**ARTICLE I NAME**

**1.01** The name of this organization shall be the San Fernando Valley Chapter (hereinafter referred to as the "Chapter") of S.P.E.B.S.Q.S A., Inc. (The Society for the Preservation and Encouragement of Barbershop Quartet Singing in America, Inc.) The Chapter shall include and support a chorus. This chorus will be known as The Valley Harmony Singers, (hereinafter referred to as the "Chorus"). The Chapter is organized and exists pursuant to the provisions of Article III of the bylaws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc., a not-for-profit corporation dba. The Barbershop Harmony Society, (hereinafter referred to as the "Society"). The Society is incorporated under the non-for-profit laws of the State of Wisconsin and has been recognized as exempt from United States income tax under Section 501(c)(3) of the Internal Revenue Code. Additional information about the Society’s and chapters tax-exempt status may be obtained at www.barbershop.org/taxexempt.

**1.02** The principal office of the chapter shall be as established in the incorporation documents filed with the state of California or as may be adopted from time to time by resolution of the board of directors. The chapter may have such other offices as the board of directors may designate or as the affairs of the chapter may require from time to time.

**ARTICLE II PURPOSE**

**2.01** The purpose of this Chapter shall be to perpetuate the old American institution, the barbershop quartet, ~~art form of Barbershop Harmony,~~ andto promote and encourage vocal harmony and good fellowship among its members and the public, to further the education of its members and the public in music appreciation, to initiate and participate in charitable projects, and to promote public appreciation of barbershop harmony.

**~~2.02~~** Chapter activities shall be conducted without personal gain for its individual members, and any profits, or other inurements to the Chapter shall be used to promote the purposes of the Society, The Far Western District (hereinafter referred to as the “District”), or the Chapter.

**2.02** **Mission** ~~Statement~~

The Chapter is devoted to the interests of barbershop harmony. It is a singing organization having fun, not a fun group trying to sing. The Chapter is made up of men of good character, ranging all ages and walks of life.

**A.** When performing, the Chapter chorus and quartets strive to sing their best quality a cappella, four-part harmony in the barbershop style.

**B**. Chapter members will reach out to the youth of the community, at schools and other places, to share the joy of singing as a lifelong recreational activity. The chapter is firmly committed to the protection of any youth who are members of the chapter or who attend or participate in any functions or schools of the chapter, and will ensure that all of its members adhere to the Society’s Youth Policy, and the procedures pertaining to interactions with youth.

**C.** Chapter members will do all things reasonable and necessary to assure that Chapter members their families and friends will have the opportunity to sing barbershop music in the future.

**D.** The Chapter shall encourage the formation of quartets to sing barbershop harmony at Chapter meetings, public performances, shows, and contests. Quartets that perform for profit shall establish their own accounting and tax status documents.

**E**. The Chapter shall strive to participate, with chorus and quartets, in every Society contest for which the Chapter is eligible and prepared.

**F.** The Chapter shall strive to serve the musical needs of all current and potential members by providing and actively supporting a wide variety of singing opportunities, which may include organized quarteting, pickup quarteting, and chorus singing.

**G.** In pursuit of its primary goal, the preservation of the barbershop style of music, various activities shall be emphasized. Chief among these are: The development of barbershop quartets, Instructing members in the singing of four-part barbershop harmony, Public service with performances of the chorus and quartets, support of service projects of the Society and District., The establishment of a performing chorus.

**ARTICLE III MEMBERSHIP Chapter Membership Responsibilities**

As with other organizations worth joining, membership in this Chapter carries with it certain responsibilities. These include: Regular attendance at Chapter meetings, Participation in administrative or committee assignments. Personal conduct worthy of the Society is expected at all meetings, shows, conventions, and any other Chapter-related function.

Good taste and common courtesy shall govern members during barbershop activities.

**3.01 Qualifications for membership**

Any male person of good character and reputation may be considered for membership or for transfer, subject to the applicant’s agreement to abide by the Chapter governing documents and Code of Ethics of the Chapter and Society, and subject to such further and reasonable restrictions as may be adopted by the Chapter and incorporated in its bylaws and Standing Rules & Regulations, or statements of policy.

A ~~current~~ member is defined as 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 chapter membership classification, that of active membership. No honorary chapter memberships shall be allowed.

**3.03 Manner of Admission A. Application**

**1.** Application for membership, including applications for transfer from another chapter, shall be submitted on forms furnished by the Society for that purpose.

**2.** A prospective member shall receive a copy of these Bylaws and Chapter Standing Rules & Regulations for review and orientation. A prospective member must attend at least three regular Chapter meetings, meet the Chapter officers, receive oral and published information pertaining to the Society, and supply personal data as requested by the Membership Vice President to be considered for membership.

**3.** A prospective member must have a sponsor, typically the person who introduces him to the Chapter. If the prospective member comes to the Chapter without introduction, a sponsor shall be assigned by the Membership Vice President. In this event, the sponsor is to be assigned and introduced to the prospective member as soon as is possible.

**4. Attendance**

The Membership Vice President will keep a record of meeting attendance and completion of requirements for membership for each prospective member**.**

**3.04 Acceptance Procedure**

**1.** The Music Team will notify the Membership Vice-President of the voice test results of the prospective member.

**2.** When the Membership Vice President deems him acceptable for membership, the prospective member will be given a membership application form. If the Membership Vice President feels that the prospective member is not acceptable for membership, he must present the information to the Board of Directors (“Board”) at the earliest opportunity. If the Board concurs, the Membership Vice President will be instructed not to extend an invitation for membership.

**3.** The prospective member will return the completed application form, together with appropriate dues, to the Membership Vice President.

**4.** The Membership Vice President will present the application at the earliest possible Board Meeting.

**5.** The Board of Directors will vote to accept or reject the prospective member by simple majority vote.

**6.** The Secretary will send accepted membership applications to Society Headquarters for processing. The new member will be notified of his acceptance at the earliest opportunity.

**7**. Applications that have been rejected will be filed and any money collected for dues shall be returned to the applicant.

**3.05 Admission**

An applicant must receive a majority favorable vote of the Chapter Board of Directors. Following such approval, the applicant’s admission to membership in the Society shall become effective upon receipt and approval of the application at Society Headquarters, and his membership starting date shall be set accordingly. A former member seeking to reinstate his membership shall be required to reapply, and be subject to the approval of the Chapter Board of Directors. A reinstated former member shall pay the fees and charges set forth in Section 4,02.

**3.06 Suspension or Expulsion**

A demand to suspend or expel a member shall be in writing, shall state clearly the charge against such member and shall be signed by the complainant, except when initiated by the Society’s Executive Committee or the Chapter’s Board of Directors.

A member may be suspended or expelled only for such acts or omissions that constitute conduct unbecoming a member or conduct detrimental to the best interests of the Society in the fulfillment of its objectives and purposes, or for willful violation of the Code of Ethics of the Society or the Rules, Regulations or Statements of Policy promulgated by the Society. Non- attendance at regular Chapter meetings may be considered such conduct only at the discretion of the Chapter Board of Directors.

A member charged with wrongdoing and facing suspension or expulsion by the Chapter shall be informed of the charges in writing, He shall be accorded a hearing upon demand, and can be suspended or expelled only after the following conditions are met: A two week’s notice of the pending proceedings must be given to Chapter members and, two-thirds of the members present and voting at a regular meeting of the Chapter, at which a quorum is present, must vote to affirm. Suspension or expulsion of a member may also be effected by the Society Board pursuant to Section 3.01(c) of the Society Bylaws and regulations adopted pursuant thereto.

Any member, having been suspended by the Chapter, as provided in (B) above, shall, during the period of his suspension, 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. He shall be reinstated automatically at the end of such suspension, unless his actions warrant an extension or expulsion, which action shall be taken as provided above.

**3.07 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.

**3.08 Re-admittance of expelled members**

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. However a former Society member who has been expelled for cause, may be readmitted to Society membership in a chapter (including the Frank H. Thorne Chapter) other than the expelling chapter, by a two-thirds affirmative vote of the Society Board as provided in Section 3.01(e) of the Society By Laws.

Re-admittance of members expelled by the Society Board shall be governed by the conditions of Section 3.01 (e) of the Society Bylaws, that is, by a two-thirds affirmative vote of the Society Board of Directors.

**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 Executive Director.

**4.02 Service charge and reinstatement fee**

Other fees shall be set by the Society Executive Director.

**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 be added to Society dues, *The Harmonizer* subscription, and Far Western District dues, and shall be payable as proscribed by Society regulations. 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. Members holding membership in two or more chapters shall not be required to pay multiple Society dues, but members holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

**~~4.02 Service Charge and Reinstatement Fee~~**

~~Former members who renew their membership within six months of their membership 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 membership expiration date must pay, in addition to the Society dues, the “reinstatement fee” set by the Society Board~~.

**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 be used only for promoting the purposes of the Society without personal gain to any individual members.

**4.05 Fiscal Year**

The fiscal year of the Chapter begins on January 1, and ends on December 31 of each year.

**ARTICLE V MEETINGS**

**5.01. Membership Meetings**

**A**. Regular meetings of the Chapter shall be held at the time and place that 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 or acting President, and notice of the special meeting shall be communicated to the members not less than ten days prior to the date of the meeting.

**C.** The Annual Meeting for the election of officers and directors must be held prior to October l5th of each year and notice of the date of such meeting shall be communicated to the members at least two weeks prior to such date.

**5.02 Board of Directors Meetings**

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

Meetings are open to any Chapter member.

Special Board of Director’s meetings may be called by the President, or, in his absence, by the highest ranking Board Member present, provided a quorum is present. Any Board member may request a special Board Meeting. A special Board Meeting may use modern technology for voting.

**5.03** Rules of Procedure

Roberts’ Rules of Order (most recent edition), including the Small Board Rules of Roberts’ Rules, shall serve as the rules of procedure for chapter board and chapter membership meetings.

   

**ARTICLE VI OFFICERS AND DIRECTORS**

**6.01 Officers**

The officers of this Chapter shall be: President, Immediate Past President, five or more Vice Presidents, Secretary, Treasurer, and such other officers as may be deemed necessary to conduct the affairs of the Chapter as noted below. The Vice Presidents shall be designated: Membership Vice President, Program Vice President, Music Vice President, Communications Vice President, and, Public Relations Vice President. The offices of Secretary and Treasurer may be combined. Officers shall be elected , with the exception of Board Members-At-Large, as defined in Section 6.02. Officers shall take office on January 1st of the year following their election and serve until their successors are 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. The term of office shall be two years.

**6.02 Board Of Directors**

The Board of Directors shall consist of the officers, the Immediate Past President (automatic ascension), and two or more other active members of the Chapter, called Board Members-At-Large (BMAL), who shall be elected in the same manner and at the same time as the other officers. The Board Members-At-Large shall be elected for a two-year term. BMAL will be elected on opposite years so that only one BMAL is elected each election cycle, and one BMAL carries over from the previous year. The Board Members-At-Large shall take office on January 1st of the year following their election and serve until their successors are elected and take office. Non-chapter members may be elected as members-at-large within the limitations of the Society Standard Chapter By Laws section 6.03

**6.03 Number of Directors**

There shall be no fewer than nine persons on the Board of Directors.

**6.04 Removal of Officers**

Any officer or director of this Chapter may be removed from office by a two-thirds vote of the Chapter members present at any regular or special meeting when a quorum is present; provided, however, that notice of such meeting and the purpose of same has been communicated to the membership at least two weeks prior to the date of said meeting.

**6.05 Vacancies**

In the event that any officer, elected at the Annual Meeting, shall be unable to take office and serve on or before January 1st of the following year, a vacancy shall be declared, and 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 1st following his election.

After January 1st, vacancies among officers shall he filled, by appointment, by the Board of Directors for any unexpired term. A vacancy in the office of the President shall be filled, automatically, by the Vice Presidents, in succession, as noted in Section 6.07. A Vice President shall have a right to refuse the presidency and to demur to the next Vice President in order. The open Vice President’s office will then be filled according to these Bylaws. In the event of a vacancy in the position of Immediate Past President, a successor may be elected from among those past Presidents who are able and willing to serve. A President who resigns or is removed during his term of office does not thereby become the Immediate Past President

**6.06 Delegates**

The delegate to the Far Western District House-Of-Delegates shall be the Chapter President. If the Chapter President cannot attend, he will select an alternative to attend in his place.

**6.07 Duties of Officers**

**1. President:**

1. Preside at all regular, special and Board of Directors meetings.
2. Conduct the administrative business of the Chapter.
3. Appoint and remove, with approval of the Board of Directors, all committee chairmen.
4. Attend all Far Western District House of Delegates meetings and vote on all resolutions as directed by the Chapter, or in the absence of direction, in the best interest of the Chapter.

**2. Membership Vice-President**

A. Assume the duties of the President in the absence of the President.

B. Chair the Membership Committee and direct efforts toward retention and expansion.

C. Conduct the Admission Program as delineated in section 3.03 of these Bylaws.

D. Perform any duties that may be assigned by the President.

**3. Program Vice-President**

A. Assume the duties of the President in the absence of the President and Membership Vice-President.

B. Arrange for a planned program at each meeting and maintain the rehearsal time schedule set forth for the meeting.

C. With the chorus manger, coordinating performances

D. Arrange all visitations and special events during the year.

E. Perform any duties that may be assigned by the President.

**4. Public Relations Vice-President**

A. Assume the duties of the President in the absence of the President, Membership Vice-President, and Program Vice-Presidents.

B. Arrange a program of public relations or publicity for the Chapter.

C. Handle any other public relations or publicity necessary.

D. Be a member of Public Relations Officers and Bulletin Editors society (P.R.O.B.E). (Dues paid by the Chapter.)

E. Perform any duties that may be assigned by the President.

**5. Music Vice-President**

A. Assume the duties of the President in the absence of the President, Membership Vice-President, Program Vice-Presidents and Public Relations Vice Presidents.

B. Provide, with the approval of the Board of Directors, a suitable Chorus Director.

C. Act as liaison between the Music Team and the Board of Directors.

D. Chair the Music Team.

E. Assume responsibility for all musical activities of the Chapter.

F. Perform any duties that may be assigned by the President.

**6. Communications Vice President**

A**.** Maintain the Chapter website.

B. Establish and maintain a Chapter newsletter.

C. Maintain the communications roster that contains email information, Chapter show attendees, etc.

D. Maintain the Chapter calendar on the website.

E. Be responsible for other electronic communications.

F. Perform any duties that may be assigned by the President.

For other Vice President responsibilities, refer to Standing Rules and Regulations.

**7 Secretary**

A. Handle all normal Chapter communication with the Society Headquarters and the Far Western District.

B. At the direction of the President or the Board of Directors, originate any other necessary correspondence.

C. Process all paperwork for new members’ applications and membership renewals for members and the Chapter.

D. Maintain Chapter records including; Board of Directors Meeting minutes, membership records, officer’s lists, and committee appointment lists.

**8 Treasurer**

A. Collect and take charge of all Chapter funds.

B. Establish and maintain the necessary bank accounts.

C. Establish and maintain a set of books with up-to-date accounts of the Chapter funds.

D. Be one of the signatories of all bank accounts; the other signatories shall be the President and the Secretary. Only one signature is required on each check.

E. Provide a report of accounts at each Board Meeting.

F. Prepare the books and arrange for an audit at the end of each year.

G. Prepare and report on all taxes required by governmental agencies.

H. Send notice of indebtedness to members as necessary. 

**9. CHORUS MANAGER**

Method: The chorus manager is an experienced, non-elected, voting officer appointed by the President and approved by the Board of Directors**.** The chorus manager is responsible directly to the President.

**A**.. General Responsibilities

1. Inventory of all Chapter property.

2. Repair and maintenance of all Chapter equipment, including risers, trailer, sound equipment, and props.

**B**. Performance Responsibilities:

1. Bookings: Coordinate dates for all performances.

2. Venue:

Determine suitability (with music committee).

Scout for the following: entrances and exits, riser placement, lighting, sound system, dressing rooms. If adequate facilities do not exist, arrange with sponsoring organization to obtain them.

3. Arrange for transportation of risers, costumes, props, and any other necessary items.

4.Ensure that chorus members are in the right costume properly placed for each scene.

5**.**  Prepare an information sheet for cast members in advance of each event.

**C.** Logistics

1. Be the contact person for the Chapter; arrange for written contract, if needed, with organization, and obtain payment at the time of performance.

**D**. Contest Responsibilities

1. Act as contact between the Chapter and district, division, or Society organizations in all matterspertaining to the logistics of the contest.

2. Arrange for transportation of risers, props, costumes, and members to contest.

3. Arrange for rehearsal rooms at contest site.

Note: Separate chairmen will be assigned by the President for registration, hotels, and afterglow.

**10. Board Members-at-Large**

A. Ensure that the officers act in the best interests of the membership.

B. Perform any duties that may be assigned by the President.

**ARTICLE VII ELECTIONS**

**7.01 Nominating Committee**

The nominating committee shall consist of at least three members of the Chapter, chaired by the Immediate Past President. This committee shall select one nominee for each elective office and shall submit its report to the membership at a regular meeting or by other means of communication at least two weeks prior to the Annual Meeting. This shall constitute the placing of the names in nomination. The President may not be a member of this committee.

**7.02 Opposing Nominations**

Opposing nominations may be submitted by any member, provided that consent of said nominee first be obtained, and provided further, that notice of such nomination shall be communicated at a meeting or by other means at least one week prior to the Annual Meeting.

**7.03 Voting**

When there is more than one nominee for an office, voting will be done by secret written ballot. Each member in good standing is entitled to cast one vote, and voting by proxy is not permitted. A majority of votes is necessary for election. (See 5.01 C for election meeting).

**ARTICLE VIII COMMITTEES**

**8.01 COMMITTEES** On or before January 1st of each year, the President-Elect and Vice Presidents Elect shall establish the following committees: Membership, Program, Public Relations, Music, and Nominating. During the year, the President may appoint such other regular or special committees as he shall deem necessary, or which shall be requested 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.

Chairmen will be appointed and may be removed by the President, with the approval of the Board of Directors. The exceptions are: Membership, Music, Communications, and Program, whose chairmen are the appropriate Vice Presidents. The chairman will select the members of the committees. If requested by the President, the chairman of each committee will submit a report at the Board of Director’s meeting each month. The President may appoint other committees as deemed necessary.

**ARTICLE IX QUORUM**

**9.01 Chapter and Board Meetings**

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 Sections 3.06B, 3.08A and 12.02C of these Bylaws)~~ the business being considered is the acceptance of new members. In the latter cases a majority of the membership shall constitute a quorum. Each member is entitled to one vote on all matters brought before the membership, and voting by proxy or absentee ballot is not allowed.

Board Meetings: A simple majority of the Board Members 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., also known as The Barbershop Harmony Society, a non-stock, non-profit corporation, incorporated under the laws of the State of Wisconsin, (known herein as the Society) and shall be a member of the Far Western District association of Chapters of SPEBSQSA, Inc. (FWD).

**10.02 Policy**

This Chapter shall be subject to all of the rules and regulations contained in the Society’s Charter, Bylaws and Statements of Policy, adopted and promulgated front time to time, and shall adopt no rule or policy inconsistent therewith.

**ARTICLE XI DISSOLUTION**

**11.01 Responsibility**

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 thirty days of such dissolution, shall give, convey, assign, transfer and set over such funds, property, and assets to the Far Western District Association of Chapters of SPEBSQSA, if it is then existing and organized and operating. All of said Chapter funds, property, and assets accruing to the District shall be used to promote the aims and purposes of the Society. If the District is not then existing and so organized, operating and exempt, then such remaining assets shall be distributed to the Society, if it is then existing and so organized, operating and exempt; but, if neither the District nor the Society is then existing and so organized, operating and exempt, then such remaining assets shall distributed to another existing organization that is organized and operating exclusively for one or more of the purposes for which the District and the Society 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 (SPEBSQSA, Inc.) Board**

The Society Board may amend these Bylaws under their power given in the Society Bylaws. Any such amendments shall become binding upon this Chapter.

**12.02 By Chapter**

These Bylaws may be amended by this Chapter as may be necessary to comply with the laws of any nation, state, or province, or to express the will of the membership. Any such amendments shall not become effective until approved by the Society Board.

The Chapter may amend the Standing Rules and Regulations at any regular or special meeting by a two-thirds majority of the members present, provided there is a quorum and notice has been given as described in 12.02C.

Notice and voting: Proposed amendments shall be made in writing and shall be communicated, together with notice of the meeting, to each member at least two weeks prior to the meeting at which they are to be voted upon. 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.