

Bylaws of the Lone Star Harmony Brigade

ARTICLE I

Name

The name of this organization shall be Lone Star Harmony Brigade of SPEBSQSA, Inc. (hereinafter, the "Brigade") The Brigade is organized and exists pursuant to the provisions of Article XI of the bylaws of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a not-for-profit corporation (hereinafter the "Society").

ARTICLE II

Purpose

The purpose of the Brigade shall be to perpetuate the old American institution, the Barbershop Quartet, and to promote and encourage vocal harmony and good fellowship among its members; to encourage and promote the education of its members and the public in music appreciation; to initiate, promote and participate in charitable projects; to promote public appreciation of barbershop harmony; and to promote and encourage interest and participation of its members in the affairs of the Society and of its chapters within the state/province of Texas.

The Brigade activities shall be conducted without personal gain for its individual members, and any profits or other inurements to the Brigade shall be used in promoting the purposes of the Society, its districts, chapters or the Brigade.

The Brigade is a charitable corporation formed pursuant to the provisions of the Texas non-profit corporation law.

ARTICLE III

Membership

3.01 Qualifications for membership

Any adult male person of good character and reputation who is a member in good standing in the Society and of a Society chapter (including the Frank H. Thorne Chapter) may be considered for membership subject to the applicant's agreement to abide by the Society's governing documents and Code of Ethics, and subject to such further and reasonable restrictions as may be adopted by the Brigade and incorporated in its Code of Regulations.

A "member" is one admitted in the manner set forth in Section 3.03, and whose Brigade, chapter, district and Society dues are fully paid and who is not under suspension by the Brigade or the Society Board of Directors ("Society Board"). A "charter member" is an individual who

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meets the requirements of this Section 3.01 and who was initially designated as such by the Incorporator.

3.02 Classification

There shall be but one membership classification, that of active membership. No honorary memberships shall be allowed.

3.03 Manner of admission

After attending two consecutive annual weekend meetings, a prospect may make his request for membership known to a member of the board of directors. Such request must receive a majority favorable vote of the Brigade board of directors in order for an applicant to become a member. A former member seeking to renew his membership shall be required to reapply for membership, which shall be subject to the approval of the Brigade board of directors.

3.04 Suspension or expulsion

(a) A member may be suspended or expelled upon a majority vote of the Brigade board of directors.

(b) A member may be suspended or expelled for such acts or omissions as shall constitute conduct unbecoming a member or conduct detrimental to the best interests of the Society in the fulfillment of its objects and purposes, for willful violation of the Code of Ethics of the Society, or of the Rules, Regulations or Statements of Policy promulgated by the Society Board. Non-attendance at regular Brigade meetings may be considered such conduct, at the discretion of the Brigade board of directors. 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.

(c) The membership of any member shall automatically terminate, and all privileges shall be lost, upon the occurrence of any of the following:

- (i) the member missing two consecutive annual weekend meetings of the Brigade;
- (ii) failure of the member to maintain membership in a Society chapter (including the Frank H. Thorne Chapter); or
- (iii) suspension or expulsion of the member by the Society, his chapter, or the Brigade.

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3.05 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.

3.06 Re-admittance of expelled members

(a) No former Society member having been expelled for cause by the Brigade or by his chapter, or having resigned to avoid expulsion for cause, shall be readmitted to membership; except by a two-thirds affirmative vote of the Brigade board of directors.

(b) 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.

ARTICLE IV

Finances and fiscal year

4.01 Finances

All finances and monies collected by the Brigade shall be under the control of the Brigade board of directors, and shall only be used in promoting the purposes of the Society (without personal gain to any individual members).

4.02 Fiscal year

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

ARTICLE V

Meetings

5.01 Membership meetings:

(a) Regular meetings of the Brigade shall be held annually, at such time and place as the president shall designate.

(b) Special meetings may be called by a majority vote of the membership at any regular meeting or by the board of directors, and notice of such special meeting shall be mailed to the members not less than ten days prior to the date of such meeting.

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(c) The election of officers and directors shall be held at the annual meeting, and notice of the time and date of such meeting shall be mailed to the members at least two weeks prior to such date.

5.02 Board of directors

The board of directors shall meet at least annually at a time and place determined by the president.

ARTICLE VI

Officers and Directors

6.01 Officers

The officers of the Brigade shall be president, vice-president, secretary and treasurer, and such other officers as may be deemed necessary to conduct the affairs of the Brigade. The offices of president and treasurer may be combined. Officers shall be elected annually, except that the initial officers shall be named by the Incorporator to serve until the first annual meeting of members. Officers shall take office immediately after the close of the annual meeting, and serve until their successors are duly 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 Brigade.

6.02 Directors

The board of directors shall consist of no fewer than three members, who may also hold the position of officer. The board members shall be elected annually. The board members shall serve until their successors are duly elected and qualified; provided, however, that there shall be not less than three directors on the board of directors.

6.03 Removal of officers and directors

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

6.04 Vacancies

Vacancies among officers or directors shall be filled by the board of directors for any unexpired term. A vacancy in the office of the president may be filled automatically by the vice-president, at the option of the Brigade.

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ARTICLE VII

Elections

7.01 Nominating Committee

The nominating committee shall consist of at least three members of the Brigade. This committee shall select one nominee for each elective office and directorship, and shall submit its report at a regular meeting or by mail at least two weeks prior to the annual meeting. This shall constitute the placing of the names in nomination.

7.02 Opposing nominations

Opposing nominations may be submitted by any member, provided, however, that consent of any nominee must be first obtained; and provided further, that notice of such nomination shall be given at a meeting or by mail at least one week prior to the annual meeting.

7.03 Voting

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

ARTICLE VIII

Committees

8.01 Committees

The president may appoint the following standing committees: membership, public relations and nominating. During the year, the president may appoint such other regular or special committees as he shall deem necessary, or which shall be approved 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.

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ARTICLE IX

Quorum

9.01 Brigade and Board meetings

(a) Brigade meetings: Thirty percent of the membership of the Brigade shall constitute a quorum for the transaction of the business of the Brigade. Each member shall be entitled to one vote on all matters brought before the membership, and there shall be no voting by proxy.

(b) Board meetings: At a board meeting, a simple majority of the members of the board shall constitute a quorum.

ARTICLE X

Affiliation

10.01 Affiliation

The Brigade shall be a subsidiary of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, a non-stock-nonprofit corporation, incorporated under the laws of the State of Wisconsin and qualified to transact business in the State of Tennessee. The Brigade is created, supervised and controlled by the Society in accordance with the provisions of Article XI of the Society Bylaws.

10.02 Policy

The Brigade shall be subject to all of the rules and regulations contained in the Society's Charter, Bylaws and Statements of Policy adopted and promulgated from time to time, and shall adopt no rule or policy inconsistent therewith.

ARTICLE XI

Dissolution

In the event of the dissolution or winding up of the Brigade, voluntarily or otherwise, all of its assets remaining after payment, or provision for the payment, of all debts and liabilities of the Brigade shall be distributed to the Southwestern District association of chapters of the Society (the "District") if it is then existing and organized and operated exclusively for charitable and/or educational purposes and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. If the 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,

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operating and exempt; but if neither the District or 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 Board

The Society Board may amend these Bylaws under their power given in the Society Bylaws, and any such amendments shall become binding upon the Brigade.

12.02 By Brigade

(a) Amendment by Brigade: These Bylaws may be amended by the Brigade only as may be necessary to comply with the laws of any nation, state or province. Any such amendment shall not become effective until approved by the Society Governance and Bylaws Committee.

(b) Notice and voting: Proposed amendments shall be in writing and shall be mailed, together with notice of the meeting, to each Brigade member 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 Brigade at which a quorum is present, and shall be adopted upon two-thirds vote of the members present.


John Rentz – Secretary