

# Land O'Lakes District ByLaws

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# LAND O'LAKES District ByLaws

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## ARTICLE I NAME

### 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 of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a not-for-profit corporation, (sometimes call SPEBSQSA, Inc., and hereinafter called the "Society") and is incorporated under the laws of the State of Wisconsin.

## 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 Land O'Lakes 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 Laws and Regulations Committee acting on behalf of the Society Board of Directors, 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 AND MEMBERSHIP

### 3.01 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.

### 3.02 Membership

Each chartered chapter situated within the territorial limits of the district shall be a member of the District and all chapters within these territorial limits shall constitute a District Association of Chapters.

## 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 in that 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 meeting 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 and, when applicable, Society board member. (fall meeting only)
8. Adjournment.

## **ARTICLE V**

### **Officers and elections**

#### **5.01 Officers**

The officers shall be a president; executive vice president; such number of other 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 chapter within the District, other than the Frank H Thorne Chapter.

#### **5.03 Election of Officers**

A. District officers shall be elected by the District House of Delegates at its meeting held in the fall

of the year, except the immediate past president, who shall succeed to such office as the retiring district 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 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 5.06 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 Society Board member**

As provided in Article 4 of the Society ByLaws, the Society Board will elect a Society Board member from this District or the district with which this District is paired (as provided in Section 4.07(b) of the Society ByLaws).

#### **5.05 Nominations**

A. A nominating committee of three (3) or more, composed of either members of the House of Delegates, or past District Officers, or other District members, shall be appointed by the president-elect on or before January 1 of each year. A majority of the members of the nominating committee shall be past District officers, and all members shall be required to have demonstrated knowledge of District affairs and experience in the governance of the District. Such committee shall present a slate of eligible candidates (at least one for each position) for each District office and position of District Board member at large at such time and in such manner as prescribed by District regulations or Statement of Policy. Acting together with the Society Nominating Committee and the nominating committee of the district with which this District is paired (as provided in Section 4.07(b) of the

Society ByLaws), the nominating committee shall nominate at least two eligible persons for the position of Society Board member to be elected from the paired districts; provided, however, that the Society Nominating Committee and each of the nominating committees from this District and the district with which it is paired, must separately concur in all of the nominations for that position.

**B.** As an alternative to the procedure set forth in Section 5.05 (a) for the nominations for the position of Society Board member to be elected from this District and the district with which it is paired, the district president may, on or before January 1 of the year in which such nominations are to be made, appoint a special nominating committee or a subcommittee of an existing nominating committee for the purpose of making such nomination. The special nominating committee or subcommittee shall consist of three or more members, having the same qualifications as specified in Section 5.05(a).

**C.** Nominations for any position of District officer or District Board of Directors may be made from the floor by any delegate provided that he has obtained the consent of his proposed nominee and has notified all delegates in writing at least 10 days in advance of the meeting of his intention to make such nomination.

#### **5.06 Vacancies in Office**

In the event that an elective District office or a District Board of Directors position shall 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.

#### **5.07 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 Policies and Operating Procedures.

### **ARTICLE VI**

#### **District Board of Directors**

#### **6.01 Composition**

There shall be a District Board of Directors consisting of 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. The board members at large shall be elected by the District House of Delegates at the same time as the election of officers pursuant to Section 5.03.

#### **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 the business of the District during the interval between District House of Delegates meetings; provided, however, that all acts of the Board of Directors are subject to ratification by the District House of Delegates at its meetings. The District Board of Directors shall be authorized to make emergency expenditures and empowered to take such emergency action as may be in the best interests of the District. It shall also enforce Society and District rules and regulations and shall be the enforcing agency of disciplinary powers of the District.

#### **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 quorum for the transaction of business by the District Board of Directors shall be a majority of the membership thereof.

### **ARTICLE VII**

#### **DISTRICT HOUSE OF DELEGATES MEETINGS**

#### **7.01 Time and Place**

The District House of Delegates shall hold at least two (2) 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 the ratio adopted by the House of Delegates. 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 Committees**

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

## **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**

### **10.01 DISCIPLINARY POWERS**

Subject to the power and authority of the Society Board of Directors, and provisions of the Society Bylaws, 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**

### **11.01 DISSOLUTION**

In the event of the dissolution of the District, all assets, after payment of obligations, shall be used exclusively for one or more purposes for which the Society and District were formed.

## **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 Laws and Regulations Committee, acting on behalf of the Society Board. Any such amendment shall not become effective until approved by the Society Laws and Regulations 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.