Any AISQC member as defined in Article III, Section 1, may nominate a candidate(s) by submitting the name(s) of potential candidate(s) to be considered as Member(s) of Merit of AISQC to the President in writing at least thirty (30) days prior to the Annual Meeting. Each candidate's nomination should be accompanied by supporting documentation. Each nominee must be:

- a. A Society Member in good standing and
- b. B. At least sixty (60) years of age.

The President shall present the names of all suggested candidates to the AISQC Board of Directors for their consideration. The name(s) and supporting credentials of candidate(s) who have, in the opinion of the Board of Directors made meritorious contributions to the furtherance of the goal of the AISQC shall be presented to the AISQC Annual Meeting for a vote of the AISQC membership. To be accepted as Member(s) of Merit, each nominee must receive a unanimous ballot.

Members of Merit are not expected to pay annual AISQC dues, but are subject to the limitations of Article IV, Section 2.

ARTICLE V - EXPULSION

Section 1: A member may be expelled from the Association, for cause, only by a two-thirds (2/3) majority vote of the Association Board of Directors and a two-thirds (2/3) majority vote of those members present at the Annual Meeting of the Association.

Section 2: A motion for the expulsion of an Association member must be submitted, in writing, to the Association President by a member in good standing. Such motion shall state the cause, reasoning, and circumstances supporting the motion, and must be signed by the maker and seconded in the same or other writing by another Association member in good standing.

Section 3: Upon receipt of a duly made and seconded motion for the expulsion of an Association member, the Association President shall cause a copy of the complete motion and second to be sent by certified mail to the last known address of such member. This notice shall also state the place, time and date (which shall not be less than thirty days after the mailing of such notice), where and when the Association Board of Directors will consider the motion for expulsion. Such member shall be afforded a reasonable opportunity to be heard at such meeting. If the motion for expulsion is adopted by the Association Board, the Association President shall report such action to the general membership, which report shall include a summary of the matters presented to the Association Board by all sides, before conducting a vote of the general membership. The accused member shall also be notified of the place, time, and date when the matter will be presented to the general membership, and he shall have a reasonable opportunity to be heard.

Section 4: All expulsion hearings and votes thereon shall be conducted only at a regular meeting of the Association Board and, by the general membership, only at the site of and during the Annual Meeting of the Association. Following the conclusion of any expulsion hearing and vote, the President of the Association shall report the matter to the Society President and the Chairman of the Society Ethics Committee.

Section 5: Expelled members may be readmitted to membership in the Association only by a two thirds (2/3) affirmative vote of both the Association Board and those members present an Annual Meeting.

ARTICLE VI - OFFICERS AND DIRECTORS

Section 1: The officers of the Association shall be President, Executive Vice President, Secretary, Treasurer, and such number of vice presidents, as the membership deems necessary.

Section 2: There shall be a Board of Directors composed of the officers, the Immediate Past President, and four (4) Board members at large. Initially, two of the four board members shall be elected to a one-year term while the remaining two shall be elected to a two year term. Thereafter, the term of each board member shall be two years commencing on the first Monday of the week following the Annual Meeting at which he is elected and ending on the first Monday of the week following Annual Meeting corresponding to the end of his year term. Nominees for the officer positions and two (2) non-officer Board positions shall be selected by a Nominations Committee and submitted to the general membership at least thirty (30) days before the Annual Meeting. The officers and at-large Board members shall be elected by the membership at the Annual Meeting. Nominations from the floor shall be permitted only with the prior consent of the nominees. The term of each officer shall be for one year, commencing on the first Monday of the week following the Annual Meeting at which he is elected and ending on the first Monday of the week following the next Annual Meeting. Consecutive terms are permitted, except as limited in Sections 3 of this Article.

Section 3: The President shall be the Chairman of the Association Board and shall preside at all meetings of the Association and meetings of the Board of Directors (except where the matter under consideration involves the President personally), and shall perform the duties essential and incidental to his office. The President, with the approval of the Board of Directors, shall have the power to appoint from the membership of the Association such committees as may be required. The president shall vote only in the case of a tie. No President shall be eligible to serve more than two consecutive terms.

Section 4: The Executive Vice President shall serve as the assistant to the President, shall preside at meetings in the absence of the President, and shall perform such additional special duties as may be appointed by the President.

Section 5: The Secretary shall attend each Meeting of the AISQC Board of Directors and each Annual Meeting of the AISQC general membership. He will prepare and maintain a permanent record of all minutes of AISQC meetings. He will distribute minutes of each meeting as soon as practicable following that meeting. He shall maintain or delegate the maintenance of a roster of all AISQC active or inactive members, Associate Members, listing the names of the International and voice part(s) in which the member qualified for membership. The roster will also list the names of men honored as Members of Merit.

Section 6: The Treasurer shall maintain a record of all receipts and disbursements of the Association. He shall submit a summary financial report to the membership at each Annual Meeting and a detailed financial report for the current fiscal year to the Association Board and to the Society. The Treasurer shall be eligible to serve consecutive terms. An audit of the Treasurer's records shall be performed annually by an independent public accountant or by an Association member experienced in handling financial records. The auditor shall provide a written report to the Association Board.

Section 7: The Association Board of Directors shall be the governing body of the Association. It shall be responsible for the compliance with-and the enforcement of these Bylaws. Except for matters involving the expulsions and reinstatement of member or amendment to these Bylaws, the Association Board shall have full power to consider and act upon all matters affecting the business and affairs of the Association during the Board's term of office, subject to review by the general membership at the next Annual Meeting.

Section 8: The Association Board of Directors shall hold an annual meeting in conjunction with the Society's Annual Midwinter Convention, and may hold special meetings at such times and places as may be called by the President or at least five other members of the Board. Written notice of special meetings of the Board shall be mailed by the Secretary not less than fifteen (15) days prior to the meeting, but special meetings of the Board may be held without such notice with the written consent of all Board members. In lieu of holding special meetings of the Board, the President may submit any proposed action to a written vote of the Board. Such written notice may be via mail, e-mail, or facsimile means. Any such action approved by a majority vote of all Directors entitled to vote shall be as effective as if taken at a meeting of the Board.

Section 9: In the event of a vacancy on the Board of Directors, or in the event of a vacancy of any office position excluding that of President, a replacement will be appointed from the membership of the Association by the President with the approval of a majority of the Board of Directors.

In the event of a vacancy of the office of President, the Executive Vice President shall assume the office of President for the balance of the vacating President's term. The Executive Vice President's office shall remain vacant until the next annual meeting.

Section 10: Any Association member in good standing, other than an Associate Member, may submit a motion for action to be taken by the Board, provided that any such motion that is submitted at any time other than at the annual meeting of the Board must be submitted in writing, signed by the member and seconded in the same or another writing by another Association member in good standing, with copies sent to the entire Association Board of Directors.

Section 11: All Actions taken by the Board during the fiscal year must be reported in writing to the membership no later than the next Annual Meeting.

ARTICLE VII - AISQC ENDOWMENT FUND

Section 1: There shall be an AISQC Endowment Fund that shall be funded through proceeds derived from activities and donations. The principal of the AISQC Endowment Fund shall be kept invested with the earnings applied at the discretion of the Board of Directors acting as Trustees in accordance with the purposes set forth in Article II.

Section 2: The Endowment Fund shall be established with Harmony Foundation, a nonprofit charitable trust corporation created by SPEBSQSA to provide support for educational and charitable purposes. Harmony Foundation shall submit annual reports on the performance of the Endowment Fund to the members of the Board of Directors.

Section 3: The Board of Directors, acting as Trustees, shall be responsible for identifying projects that further the purposes set forth in Article II, and that are worthy of receiving a grant from the AISQC Endowment Fund. A grant request may be authorized only with the affirmative vote of the Association membership.

Section 4: The Treasurer shall be responsible for serving as the liaison between Harmony Foundation and the Board of Directors with regard to the Endowment Fund management and performance, and the funding of grants. He will also report to the membership at the Annual Meeting the status of the Endowment Fund as reported by Harmony Foundation.

ARTICLE VIII - FINANCES

Section 1: The annual dues of the Association shall be set by the AISQC Board of Directors, and shall be payable upon receipt of the Treasurer's invoices, or at the Annual Meeting.

Section2: The Association shall submit financial statements to the Society Board of Directors annually.

ARTICLE IX – AMENDMENTS

Section 1: These bylaws may be repealed, amended, or supplemented at any Annual or Special Meeting of the Association by a majority vote of the members present, provided written notice thereof, including a copy of the proposed change, is forwarded via email, or facsimile or mailed and postmarked not less than fifteen (15) days prior to the meeting, or at any Annual or Special Meeting of the Association by a vote of not less than two-thirds (2/3) of the members present where the written notice requirement is not met. Any amendment thus adopted shall not become effective until approved by the Society's Laws and Regulations Committee, acting on behalf of the Society's Board of Directors.