CAROLINAS DISTRICT BYLAWS

Index

ARTICLE I Name-Organization 2
1.01 Name; organization

ARTICLE II Purposes and scope 2
2.01 Purposes
2.02 Scope

ARTICLE III District territorial area; membership; revenue 2
3.01 District territorial area
3.02 Membership
3.03 Revenue

ARTICLE IV District House of Delegates 3
4.01 How constituted
4.02 Quorum
4.03 Rules of order
4.04 Order of business

ARTICLE V Officers and elections 3
5.01 Officers
5.02 Qualification
5.03 Election of officers
5.04 Vacancies in office
5.05 Duties of officers
5.06 Society Board directors at-large

ARTICLE VI District Board of Directors 4
6.01 Composition
6.02 Duties
6.03 Meetings
6.04 Quorum

ARTICLE VII District House of Delegates meetings 5
7.01 Time and place
7.02 Delegates and voting

ARTICLE VIII District committees..... 5
8.01 Appointment
8.02 Ethics Committee
8.03 Nominating Committee

ARTICLE IX Area and division organization 6
9.01 Areas and Divisions

ARTICLE X Disciplinary powers 6
10.01 Authority

ARTICLE XI Dissolution..... 6
11.01 Asset disposition

ARTICLE XII Amendments..... 6
12.01 By Society Board
12.02 By District

ARTICLE I

Name-Organization

1.01 Name; organization

The name of this organization shall be Carolinas District of SPEBSQSA, Inc, (hereinafter called the "District"). The District is organized and exists pursuant to the provisions of Article X of the Bylaws 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") and is incorporated under the laws of the State of **North Carolina**.

ARTICLE II

Purposes and scope

2.01 Purposes

To perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members throughout the District by the formation in every city, town and hamlet, of local chapters, composed of members interested in the purposes of this corporation, which shall be the same as the purposes of the Society; to hold annual, local and district contests in quartet and chorus singing; 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 quartet and chorus singing by publication and dissemination thereof.

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

2.02 Scope

These bylaws in their entirety, both in form and substance as well as the Society Bylaws, shall be mandatory and binding upon all districts, except that a change in terminology, form and/or substance may be permitted, subject to approval by the Society Governance and Bylaws Committee acting on behalf of the Society Board of Directors ("Society Board"), when necessary to comply with the laws of any nation, state or province, or when consistent with rules, regulations, policies, and operational procedures established by the Society Board.

ARTICLE III

District territorial area; membership; revenue

3.01 District territorial area

The geographical areas of the Carolinas District shall be the states of **North Carolina and South Carolina**.

3.02 Membership

Each chartered chapter situated within the territorial limits of the District shall be a member of the District.

3.03 Revenue

The District House of Delegates shall fix the District dues, fees and assessments payable to the District by member chapters of the District and/or by the members of such chapters, including members of the Frank H. Thorne Chapter who reside in the District. Members holding membership in two or more chapters in the District shall not be required to pay multiple District dues, but members holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

ARTICLE IV

District House of Delegates

4.01 How Constituted

The District House of Delegates shall be the supreme legislative and governing body of the District and shall consist of (a) the duly designated delegate, or delegates, from each duly chartered District chapter; (b) each member of the District Board of Directors; (c) any number of past District presidents, at the option of the District House of Delegates, who are members of the Society, available and willing to serve, and whose principal barbershopping activity is in a chapter of the District. Each of the above-named shall be a "Delegate." Such House of Delegates shall be subject to the rules and regulations of the Society and the Society Bylaws and shall have discretionary powers in all District affairs.

4.02 Quorum

A quorum for the transaction of business by the District House of Delegates shall be 30% of the Delegates or alternates.

4.03 Rules of order

All meetings of the District House of Delegates shall be conducted in accordance with *Robert's Rules of Order (Current Edition).*

4.04 Order of business

The order of business at the District House of Delegates meetings shall be as follows:

1. Roll call, checking of credentials and establishing a quorum.
2. Minutes of previous meeting.
3. Reports of officers and committees.
4. Unfinished business.
5. New business.
6. Report of Nominating Committee (fall meeting only).
7. Election of officers (fall meeting only).
8. Adjournment.

ARTICLE V

Officers and elections

5.01 Officers

The officers of the District shall be a president; executive vice president; such number of vice presidents or other officers as deemed necessary to carry on the business of the District; secretary; treasurer; and immediate past president.

5.02 Qualification

Each officer of the District shall be an active member in good standing of a member chapter situated within the District.

5.03 Election of officers

(a) District officers shall be elected by the District House of Delegates, except that the retiring District president shall automatically succeed to the office of immediate past president. A president who resigns or is removed during his term of office does not thereby become the immediate past president. Each delegate shall be entitled to one vote for one of the nominees for each office. Officers shall take office on January 1 of the year following their election. Officers shall serve for a term (as fixed by District regulation or statement of policy) of either one or two years; provided however, that all officers shall serve until their successors are elected and take office. No District president having served a term of two years (or two consecutive terms of one year) shall be eligible to succeed himself.

(b) In the event that the District president, elected by the Board of Directors to fill a vacancy under the provisions of Section 5.04 below, shall serve more than nine months of a one-year term, or more than one year and nine months of a two-year term in such office, it shall be considered a full term for the purposes of determining his eligibility for election to a successive term.

5.04 Vacancies in office

In the event that an elective District office or District Board of Directors position shall become vacant, or be about to become vacant, for any reason, the District Board of Directors shall elect a qualified member of the District to fill such vacancy, and the person so elected shall hold office until his successor is elected and qualified. In the event of a vacancy in the office of immediate past president, a successor may be elected from among those qualified past presidents who are able and willing to serve.

5.05 Duties of officers

District officers shall perform such duties as are usually associated with their particular office or as more particularly prescribed in the District code of regulations.

5.06 Society Board directors at-large

In accordance with the provisions of Sections 7.01(c)(iii) and (iv) of the Society bylaws the District president shall annually obtain and report to the Society nominating committee the recommendation of the District as to the pool of candidates under consideration by the Society nominating committee for nomination for the position(s) of Society Board directors at-large. The District president shall obtain the recommendation of the District through the District Nominating Committee, Board of Directors, House of Delegates, or any other body/individual as specified by the District in these bylaws or in other District governing documents. The recommendation of the District shall be made by approval voting whereby a single vote may be cast for each candidate in the pool who would be acceptable to the District if nominated by the Society nominating committee and elected by the Society Board.

ARTICLE VI

District Board of Directors

6.01 Composition

There shall be a District Board of Directors consisting of the president, executive vice president, secretary, treasurer, immediate past president, and such number of board members at large as the District House of Delegates shall, by resolution adopted from time to time, determine.

6.02 Duties

The District Board of Directors shall be the responsible administrative agency of the District and shall have the power and authority to transact all business of the District during the interval between District House of Delegates meetings. The District Board of Directors shall be authorized to make budgeted expenditures and emergency expenditures and is empowered to take such emergency action as may be in the best interest of the District. It shall also enforce Society and District rules and regulations.

6.03 Meetings

The District Board of Directors shall meet at least twice each year. Special meetings of the Board may be held on call of the District president, or as otherwise provided by applicable corporate law.

6.04 Quorum

A majority of the membership of the District Board of Directors constitutes a quorum.

ARTICLE VII

District House of Delegates meetings

7.01 Time and place

The District House of Delegates shall hold at least two meetings a year at times specified by resolutions adopted by the District Board or House of Delegates.

7.02 Delegates and voting

Each District chapter shall be entitled to representation in the District House of Delegates by one or more Delegates or alternates in accordance with rules or policies adopted by the House of Delegates and set forth in a District code of regulations or statement(s) of policy. Each Delegate shall be entitled to one vote on any question submitted for vote at the House of Delegates meetings, and no person shall be entitled to more than one vote regardless of the offices or representative positions held. No proxy or absentee votes shall be permitted.

ARTICLE VIII

District committees

8.01 Appointment

Prior to January 1 following his election, the District president-elect shall appoint a District Ethics Committee, a District Nominating Committee and such other committees and task forces as may be required to carry on the business of the District.

8.02 Ethics Committee

(a) The district ethics committee shall be comprised of not less than three nor more than five members.

(b) The committee shall receive, investigate and take any necessary action relating to alleged violations of the Society Code of Ethics which have been referred to the committee pursuant to the Society ethics complaint policies, procedures and regulations.

8.03 Nominating Committee

(a) The District Nominating Committee shall consist of three or more members, a majority of whom shall be past District officers. All members of the committee shall be required to have demonstrated knowledge of District affairs and experience in the governance of the District.

(b) The committee shall present a slate of eligible candidates for each District office and District board member at large position at such time and in such manner as prescribed by District regulations or statements of policy. The committee shall also be responsible for making recommendations to the Society nominating committee for potential candidates for the positions of Society Board director at-large.

ARTICLE IX

Area and division organization

9.01 Areas and Divisions

The District may organize chapters of the District into areas or divisions, the number and boundaries of which shall be determined by the District Board of Directors subject to approval by the District House of Delegates.

ARTICLE X

Disciplinary powers

10.01 Authority

Subject to the power and authority of the Society Board, and provisions of Society Bylaws and other governing documents, the District Board of Directors shall have the authority to regulate and discipline District chapters in such manner as may be proper and just under the circumstances.

ARTICLE XI

Dissolution

11.01 Asset disposition

In the event of the dissolution or winding up of the District, voluntarily or otherwise, all of its assets remaining after payment, or provision for the payment, of all debts and liabilities of the District shall be distributed to the Society 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 Society is not then existing and so organized, operating and exempt, then such remaining assets shall be distributed to another existing organization that is so organized and operating exclusively for one or more of the purposes for which the Society and District were formed, and which 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 its power given in the Society bylaws, and any such amendments shall become binding upon this District.

12.02 By District

(a) Amendment by District: These bylaws may be amended by this District only as may be necessary to comply with the laws of any nation, state or province, 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) Notice and voting: Proposed amendments shall be in writing and shall be mailed, together with notice of the meeting of the District House of Delegates, to each District delegate 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 District at which a quorum is present, and shall be adopted upon two-thirds vote of the delegates present.