

**SWEET ADELINES INTERNATIONAL CORPORATION
CORPORATE BYLAWS**

**ARTICLE I
NAME**

The name of this corporation, as provided in the Certificate of Incorporation, shall be Sweet Adelines International Corporation.

**ARTICLE II
PURPOSE**

The purpose for which this corporation is formed is to perpetuate and enhance the barbershop music art form through education, thereby benefiting local communities by furthering their artistic enrichment. The corporation 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 music talent; and
4. Doing any and all things necessary to accomplish said purpose, including the owning and disposition of real and personal property.

**ARTICLE III
MEMBERSHIP**

The membership of this corporation shall exist through duly constituted chapters. The corporation shall not recognize individual membership without chapter affiliation except by special action of the International Board of Directors.

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

Section 1. – MEMBERSHIP 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 a chapter in accordance with the standard procedure for admittance to membership as established by the International Board of Directors.

Section 2. – MEMBERSHIP CATEGORIES

- A. Member. A regular member in good standing is entitled to the full benefits of chapter membership including participation in chorus and quartet performances and competitions as set forth in the chapter standing rules.
- B. Associate Member. If a chapter determines that it will offer associate membership, such membership is available to all chapter members, the requirements of that membership to be:

1. An associate member must be a current or former chapter member.
2. An associate member holds all privileges of active membership, except that she may not compete or perform in a Sweet Adelines chorus.
3. An associate member pays the full International per capita fee.
4. An associate member pays any Regional assessment due.

An associate member may reapply for chapter membership at any time according to the membership and audition procedures established by the chapter she wishes to join.

- C. Youth Member. Members in good standing 25 years of age or younger as of May 1 of each year are given full membership privileges as usual, but are required to pay only half of the North American per capita dues.
- D. Chapter-at-Large Member. Chapter-at-Large membership is intended to provide membership affiliation with a region or area and the international organization for nonmembers or members of Sweet Adelines International in good standing who are no longer able or no longer choose to affiliate with a local chapter. A Chapter-at-Large member retains all privileges of membership except performing or competing with a chartered chorus in the regional competition of the region in which she holds Chapter-at-Large membership; and forming or performing as a Chapter-at-Large chorus or unregistered quartet representing itself as a quartet of Sweet Adelines International. A Chapter-at-Large member may affiliate with another chartered chorus(es) in another region(s) and is eligible to compete with the chartered chorus(es) in regional or international competition.
- E. Lifetime Member. Each Immediate Past International President and individuals who have reached their 50-year membership anniversary are granted lifetime membership in Sweet Adelines International by the International Board of Directors. Lifetime membership is also available to members of Sweet Adelines International for a nontransferable, nonrefundable fee in an amount published in current edition of the Sweet Adelines International Corporation Policy Book, Appendix F,3. Lifetime membership is valid for the life of the individual, regardless of whether membership is with a chartered chapter or at-Large.
- F. Dual Member. Dual membership allows a member to affiliate with more than one chapter. Dual members may compete with each chorus of which they are a member. The dual member designates one chapter through which she will pay her international per capita fees. Dual members are responsible for payment of fees to all chapters and regions with which they are affiliated.
- G. Member-at-Large. This membership category is intended to provide membership affiliation with Sweet Adelines International for nonmembers or members of Sweet Adelines International in good standing. Members-at-Large may not affiliate with a chapter or region, and may not participate in regional or international competitions.

Section 3. – PER CAPITA FEE

Membership dues paid to the international organization for individual members of Sweet Adelines International are per capita fees. The annual per capita fee shall be set by the International Board of Directors, and may be changed by the action of the International Board of Directors.

Section 4. – MEMBERSHIP TERMINATION

- A. Any member in default in the payment of dues shall be suspended from all privileges of chapter membership, and if after written notice by the Chapter Treasurer¹, such default shall

not be remedied within a period of sixty (60) days, the chapter membership of such member shall automatically terminate.

- B. Chapters shall have the right to establish minimum standards of participation which, if not complied with, may result in forfeiture of membership.

Section 5. – MEMBERSHIP 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.

ARTICLE IV STRUCTURE

This corporation is formed of members and said membership shall be organized into chapters and regions as hereinafter provided.

Section 1. – CHAPTERS

- A. A chapter may be formed upon application to the International Board of Directors through the international headquarters of this corporation. Application shall be accompanied by a copy of the proposed standing rules, a list of proposed members and their addresses, and remittance of required fees. Applications for charter will be considered by the International Board of Directors, and acceptance or denial of the application shall require a two-thirds (2/3) affirmative vote, with the decision of the International Board of Directors being final and binding on all interested parties.
- B. Chapter charters shall be renewed annually upon payment of the required annual per capita fee for each chapter member, subject to such other membership requirements as may be established by the International Board of Directors, and upon payment of such other fees as may be established by the International Board of Directors.
- C. Should any chapter fail to apply for renewal of charter by the thirty-first (31st) day of May in each year, such chapter shall be considered delinquent and shall be suspended from all privileges of membership in Sweet Adelines International.

An extension of time for charter renewal may be granted to delinquent chapters upon such terms as may be established by the International Board of Directors

- D. An established chapter shall be subject to suspension or revocation of charter, at any time, for good and sufficient cause upon the decision of the International Board of Directors.

Section 2. – REGIONS

The territory of this corporation shall be divided into geographic areas known as regions. Each chapter shall be assigned by the International Board of Directors to the region in which it is geographically situated, except as the International Board of Directors may otherwise provide. Each chapter shall be subject to the provisions of Regional Bylaws.

Section 3. – FISCAL YEAR

The fiscal year shall begin on the first day of May in each year for this corporation, each chapter and each region.

ARTICLE V BOARD OF DIRECTORS

Section 1. – GENERAL POWERS

The control of this corporation shall be vested in a Board of Directors. The number of voting Directors of this corporation, including the Immediate Past President, whether elected or appointed, shall be twelve (12), consisting of ten (10) elected and two (2) appointed as hereinafter provided.

Section 2. – NUMBER, TERM OF OFFICE

The term of office and duties of the incoming Board shall begin on May 1 of each year unless otherwise specified in these bylaws.

- A. Elected members. Elected members shall serve a term of three (3) years. No member may be elected to more than four (4) consecutive three-year terms. Time served completing an unexpired term will not be included in the term limits.
- B. Appointed members. Two members shall be appointed by the Board of Directors for one-year terms. No member shall be appointed to more than three (3) consecutive one-year terms. Time completing an unexpired term will not be included in the term limits.
- C. In the event that the International President, President-elect, or Past President is no longer serving as an elected member, she shall be one of the appointed members.

Section 3. RESTRICTIONS ON BOARD MEMBERS (CONFLICTS OF INTEREST)

During her tenure on the International Board of Directors, a director may not:

- A. Serve as an elected or appointed member of a Regional Management Team. Should a member be serving in this capacity when her term as a board member begins, she must resign from this position within thirty (30) days.
- B. Be a salaried employee of the Corporation.

Section 4. – ELECTION OF DIRECTORS

Directors shall be elected annually by the membership in such a member as may be necessary to maintain and ensure a complete Board of Directors at all times. Only a member in good standing with her chapter, which is in good standing with its region and the international organization, and who meets the qualifications established by the Board of Directors shall be eligible to be elected as a director of this corporation. A list of nominees consisting of more than the number to be elected, together with her qualifications, shall be submitted to each chapter not less than seventy (70) days prior to the date of the Annual Meeting of the Board of Directors. In the event of a tie vote, such tie shall be resolved by vote of the Board of Directors.

Section 5. – APPOINTMENT OF DIRECTORS

Two (2) directors shall be appointed annually by the Board of Directors from the membership at large. Only a member in good standing with her chapter, which is in good standing with its region and the international organization, and who meets the qualifications established by the Board of Directors, shall be eligible to be appointed a director of this corporation. The two appointments will be made subsequent to the election of board members, but not later than the forty-fifth (45th) day preceding the date of the regular Annual Meeting of the Board of Directors.

Section 6. – CAMPAIGNING NOT PERMITTED

Campaigning is not permitted with or without the candidate's knowledge or consent, in elections of Sweet Adelines International.

Section 7. – REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least three (3) times annually at a time and place established by the Board of Directors. The Annual Meeting of the Board of Directors shall be held during the months of February or March, during which time an election meeting of the incoming board shall be held solely for the purpose of electing its officers to take office on May 1. At least ten (10) days prior to each regular meeting of the Board of Directors, notice of said meeting shall be distributed by the secretary to each director.

Section 8. – SPECIAL MEETINGS

A special meeting of the Board of Directors may be called by the president, or president-elect in the absence of the President, or upon written application signed by a majority of the Board. In either case, written notice of the time, place and purpose of such meeting shall be mailed to each director at least ten (10) days prior to the date fixed. Action taken at any special meeting shall not be invalidated for want of such notice if such notice shall be waived by all directors.

Section 9. – MEETING BY TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT

The Board of Directors may conduct meetings by means of telephone conference or similar communications equipment, whereby all participating directors can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such directors at such meetings. A written record shall be made of all actions taken at any meeting so conducted.

Section 10. – VALID CORPORATE ACTION

If and when a majority of the directors shall severally or collectively consent in a signed writing to any action to be taken by this corporation, such action shall be as valid corporation action as though it had been authorized at a meeting of the Board of Directors.

Section 11. – VACANCIES

Any vacancy on the Board of Directors shall be filled by a person selected by a majority vote of the remaining directors. In case of a tie, the vote of the executive committee will decide.

Section 12. – REMOVAL

Any member of the Board of Directors 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 board member 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. Such action of the International Board of Directors shall be final.

Section 13. – QUORUM

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

SECTION 14. – EXECUTIVE Committee

The Executive Committee shall be composed of the President as Chair, President-elect, Secretary, Treasurer and Immediate Past President. This committee shall have the authority to take emergency action and make emergency decisions as necessary between regular meetings of the Board of Directors, subject to ratification of the Board of Directors. The Executive Committee may initiate and submit recommendations for consideration by the Board of Directors and shall carry out orders of the Board of Directors as directed. This committee may also act in an advisory capacity to any officer or employee of the Corporation as to any matter not requiring action or approval of the Board of Directors.

The Executive Committee may conduct meetings by means of telephone conference or similar communications equipment, whereby all participating committee members can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such

committee members at such meetings. A written record shall be made of all actions taken at any meeting so conducted.

ARTICLE VI OFFICERS AND DUTIES

Section 1. NUMBER

The officers of this Corporation shall be President, President-elect, Secretary, Treasurer and such other officers as deemed necessary by the Board of Directors.

Section 2. – ELECTION AND TERM OF OFFICE

Officers shall be elected annually by the incoming Board of Directors, from its members, at a meeting solely for that purpose held during the Annual Meeting. Voting shall be by ballot, and a majority vote of those present shall elect. In the event no one of the nominees receives a majority vote on the first ballot, the two receiving the highest number of votes cast shall be named on any subsequent ballots. Additional officers may be elected or appointed as the need arises. Elected officers shall serve for a term of one year, or until their successors shall be elected and/or appointed. The President shall not be elected to more than two one-year terms in sequence. The President-elect shall not serve more than two one-year terms in sequence, with automatic succession to the office of President.

Section 3. – VACANCIES

A vacancy in an office shall be filled by appointment by the President, subject to ratification by a majority of the Board of Directors. In the event the office of President becomes vacant, the remainder of the term shall be filled by the President-elect. In the event the office of President-elect becomes vacant the remainder of the term may be filled by a person selected by special election of the Board of Directors.

Section 4. – PRESIDENT

The President is the chief executive officer of this corporation and she shall see that all orders and resolutions of the Board of Directors are effected. She shall preside over all meetings of the Board of Directors. She shall be an ex officio without vote member of all committees, except the Nominating Committee, and it shall be her duty to see that all committees function and that all officers fulfill their duties. She shall be one of the officers authorized by the Board of Directors to sign checks, drafts, orders or other instruments in the name of the corporation. If such authority is exercised by her, she shall furnish appropriate bond, the cost of which shall be borne by this corporation.

Section 5. – PRESIDENT-ELECT

The President-elect is the next in rank to the chief executive officer of this corporation. In the event of a vacancy in the office of President, the President-elect shall succeed to the office of President. She shall perform the duties and exercise the powers of the President during the absence or disability of the President. She shall be one of the officers authorized by the Board of Directors to sign checks, drafts, orders or other instruments in the name of the corporation. If such authority is exercised by her, she shall furnish appropriate bond, the cost of which shall be borne by this corporation.

Section 6. – SECRETARY

The Secretary shall be responsible for the preparation for meetings of the Board of Directors, for recording the minutes of Board meetings, and such further reports as directed by the Board of Directors. A clear and complete record shall be maintained in books and files of the corporation.

When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors, the Secretary shall affix the corporate seal thereto.

Duties which must be performed in the international headquarters of this corporation shall be delegated to the Executive Management Team.

The Director of Meetings and Corporate Services shall hold the office of Assistant Secretary and is empowered in the absence of the Secretary to execute any contract, conveyance or other instrument that has been authorized by the International Board of Directors, and affix the corporate seal thereto.

Section 7. – TREASURER

The Treasurer shall be the chief disbursing officer of the corporation and shall be authorized to sign checks, drafts and orders for payment of money in the name of this corporation. She shall receive and deposit all money, securities and other valuable effects in such depositories as may be directed by the Board of Directors. She shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements, and such books shall be audited annually by a Certified Public Accountant at the close of the fiscal year. She shall render reports to the Board of Directors at its regular meetings and as it directs. She shall furnish appropriate bond, the cost of which shall be borne by the corporation.

Duties which must be performed in the international headquarters of this corporation and such additional duties as may be directed by the Board of Directors, shall be delegated to the Executive Management Team.

Section 8. – REMOVAL FROM OFFICE

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. Such action of the International Board of Directors shall be final.

ARTICLE VII COMMITTEES/APPOINTMENTS

Section 1. – STANDING COMMITTEES

Standing committees shall be established by the International Board of Directors as deemed necessary. Chairs and members of standing committees shall be appointed by the Executive Committee, unless otherwise specified by the Board of Directors, and shall serve on such committees during the same term of office as that of the President. Such appointments are subject to ratification by the Board of Directors.

Section 2. – SPECIAL COMMITTEE

Special committees may be appointed by the President to perform functions not performed by 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 International Board of Directors, she shall appoint committees as it directs.

Section 3. – REPLACEMENTS

If at any time a committee members is not fulfilling her position for any reason, the Executive Committee shall be empowered to replace such member, or on the vote of the Board of Directors, the Executive Committee shall replace such chair as directed. Such replacements are subject to ratification by the Board of Directors.

Section 4. – NOMINATING COMMITTEE

At least three (3) months prior to the date set by the Board of Directors for the regular Summer Meeting, the President shall appoint the Chair of the Nominating Committee. The Nominating Committee shall be composed of five (5) members comprising three (3) International Board of Directors members appointed by the Executive Committee and ratified by the International Board of Directors, and two (2) members from the membership at large appointed by the Executive Committee and ratified by the International Board of Directors. This committee, under its Chair, shall prepare a report of nominations for this corporation which shall name more than the number to be elected. When this report shall have been prepared, no further nominations shall be considered.

**VIII
EMPLOYEES**

The International Board of Directors shall provide for such employees as are considered necessary for the efficient management of this corporation. All employees handling funds of the corporation shall be bonded, the cost to be borne by the corporation.

Section 1. – EXECUTIVE MANAGEMENT TEAM

The Executive Management Team, under the general direction of the International Board of Directors, is the chief executive of the corporation headquarters staff, responsible for the efficient operation of international headquarters, including the supervision and development of all employees. All duties assigned to and powers vested in the Executive Management Team shall be at the direction and with approval of the Board of Directors and the team shall be responsible to the corporation, through its Board of Directors, for actions performed by the team in the name of the corporation. The team shall render reports to the Board of Directors at its regular meetings and whenever requested by it.

The team shall be a disbursing agent of this corporation and shall disburse its funds as may be ordered by the International Board of Directors, taking proper receipts for such disbursements. Designated members of the team shall be authorized to sign checks, drafts and orders for payment of money in the name of the corporation.

**ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

To the maximum extent permitted by law, all persons who act or have acted as a director, officer or employee of the corporation shall be indemnified by the corporation for any judgments, fines, and/or awards obtained against them and for all expenses and costs actually and necessarily incurred, including reasonable attorneys' fees, in connection with the defense of any claim, action, suit or proceeding in which she is made a party by reason of her being or having been a director, officer or employee of the corporation if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful.

In the event any such claim, action, suit or proceeding is instituted against a director, officer or employee of the corporation, the corporation shall have the right to enter into settlement or compromise in regard thereto as may be deemed advisable by the corporation board. The right of indemnification provided herein shall be in addition to any rights which a director, officer or employee may be entitled to by contract or as a matter of law.

ARTICLE X AMENDMENTS

These bylaws may be amended at any regular meeting or any special meeting called for that purpose by a two-thirds (2/3) affirmative vote of the total membership of the Board of Directors. When notice of a meeting is mailed to the Board of Directors, a statement of the nature of the proposed amendments shall accompany the notice. These bylaws may also be amended by two-thirds (2/3) affirmative written consent, or by mailed ballot, provided that thirty (30) day notice thereof is given with a statement of the nature of the proposed amendments.

ARTICLE XI 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.