

Land O'Lakes District ByLaws

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History of Revisions:
January 1, 2019

ARTICLE I: Name-Incorporation

1.01 Name

The name of this organization shall be The Land O'Lakes District Association of Chapters of SPEBSQSA Inc., (hereinafter called the "District". The District is organized and exists pursuant to the provisions of Article X of the Bylaws for 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").

1.02 Incorporation

The "District", as hereinafter called, is a nonstock, nonprofit corporation incorporated under the laws of the State of Wisconsin.

1.03 Principal Office

The principal office of the district shall be as established in the incorporation documents filed with the State of Wisconsin, or as may be adopted from time to time by resolution of the board of directors. The district may have such other offices as the board of directors may designate or as the affairs of the district may require from time to time.

1.04 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 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 II: Purpose

2.01 Purpose

The purpose of this district shall be to support the purposes of the Barbershop Harmony Society as clarified in a Memorandum of Understanding initiated by the CEO in consultation with this district.

ARTICLE III: Board of Directors

3.01 How Constituted

The administrative body 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.

3.02 Duties

a. To District

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 intervals 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 all Society and District rules and regulations.

b. To BHS Board of Directors Election process

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 the Bylaws or in other 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.

3.03 Meetings

a. Regular and Special meetings

Regular meetings of the Board of Directors shall be held consistent with state or provincial law and must be held at least twice a year. Meetings shall be held at such time and place as shall be determined from time to time by the Board of Directors. To the extent permitted by state or provincial law, actions may be taken by the Board of Directors without a meeting provided the applicable state or provincial procedures are followed.

Special meetings of the Board may be called by the president, as required. All meetings shall be conducted under the current edition of Robert’s Rules of Order.

b. How Conducted

Board meetings (regular or special) may be conducted with participation by Board members in any such meeting may occur provided that:

1. All participating Board members may simultaneously hear each other during the meeting, and
2. All communication during the meeting is immediately transmitted to each participating Board member, and each participating Board members is able to immediately send messages to all other participating Board members.

c. Transacting Official Business

If an official meeting is conducted, all participating Board members must be informed that an official meeting is taking place at which official business may be transacted. A Board member participating in a meeting is considered to be present at the meeting. Minutes of any such meeting shall be prepared and distributed to all Board members.

d. Executive Session

Closed executive session of the Board may be held as deemed necessary, either at the discretion of the president or by a vote of the Board when the matter being considered is of a confidential or sensitive nature. Confidential minutes shall be taken by a designee appointed by the senior member present in executive session and such confidential minutes shall be filed separately from other Board minutes. Executive Sessions of the Board of

Directors shall consist only of voting members of the Board, with select individuals invited to attend and/or participate as required, or by invitation of the voting members of the Board. If an Executive Session of the Board is called during the course of a regular meeting, non-essential personnel will be asked to leave for the duration of the Executive Session.

e. Absent Voting Director

Should any voting director be unable to attend any meetings of the District Board, there shall be no alternate process, nor any vote by proxy.

3.05 Quorum

At any regular or special meeting of the Board, a quorum shall consist of a majority of the District Board members entitled to vote.

3.06 Action by telephone, facsimile or electronic transmission, or written consent

The Board may take action, without a meeting, by telephone (confirmed in writing), facsimile, or electronic transmission, or by other written action as necessary and declared by the president, provided that all members consent to the taking of the action without a meeting. Unless a greater vote is otherwise required by these bylaws, a majority favorable vote of all directors shall be necessary for the adoption of a proposed action.

3.07 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 for the circumstances.

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 Duties

The District House of Delegates shall be responsible for furthering the District's purposes, attaining its objectives, and the spread of barbershop harmony throughout the world.

4.03 Meetings

a. Regular and Special Meetings

Regular meetings of the District House of Delegates shall be held consistent with state or provincial law and must be held at least twice in each calendar year. Meetings shall be held at such time and place as shall be determined by resolutions adopted by the District Board or House of Delegates. To the extent permitted by state or provincial law, actions may be taken by the House of Delegates without a meeting provided the applicable state or provincial procedures are followed.

Special meetings of the District House of Delegates may be called by the District President, as required. All meetings shall be conducted under the current edition of Robert's Rules of Order.

b. How Conducted

House of Delegates meetings (regular or special) may be conducted with participation by House of Delegates members in any such meeting may occur provided that:

1. All participating House of Delegates members may simultaneously hear each other during the meeting, and
2. All communication during the meeting is immediately transmitted to each participating House of Delegates member, and each participating House of Delegates member is able to immediately send messages to all other participating House of Delegates members.

c. Transacting Official Business

If an official meeting is conducted, all participating House of Delegates members must be informed that an official meeting is taking place at which official business may be transacted. A House of Delegates member participating in a meeting is considered to be present at the meeting. Minutes of any such meetings shall be prepared and distributed to all appropriate House of Delegates members.

d. Executive Session

Closed executive sessions of the House of Delegates may be held as deemed necessary, either at the discretion of the president or by a vote of the House of Delegates when the matter being considered is of a confidential or sensitive nature. Confidential minutes shall be taken by a designee appointed by the senior member present in executive session and such confidential minutes shall be filed separately from other House of Delegates minutes. Executive Sessions of the House of Delegates shall consist only of voting members of the House of Delegates, with select individuals invited to attend and/or participate as required, or by invitation of the voting members of the House of Delegates. If an Executive Session of the House of Delegates is called during the course of a regular meeting, non-essential personnel will be asked to leave for the duration of the Executive Session.

e. Absent Voting Member

Should any voting House of Delegates member be unable to attend any meetings of the House of Delegates, there shall be no alternative process, nor any vote by proxy.

4.04 Quorum

At any regular or special meeting of the House of Delegates, a quorum shall be 30% of the Delegates.

4.05 Action by telephone, facsimile or electronic transmission, or written consent

The House of Delegates may take action, without a meeting, by telephone(confirmed in writing), facsimile, or electronic transmission, or by written action as necessary and declared by the president, provided that a majority of members consent to the taking of the action without a meeting. Unless a greater vote is otherwise required by these Bylaws, a majority favorable vote of all House of Delegates members shall be necessary for the adoption of a proposed action.

4.06 Minimum Business to Cover

As a minimum, the following business will be covered at the District House of Delegates meeting:

1. Roll call
2. Acceptance of minutes of previous meeting
3. Report of Nominating Committee (fall meeting only)
4. Election of Officers (fall meeting only)

ARTICLE V: Officers and Directors

5.01 Titles

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 Qualifications

Each officer of the District shall be an active member in good standing of a member chapter situated within the District and therefore also a Society Member in good standing.

5.03 Term of Office

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.

The term of office for members shall be for one year, but members may serve successive terms through reappointment by the district president.

The term of each office shall begin on January 1 of the year following the meeting at which such officer was elected.

In the event that the District president, elected by the Board of Directors to fill a vacancy, 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 Compensation

All officers shall serve without compensation.

5.05 President

The president shall be the chairperson of the Board and shall exercise general supervision over all of its activities. The president shall also perform other duties as required by these bylaws, or as assigned by the Board. The president shall preside at all Board meetings and shall appoint all Board Committees except as otherwise provided in the bylaws. The president shall have the power to make decisions in matters of an executive character, where the policy of the Board has been established, or when an emergency exists. The president shall have the power to make necessary decisions relative to expenditures and appropriations made by the Board, and to make emergency appropriations, when necessary, to implement the actions taken by the Board, subject to any Board-imposed limitations.

5.06 Immediate past president

The retiring president automatically shall become the immediate past president and shall hold office for a term of one year, or until a new president is elected. The immediate past president shall be a member of the District Board during their term of office. A president who resigns or is removed during their term of office is not eligible to become the immediate past president.

The immediate past president shall perform other duties as assigned by the president or by the District Board and shall assist the president and the District Board in carrying out the policies and the objectives of the district.

5.07 Executive vice president

In the absence of the president, the executive vice president shall preside at District Board meetings. The executive vice president shall perform other duties as assigned by the president or by the District Board and shall assist the president and the Board in carrying out the policies and the objectives of the district.

5.08 Secretary

The district secretary is, in essence, the district business manager who keeps the district organized and current in correspondence, report filing and all paperwork related to the operations of the district.

5.09 Treasurer

The treasurer shall be responsible for providing financial oversight for as well as advice and counsel to the district Board. The treasurer shall be responsible for the development of the District budget by the appropriate team, and shall present an annual budget and recommendations to the District Board, for its consideration and action. The treasurer has the right to disburse District funds in a District Board-prescribed manner and shall maintain a record of District assets, and receipts for District funds placed in depositories designated by the District Board. The treasurer shall require and maintain monthly statements from the designated depositories of the District, and shall make such reports to the District Board upon request. Moreover, the treasurer shall provide an annual financial report to the District Board.

ARTICLE VI: Nominations, Elections, Vacancies; Removals

6.01 Elections

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 their 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.

6.02 Election process

The election of the district board shall be placed on the House of Delegates agenda as an order of business. However, a vacancy in any position may be filled through voting by the House of Delegates by means of postal or electronic mail or by facsimile transmission. A majority vote of the House of Delegates members present, providing a quorum exists, shall determine the election of each board position. If there are more than two nominees on the ballot in any election and no nominee has received a majority of votes after two ballots, then on the third and each succeeding ballot, the nominee receiving the fewest votes on the immediate preceding ballot shall be removed until only two nominees remain. Voting shall continue until one nominee receives a majority of votes.

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 or absentee ballot is not permitted. A majority of votes cast is necessary for election.

6.03 Vacancies

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 the vacancy, and the person so elected shall hold office until their 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.

6.04 Removals

Any officer or director of this district may be removed from office by a two-thirds vote of the House of Delegates members present at a 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.

6.05 Opposing Nominations

Opposing nominations may be submitted by any House of Delegates member, provided, however, that consent of any nominee must first be 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 House of Delegates meeting where voting for board positions shall occur.

6.06 Delegates

Each District chapter shall be entitled to representation in the District House of Delegates by its Delegate 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 and any alternates shall be a member in good standing of the chapter that person represents. Each Delegate shall be entitled to one vote at the House of Delegates meetings, and no chapter 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 VII: District Committees and Task Forces

7.01 How Constituted

Prior to January 1 following their 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.

7.02 District Ethics Committee

The District Ethics Committee shall be comprised of not less than three members (including the chairman).

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.

7.03 District Nominating Committee

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.

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 VIII: Finance

8.01 Annual Dues

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. Individuals holding membership in two or more chapters in the District shall not be required to pay multiple District dues, but individuals holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

8.02 Finances

All finances and monies collected by the district from dues, penalties, donations, or payments for shows and performances shall be under the control of the district board of directors and shall only be used in support of the purposes of the district.

8.03 Fiscal year

The fiscal year of the district shall begin on January 1 and end on December 31.

8.04 Audit

The District Board shall provide for, and cause to be made, an audit of the books and accounts of the district annually, or at its discretion at more frequent periods, by certified public accountants. The district president shall submit the books and vouchers for audit whenever required by the Society Board.

8.05 Budget

The District Board shall adopt a budget for each fiscal year that is aligned with both the short and long-term financial objectives of the organization.

8.06 Initiation Fee

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

8.07 Other Fees

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

8.08 Dissolution

In the event a district decides to dissolve for any reason, it shall first offer a motion of dissolution to the House of Delegates, and such motion must be passed by two-thirds of the authorized delegates present and voting. After passing by the required two-thirds vote, the request for dissolution shall be presented to the Society Board for consideration and action. The request for dissolution shall be accompanied by a statement fo the district assets, liabilities, and financial accounting for the previous two years.

ARTICLE IX: Membership

9.01 District Membership

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

Chartered chapters situated outside the territorial limits of the District may petition to become a member of the district, subject to the recommendation of both districts and the approval of the Chief Executive Officer of the BHS. The determination by the CEO shall be binding on all affected districts.

9.02 District Territorial Area

The geographical areas of the Land O'Lakes District shall be the States of Wisconsin, Minnesota, and North Dakota, the Upper Peninsula of Michigan (except the counties of Chippewa, Luce, Mackinac, and Schoolcraft), the Provinces of Manitoba and Saskatchewan and the Counties of Kenora, Thunder Bay, and Rainy River in the Province of Ontario, Canada.

ARTICLE X: Dissolution

10.01 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 XI: Amendments

11.01 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 District.

11.02 By the District Board of Directors

a. Process

These bylaws may be amended by this District only as 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 and/or electronically transmitted, 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 Board at which a quorum is present, and shall be adopted upon two-thirds vote of the members present.

History of Revisions:

January 1, 2019

Rewrite to support Everyone in Harmony and to resolve inadequacies of the earlier version.