

**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**

This corporation is formed to perpetuate and enhance the barbershop music art form through education, thereby benefiting local communities through artistic enrichment. The corporation will accomplish this purpose by providing education and training for its members in singing four-part harmony, barbershop style, without instrumental accompaniment. This to be accomplished by organizing and maintaining choruses and quartets and giving public and private performances to promote an interest in the development and general appreciation of the art form of barbershop harmony.

The corporation will do any and all things necessary to accomplish said purpose, including the owning and disposition of real and personal property, provided that no actions are inconsistent with its status as a charitable organization recognized under Section 501(c)(3) of the United States IRS Code. The International Board of Directors shall have the authority, by a three-fourths (3/4) vote of all directors, to dissolve the corporation and distribute its assets, after the payment of all debts, to such charitable organizations as are selected by the Board.

**ARTICLE III
MEMBERSHIP**

Section 1. Chapters. 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 2. Membership Eligibility. Chapter membership is open to women (including transgender women) and non-binary people assigned female at birth in accordance with the standard procedure for “Chapter Membership Admittance” as described in the Sweet Adelines International *Policy Book*.

Section 3. 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 shall be:
 - 1. An associate member pays full or discounted chapter dues as outlined in the chapter standing rules.
 - 2. An associate member holds full or partial chapter membership privileges as outlined in the chapter standing rules.

3. An associate member may not compete with the chorus in any Sweet Adelines chorus competition.
4. An associate member may or may not be permitted to perform with the Sweet Adelines chorus as outlined in the chapter standing rules.
5. An associate member pays the full International per capita fee and holds all privileges of active membership in the International organization including the right to vote in the election of the International Board of Directors. If the associate member is also a dual member, voting for the International Board of Directors election takes place in the associate member's primary chorus.
6. An associate member pays any Regional assessment due and holds all privileges of active membership in the Region including the right to vote in regional elections.

An associate member may reapply for full chapter membership at any time according to the membership and audition procedures established by the chapter they wish 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 International per capita fee.
- 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 they hold 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 is granted lifetime membership in Sweet Adelines International by the International Board of Directors. Also, the International President, with ratification by the International Board of Directors, annually awards Lifetime Membership to a member selected to receive the President's Lifetime Achievement Award, provided that member is not already a Lifetime member. All members previously granted or who purchased a Lifetime Membership were grandfathered into this Membership option and will continue to receive its benefits. Lifetime membership is valid for the life of the individual, regardless of whether membership is with a chartered chapter or at-Large.
- F. Lifetime Discounted Membership for 50-year + Members.** Lifetime Discounted Membership for 50-year + members is available to members of Sweet Adelines International for an amount published in the current edition of the Sweet Adelines International Corporation Policy Book.
- G. 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 they will pay their international per capita fees. Dual members are responsible for payment of fees to all chapters and regions with which they are affiliated.
- H. 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.
- I. Patron Member.** This membership category is open to fans and supporters of the organization who are not otherwise members of the organization, including friends and family of current or former members, corporations, vendors, etc. A Patron member pays an annual International per capita fee in an amount published in the current edition of the Sweet Adelines International Corporation Policy Book. Patron members are not required to pay Regional assessment or chapter dues. Patron members are not eligible to compete or perform with a chorus or quartet. Patron

members do not receive access to the Education and Marketing Centers of Sweet Adelines International and are not eligible for member discounts to be an exhibitor at International Convention.

J. Director Affiliate Membership. This membership category is available to all active directors of a chartered or prospective Sweet Adelines Chorus.

1. Director Affiliate members are required to pay an annual International per capita fee (see Appendix F, 3).
2. Director Affiliate members receive International membership benefits such as a subscription to *The Pitch Pipe*, member pricing for International sales items, and discounts to International Convention registration, educational events and music.
3. Director Affiliate members will have access to the Members Only Education and Marketing Centers.
4. Director Affiliate members are not eligible for member discounts to be an exhibitor at International Convention.
5. Director Affiliate members may participate in the Director Certification Program (DCP) educational program.
6. Director Affiliate members are not eligible to participate in any votes at the regional or international level and may only vote at the chapter level if there is a Management Team governance.
7. Director Affiliate members are not eligible to serve on the Regional Management Team (RMT), on International Committees, or the International Board of Directors.
8. Director Affiliate members are not eligible to serve in the Sweet Adelines International Faculty Program or participate in the International Judging Program or Arranger Certification Program (ACP).

Section 4. 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 5. Membership Termination. 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 Treasurer, such default shall not be remedied within a period of sixty (60) days, the chapter membership of such member shall automatically terminate. Chapters shall have the right to establish minimum standards of participation that, if not complied with, may result in forfeiture of membership.

Section 6. 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 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

Section 1. Organization. This corporation is formed of members and said membership shall be organized into chapters and regions as hereinafter provided.

A. Chapters. 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. 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.

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. 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. 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.

B. 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 2. Fiscal Year. The fiscal year shall begin on the first day of May each year for this corporation, each chapter and each region.

ARTICLE V OFFICERS

Section 1. Composition. There shall be five (5) officers of this Corporation: President, President-elect, Immediate Past President, Secretary and Treasurer. No member shall hold more than one office at a time.

Section 2. Duties. The officers are voting members of the International Board of Directors and shall perform the duties described by these bylaws and by the parliamentary authority adopted by the organization.

- A. President.** The President shall see that all orders and resolutions of the International Board of Directors are enacted. The President shall preside over all meetings of the International Board of Directors. The President shall be an ex officio member, without vote, of all committees, except the Nominating Subcommittee.
- B. President-elect.** The President-elect is the next in rank to the President of this corporation. In the event of a vacancy in the office of President, the President-elect shall succeed to the office of President. The President-elect shall perform the duties and exercise the powers of the President during the absence or disability of the President. The President-elect shall serve as a member of the Editorial Review Board.
- C. Immediate Past President.** The Immediate Past President shall be a member of the Executive Committee.
- D. Secretary.** The Secretary shall keep, or cause to be kept; a current and permanent record of the proceedings of the corporation and shall ensure safekeeping of all records and transactions of the corporation. The Secretary shall assume other duties as may, from time to time, be assigned by the Board or the President.

- E. Treasurer.** The Treasurer shall ensure that funds of the corporation are managed in a fiscally responsible manner and that the corporation operates in accordance with professional ethical business practices. Accounts shall be audited annually by a Certified Public Accountant at the close of the fiscal year. The Treasurer shall serve as Chair of the Finance Committee and render reports to the International Board of Directors at its regular meetings and as it directs. The Treasurer shall furnish appropriate bond, the cost of which shall be borne by the corporation.

Section 3. Election and Term of Office. Officers shall be elected by the incoming International Board of Directors from among its members at a meeting held solely for that purpose during the Annual Meeting. Their term of office shall begin on May 1. Officers shall hold office until a successor has been elected, or until their inability to serve, or removal from office.

- A. Presidential Line of Succession.** Every other year, the incoming International Board of Directors shall elect a President-elect from among the directors not currently serving as President or Immediate Past President. Excepting vacancies that may occur, the person elected by the incoming International Board of Directors will serve two (2) years as President-elect and then automatically assume the office of President for two (2) years, followed by the first (1) year as Immediate Past President, without having to stand for any further election or appointment. The International Board of Directors shall fill any vacancy that may be created during the second year of their term as President-elect. In the event that the Immediate Past President is no longer serving as an elected member, the Immediate Past President shall be the appointed member.
Proviso: In order to implement the presidential line of succession and to provide for the election of three (3) directors by the members each year, the board will appoint two persons to serve one-year terms for the 2020-2021 Board.
- B. Secretary and Treasurer.** The Secretary and the Treasurer shall be elected annually by the incoming International Board of Directors, from among its elected or appointed members.
- C. Method of Election.** Voting shall be by ballot, and a majority vote of those present and voting shall elect. In the event no nominee receives a majority vote on the first ballot, the two candidates receiving the highest number of votes cast shall be named on any subsequent ballots.

Section 4. Vacancies. A vacancy in the office of Secretary or Treasurer shall be filled by appointment by the President with approval by the International Board of Directors. In the event the office of President becomes vacant, the remainder of the two (2) year term shall be filled by the President-elect who will then serve an additional two (2) years as President. In the event that the office of President-elect becomes vacant, the International Board of Directors shall hold a special election. In the event of a vacancy in the office of Immediate Past President, the International Board of Directors may invite the most recent past president willing to serve to fill the office for the unexpired term.

ARTICLE VI INTERNATIONAL BOARD OF DIRECTORS

Section 1. General Powers. The control of this corporation shall be vested in the International Board of Directors. 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 International Board of Directors. Unless otherwise provided herein, a majority of votes cast by Directors in attendance shall be sufficient to pass or sustain any issue raised.

Section 2. Composition. The number of voting Directors of this corporation shall be twelve (12), including the Officers, Directors elected by the membership, and every year, one Director appointed by the Board to serve a one (1) year term.

Section 3. Selection of Directors. Only a member in good standing with their chapter, which is in good standing with its region and the international organization, and who meets the qualifications established by the International Board of Directors shall be eligible to be elected or appointed as a director of this corporation.

- A. Elected Directors.** Three (3) Directors shall be elected annually by the membership. A list of nominees consisting of more than the number of directors to be elected, together with their qualifications, shall be submitted to each chapter not less than seventy (70) days prior to the date of the Annual Meeting of the International Board of Directors. A plurality shall elect. In the event of a tie vote, such tie shall be resolved by vote of the International Board of Directors. Campaigning is not permitted with or without the candidate's knowledge or consent, in elections of Sweet Adelines International.
- B. Appointed directors.** Every year, one (1) director shall be appointed by the Board to serve a one (1) year term. In the event that the Immediate Past President is no longer serving as an elected member, the Immediate Past President shall be the appointed member. The appointment will be made subsequent to the election of Board members, but not later than the 45th day preceding the date of the regular annual meeting of the International Board of Directors.

Section 4. Term of office. The term of office shall begin on May 1 each year following selection. Elected directors shall serve a term of three (3) years. No member may be elected to more than three (3) consecutive three (3) year terms. No board member will serve more than nine years, except to complete an elected term or to complete the presidential cycle. A three-year layout is required after the term-limit is reached (a three-year layout resets a Board term to zero). A one-year or two-year layout does not set the Board term to zero and the Board appointed/elected term continues even if service is not consecutive. Election by the Board to fill a vacancy for an unexpired term shall not be included in the term limits.

Section 5. Vacancies. Any vacancy on the International Board of Directors shall be filled by a majority vote of the remaining directors for the remainder of the unexpired term.

Section 6. Restrictions on Board Members (Conflict of Interest). During their tenure on the International Board of Directors, a director or officer may not be a salaried employee of the Corporation or serve as an elected or appointed member of a Regional Management Team. Should a member be serving in this capacity when their term as a Board member begins, they must resign from this position within thirty (30) days.

Section 7. Meetings.

- A. Regular Meetings.** Regular meetings of the International Board of Directors shall be held at least three (3) times annually at a time and place established by the International Board of Directors. The Annual Meeting of the International 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 International Board of Directors, notice of said meeting shall be distributed by the secretary to each director.
- B. Special Meetings.** A special meeting of the International 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 sent 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.
- C. Electronic Meetings.** The International 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.

- D. Notices.** All notices required or contemplated under this Article may be provided via email, or any other widely accepted electronic means approved by the International Board of Directors.
- E. Quorum.** A majority of the International Board of Directors shall constitute a quorum.

Section 8. Removal. Any member of the International Board of Directors who fails to perform the duties of their office, or whose conduct is deemed prejudicial to the organization, may be removed from their office by a two-thirds (2/3) vote of the International Board of Directors. No Board member shall be so removed until they have been served with a written notice of the charges against them and shall have been given an opportunity to produce before the International Board of Directors evidence to refute such charges. Such action of the International Board of Directors shall be final.

ARTICLE VII COMMITTEES

Section 1. 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 International Board of Directors, subject to ratification by the International Board of Directors. The Executive Committee may initiate and submit recommendations for consideration by the International Board of Directors and shall carry out orders of the International 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 International 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.

Section 2. Standing Committees. The chairs and members of standing committees shall be appointed annually by the Executive Committee. Appointments are subject to approval by the International Board of Directors and shall begin May 1 each year. Each committee shall have at least one (1) staff liaison assigned by the CEO.

- A. Editorial Review Board.** This committee shall be composed of at least four (4) members, including the President-elect, one (1) member of the Education Direction Committee, at least one (1) member from North America and at least (1) members from outside North America. The committee shall assess the accuracy, usefulness and quality of editorial and advertising material submitted for publication in *The Pitch Pipe* and *Barbershop NOW*.
- B. Education Direction Committee.** This committee shall be composed of five (5) members. This committee shall oversee, evaluate and review all educational programs of Sweet Adelines International, including all associated educational materials, International-sponsored education events and official competitions. In addition, it is responsible for coordinating the work of any education program special committees and task forces created by the Board and may review and evaluate reports of such groups.
- C. Finance Committee.** This committee is composed of four (4) members of the International Board of Directors, including the President-elect and the Treasurer who shall serve as Chair. The committee shall assist the board with their financial oversight responsibility in the areas of budgeting, financial planning, financial reporting, internal controls and accountability processes and fiscal policy.
- D. Nominating Subcommittee.** This committee is composed of five (5) members; three (3) members of the International Board of Directors, one of whom shall serve as chair and two (2)

members from the membership at large. Members of the Nominating Subcommittee may not be considered as candidates for the International Board of Directors. This committee shall prepare a slate of qualified candidates.

- E. Regional Leadership Committee.** This committee is composed of four (4) members, one of whom shall be appointed chair. This committee is to work with Regional Management Teams to build international connections among them, ignite the potential of regional leaders and support them in effectively working with their regions.

Section 3. Other Committees. Special committees/task forces 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 is deemed needful at any time, or on the vote of the International Board of Directors, the President shall appoint special committees/task forces as it directs.

ARTICLE VIII CHIEF EXECUTIVE OFFICER

The International Board of Directors shall retain an employee who shall be the Chief Executive Officer (CEO) of the Corporation. The CEO is responsible for the efficient operation of international headquarters, including the supervision and development of all employees. All employees handling funds of the corporation shall be bonded, the cost to be borne by the corporation. The CEO shall report to the Board and attend all meetings of the International Board of Directors and Executive Committee. The CEO shall render reports to the International Board of Directors at its regular meetings and whenever requested by it. The CEO shall not have a vote on matters brought before meetings of the Board or the Executive Committee. The CEO may receive compensation and other remuneration for services.

The CEO is authorized to execute any contract, conveyance or other instrument to execute actions authorized by the International Board of Directors and affix the corporate seal thereto. The CEO 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. The CEO is 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 defended and 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 they are made a party by reason of their being or having been a director, officer or employee of the corporation if they acted in good faith and in a manner they 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 their conduct was unlawful. The Board has the power to determine that a director, officer or employee has not acted in good faith and is not eligible for defense and indemnification. The director, officer or employee shall, immediately following being informed of the Board decision of ineligibility for indemnification, no longer be eligible to be defended or indemnified.

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 PARLIAMENTARY PROCEDURE

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall guide Sweet Adelines International in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that Sweet Adelines International may adopt.

ARTICLE XI 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 sent 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 emailed ballot, provided that thirty (30) day notice thereof is given with a statement of the nature of the proposed amendments.

Revised April 25, 2023