

**SENECA LAND DISTRICT**  
**ASSOCIATION OF CHAPTERS**



Bylaws and  
Rules and Regulations  
Handbook

April 2010

**SENECA LAND DISTRICT  
ASSOCIATION OF CHAPTERS  
SPEBSQSA, INC.**

**SECTION 1: BYLAWS**

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## **ARTICLE I: NAME; ORGANIZATION**

- 1.01 The name of this organization shall be Seneca Land District Association of Chapters of SPEBSQSA, Inc, (hereafter 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 Barbershop Quartet Singing in America, Incorporated, a not-for-profit corporation, (sometimes called SPEBSQSA, Inc., and hereinafter called the "Society") and is incorporated under the laws of the State of New York.

## **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 Seneca Land District by the formation in every city, town, and hamlet, of local chapters, composed of members interested in the purpose 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 incurements to the District shall be used in promoting the purpose 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, and the Seneca Land District Rules and Regulations, shall be mandatory and binding upon this District, except that a change in terminology, form, and/or substance may be permitted, subject to approval by the Society Governance and Bylaws Committee acting on behalf of the Society Board of Directors ("Society Board"), 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, MEMBERSHIP, AND REVENUE**

- 3.01 **DISTRICT TERRITORIAL AREA.** The geographical areas of the Seneca Land District shall be all territory in the State of New York west of a line drawn along the western boundaries of the counties of Franklin, Hamilton, Fulton, Montgomery, Schoharie, Greene, Ulster, and Orange; and the counties of northwestern Pennsylvania of Erie, Warren, McKean, Potter, Crawford, Venango, Forest, Elk, Cameron, Clarion, Jefferson, and Clearfield. In addition, the city of Sayre, in Bradford County, Pennsylvania by waiver from M-AD, the city of Malone, in Franklin County, New York by waiver from NED, and Grove City, Pennsylvania by waiver from JAD.

- 3.02 MEMBERSHIP. Each chartered chapter situated within the territorial limits of the District shall be a member of the District.
- 3.03 REVENUE. The District House of Delegates shall fix the district dues, fees, and assessments payable to the district by member chapters of the district and/or by the members of such chapters, including members of the Frank H. Thorne Chapter who reside in the District. Members holding membership in two or more chapters in the District shall not be required to pay multiple District dues, but members holding membership in chapters in two or more districts shall be obligated to pay dues to each of those districts.

#### **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 of the 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 percent 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 meetings shall be as follows:
1. Roll call, checking of credentials, and establishing a quorum.
  2. Minutes of the previous meeting.
  3. Reports of officers and committees.
  4. Unfinished business.
  5. New business.
  6. Report of the Nominating Committee (fall meeting only).
  7. Election of officers (fall meeting only).

8. Adjournment.

**ARTICLE V: OFFICERS AND ELECTIONS**

5.01 **OFFICERS.** The elected officers of the District shall be a president; executive vice president; such number of elected other vice presidents or other elected officers as deemed necessary to carry on the business of the District; secretary; treasurer; and immediate past president. Other officers may be appointed (including, but not limited to, appointed vice presidents) as may be specified in rules and regulations adopted from time to time by the District House of Delegates.

5.02 **Qualification.** 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, except that the retiring district president shall automatically succeed to the office of immediate past president. A president who resigns or is removed during his term of office does not thereby become the Immediate past president. Each delegate shall be entitled to one vote for one of the nominees of each office. Officers shall take office January 1st 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 shall 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 the District President, elected by the Board Of Directors to fill a vacancy under the provisions of Section 5.04 below, shall serve more than nine months of a one-year term, or more than one year 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 **VACANCIES IN OFFICE:** In the event that an elective District office, or District Board of Directors position shall become vacant, or be about to 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. In the event of a vacancy in the office of immediate past president, a successor may be elected from among those qualified past presidents who are able and willing to serve.

5.05 **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 rules and regulations.

5.06 **SOCIETY BOARD DIRECTORS AT-LARGE:** In accordance with the provisions of Sections 7.01(c)(iii) and (iv) of the Society bylaws the District president shall annually

obtain and report to the Society nominating committee the recommendation of the District as to the pool of candidates under consideration by the Society nominating committee for nomination for the position(s) of Society Board directors at-large. The District president shall obtain the recommendation of the District through the District Board of Directors. The recommendation of the District shall be made by approval voting whereby a single vote may be cast for each candidate in the pool who would be acceptable to the District if nominated by the Society nominating committee and elected by the Society Board.

#### **ARTICLE VI: DISTRICT BOARD OF DIRECTORS**

- 6.01 **COMPOSITION.** There shall be a District Board of Directors consisting of the 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.
- 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 business of the District during the interval between District House of Delegates meetings. The District Board of Directors shall be authorized to make budgeted expenditures and emergency expenditures and is empowered to take such emergency action as may be in the best interest of the District. It shall also enforce Society and District rules and regulations.
- 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 majority of the membership of the District Board of Directors constitutes a quorum.

#### **ARTICLE VII: DISTRICT HOUSE OF DELEGATES MEETINGS**

- 7.01 **TIME AND PLACE.** The District House of Delegates shall hold at least two 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 rules or policies adopted by the House of Delegates and as set forth in the District rules and regulations or statement(s) of policy. 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 **APPOINTMENT.** Prior to January 1 following his election, the District president-elect shall appoint a District Ethics Committee, a District Nominating Committee, and such other committees and task forces as may be required to carry on the business of the District.

### 8.02 **ETHICS COMMITTEE**

- (a) The District Ethics Committee shall consist of not less than three or more than five members.
- (b) The committee shall receive, investigate and take any necessary action relating to alleged violations of the Society Code of Ethics which have been referred to the committee pursuant to the Society ethics complaint policies, procedures and regulations.

### 8.03 **NOMINATING COMMITTEE**

- (a) The District Nominating Committee shall consist of five members, a majority of whom shall be past District officers. All members of the committee shall be required to have demonstrated knowledge of District affairs and experience in the governance of the District. The members of the committee shall serve for terms of five years, with terms expiring on January 1 in successive years. On or before January 1 of each year, the president-elect shall appoint one member of the committee to succeed the member whose term is then expiring. No member of the committee shall be eligible to succeed himself for consecutive terms; in the event a member is appointed to fill a vacancy occurring in the committee and serves in such capacity for more than 24 months, he shall be ineligible for appointment to a consecutive succeeding term. On or before January 1 of each year, the president-elect shall appoint one of the members of the committee to serve as chairman for that term. If no member of the committee is appointed as chairman, the member having the most consecutive years of service on the committee shall be the chairman.  
In the event a member of the committee cannot fulfill his term, a replacement shall be appointed by the District President that initially appointed that member. If the original District President is not available to appoint a replacement, or fails to appoint a replacement, the District Board of Directors shall appoint said replacement for the duration of the term.
- (b) The Nominating Committee shall have one or more face-to-face or teleconference meetings in which all members participate in discussing possible nominees. After the committee has determined the nominees, the committee shall present a slate of eligible candidates for each District office and District board member at-large position at such time and in such manner as prescribed by District regulations or statements of policy. The committee shall also be responsible for making recommendations to the Society nominating committee for potential candidates for the positions of Society Board member at-large.

## **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: DISCIPLINARY POWERS**

- 10.01 **AUTHORITY.** Subject to the power and authority of the Society Board of Directors, and provisions of the Society Bylaws and other governing documents, 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: DISSOLUTION**

- 11.01 **ASSET DISPOSITION.** In the event of the dissolution or winding up of the District, voluntarily or otherwise, all of its assets remaining after payment, or provision for the payment, of all debts and liabilities of the District shall be distributed to the Society 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 Society is not then existing and so organized, operating and exempt, then such remaining assets shall be distributed to another existing organization that is so organized and operating exclusively for one or more of the purposes for which the Society and District 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 its power given in the Society Bylaws, and any such amendment shall become binding on 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 Governance and Bylaws Committee, acting on behalf of the Society Board. 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 or emailed, together with notice of meeting of the District House of Delegates,

to each District Delegate at least two weeks prior to the meeting 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 a two-thirds vote of the delegates present.

**SENECA LAND DISTRICT  
ASSOCIATION OF CHAPTERS  
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SECTION 2: RULES AND REGULATIONS

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The items in the following Rules and Regulations augment the Seneca Land District Bylaws.

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## **ARTICLE I: RELATION AND RESPONSIBILITY OF CHAPTERS TO THE DISTRICT**

- 1.01 The Society Bylaws specify that each chapter situated within the territorial limits of a district shall automatically be a member of that district. The governing body of this District is its House of Delegates. Through its representative in the District House of Delegates, each chartered chapter has a voice with other chapters, and its only voice, in influencing policies and procedures of the District. As the District House of Delegates (HOD) comprises these chapter's representatives, it is the duty of each chapter to abide by all of the District's Rules and Regulations, or otherwise be subject to the disciplinary powers of the District Board of Directors (DBOD).

## **ARTICLE II: OBJECTIVES**

- 2.01 The objectives of the District are:
- A. To carry out the aims of the Society within the territorial confines allotted to the District, and to exercise such authority as has been delegated to it by the Society Board of Directors.
  - B. To promote common chapter objectives, cooperation between chapters, inter-chapter events, Society extension, healthy increase in chapter membership, mutual understanding and good fellowship among members, and render all possible community service through the medium of song.
  - C. To provide for the District clearance of dates of chapter presentations, shows, and similar events.
  - D. To plan and present District quartet and chorus contests.
  - E. To collaborate with the Society Contest and Judging Committee in holding International Preliminaries for the International Quartet and Chorus Contest.

## **ARTICLE III: DISTRICT CHAPTER MEMBERSHIP AND TERRITORIAL AREA**

- 3.01 **MEMBERSHIP:** Chapters within the boundaries of the Seneca Land District as defined in the Seneca Land District Constitution are members of the Seneca Land District Association of Chapters, and are bound by the Bylaws of the Society and the governing documents of this District. Said chapters, having been granted a license or charter, shall conform to all the obligations and responsibilities as set forth in all governing documents.
- 3.02 **DISTRICT TERRITORIAL AREA:** The Seneca Land District is divided into four Divisions. The organization of counties in New York State and Pennsylvania to create the Divisions is as follows:

<b>DIVISION</b>	<b>COUNTIES</b>
APPALACHIAN	CAYUGA CHENANGO HERKIMER MADISON ONEIDA ONONDAGA OTSEGO SENECA ST. LAWRENCE JEFFERSON LEWIS OSWEGO (MALONE IN FRANKLIN CO.)
ALLEGHENY	ALLEGHENY, NY CATTARAUGUS, NY CHAUTAUQUA, NY MCKEAN, PA POTTER, PA CAMERON CLARION CLEARFIELD CRAWFORD ELK ERIE FOREST JEFFERSON VENANGO WARREN (GROVE CITY IN MERCER CO.)
CATSKILL	BROOME CORTLAND DELAWARE SULLIVAN TOMKINS CHEMUNG SCHUYLER STUBEN TIOGA (SAYRE IN BRADFORD CO. PA)
ONTARIO	ERIE GENESEE NIAGARA ORLEANS LIVINGSTON MONROE ONTARIO WAYNE WYOMING YATES

- 3.03 The numbers of Divisions and their boundaries shall be established by the DBOD subject to approval by the HOD; and the DBOD shall have the authority to change said boundaries of Divisions-in such manner as may be deemed best for the District, subject also to approval by the HOD. Each chapter located within the boundaries of a Division shall be a member of said Division.

#### **ARTICLE IV: DISTRICT FINANCING**

- 4.01 The fiscal year of the District shall begin on the first day of January and end on the last day of December. Yearly, a budget and plan of financing shall be prepared under the direction of the District President for the succeeding fiscal year. The DBOD shall act upon the budget and present it for ratification at the annual Fall HOD meeting. All District chapters shall participate in the plan for District financing. The amount and manner of the chapter participation shall be determined from time to time by the DBOD and approved by the HOD.
- A. A financial review of District books and accounts shall be made by the Finance Review Committee annually, or at more frequent periods as the DBOD deems necessary. The DBOD may request an audit by licensed, certified, or public accountants, or auditors of recognized standing in lieu of a review by the Finance Review Committee.
  - B. District officers, committees, convention chairmen and their committees shall submit all records for financial review as required by the DBOD.
- 4.02 Dues
- A. Each chapter member as part of his total annual dues shall pay a specified amount of District dues per year as determined by the HOD. The District dues are forwarded to Society Headquarters at the same time the Society dues are forwarded. The District portion is returned to the District Treasurer.
  - B. SLD dues for Senior members shall be reduced by fifty percent.
  - C. SLD dues for "Youth 1" members shall be reduced by the same percentage as are Society dues, and no SLD dues shall be collected in the year that a Youth 1 member joins.
  - D. Seneca Land District members who are members of more than one Seneca Land District chapter shall pay District dues in one chapter only.
  - E. Members with 50 or more years of membership in the Society shall have their District dues waived.
- 4.03 FAME (Fund for the Advancement of Musical Endeavors)
- A. All proceeds from the Chautauqua Serenade shall be applied directly to the FAME.
  - B. All interest earned on SLD bank accounts shall be applied directly to the FAME.
  - C. The regular annual chapter show(s) will be assessed ten cents per seat for the number of seats stated on the BMI/SESAC show clearance and license application. Payment will be forwarded to the District Secretary with the BMI/SESAC form.
  - D. Other fundraising for FAME shall be passed upon by the DBOD.

- E. The District chorus and quartet representatives to an International Contest shall be given financial assistance from the FAME. The DBOD shall recommend the amount to be allocated to each group. The HOD, at its Fall meeting, shall approve an allocation to be disbursed by the District Treasurer in January to the chorus representatives to the International Convention and the senior quartet representative to the Midwinter Convention, and to the quartet and collegiate quartet representatives to the International Convention within thirty days following the International Preliminary Contest.

#### 4.04 District Convention Registration Fees and Allocation

##### A. Fees

- \$35.00 - Adult Registration
- \$25.00 - Adult Early Registration
- \$20.00 - Student Registration
- \$15.00 - Student Early Registration
- \$90.00 - Family Registration (Three or more in the same family)
- \$65.00 - Family Early Registration

Competing College Quartet members shall not be required to pay convention registration fees. Every Society member that performs on the convention stage, regardless of whether he is competing or not, must possess a valid registration for that convention, not an event pass.

##### B. Convention profits to be divided as follows:

The Convention Treasurer will retain \$2,000 from convention net profits to be used as a “working” fund for subsequent conventions. The balance of the convention net profits will be forwarded to the District Treasurer to be split as follows: 75% District General Fund, 25% FAME.

#### 4.05 SLD Endowment Fund

- A. The Seneca Land District Endowment (the Fund) has been established as a Restricted (Named) Endowment. The assets of the Fund shall be managed by Harmony Foundation, a charitable and educational foundation affiliated with the Society for the Preservation and Encouragement of Barbershop Quartet Singing in America, Inc.
- B. The purpose of the Fund is to support music education in the Seneca Land District. This is to include scholarships, teaching materials, coaching expenses, and related activities.
- C. The distribution of earnings from the Fund shall be administered by a three-member Endowment Fund Committee appointed by the SLD Presidents, each of whom appoints a single member annually to serve a three-year term.

### **ARTICLE V: DISCIPLINARY POWERS**

- 5.01 The DBOD may, by a majority vote, discipline any chapter which is found to be in violation of any District policies, rules or regulations, or is delinquent in fulfilling any obligation or responsibility to the District, including (but not limited to) the payment of sums or the filing of reports. The discipline imposed may include suspension of the chapter's voting privileges in the HOD, declaring the chapter's chorus ineligible to

compete in Society and District chorus contests, and barring the chapter's participation in any other District activities or events. Any chapter which is proposed to be disciplined shall be notified, as provided in Article 5.03, of the Board's intention to consider such action, and be offered the opportunity to appear before the Board and respond to the charges. Any disciplinary sanction imposed by the Board shall, in the case of delinquent financial or filing obligations, be automatically terminated upon the chapter's fulfilling the obligation. Any disciplinary sanctions imposed by the Board as a result of violation of District policies, rules, or regulations may be terminated or modified by the Board, by majority vote, after giving the chapter notice and opportunity to be heard as provided in Article 5.03.

- 5.02 The DBOD may, after giving the chapter notice of the charges, and the opportunity to appear before the Board and respond to the charges, and after finding proper cause, (1) by majority vote, request from the Society Board, suspension of a member chapter, or (2) by unanimous vote, request the Society Board to revoke the charter or license of the chapter.
- 5.03 All notices given to a chapter pursuant to the provisions of this article shall (1) be in writing; (2) specify the date, time, and place of the meeting at which the matter is to be considered by the Board; (3) contain a copy or reasonable summary of the charges, and the action which may be taken by the Board; and (4) be sent to the chapter president and chapter secretary via certified mail, return receipt requested. Notices given pursuant to Article 5.01 shall be given no less than thirty days prior to the date of the meeting at which the proposed action is to be taken, and notices given pursuant to Article 5.02 shall be given no less than ninety days prior to the date of the meeting at which the proposed action is to be taken. Within fifteen days after any such meeting, the chapter shall be notified of the action taken by the Board.

## **ARTICLE VI: DISTRICT HOUSE OF DELEGATES**

- 6.01 **HOW CONSTITUTED:** The HOD shall consist of one delegate from each duly chartered District chapter, each member of the District Board of Directors, and, by resolution of the HOD, any number of past District presidents who are members of the Society, available and willing to serve, whose principal barbershopping activity is in a chapter situated within the District.
- 6.02 **REPRESENTATION:** Each chapter of the District shall be represented by a duly elected delegate or authorized alternate. A licensed chapter shall have representation without voting privilege.
- 6.03 **ALTERNATE:** In the event of the inability of a duly designated delegate to be present at a meeting, another member of the chapter may be appointed by the chapter BOD as alternate, provided a letter or email of certification from the chapter president, stating the alternate's appointment, is presented to the District Secretary or appointee prior to the start of the District HOD meeting. The alternate may serve only in the absence of the duly designated delegate of such chapter. Any alternates without such certification must obtain a majority vote by the HOD to be seated.
- 6.04 **ATTENDANCE:** It shall be the duty of each chapter to be represented at each meeting of the HOD by its delegate or alternate.

- 6.05 **MEETINGS:** A HOD meeting shall be held at least twice a year, one each at the Spring convention and the Fall convention. A special HOD meeting may be called by the District President, District Secretary, or upon petition of a majority of the delegates to the District President.
- 6.06 **POSTPONEMENT OR RESCHEDULE:** For justifiable cause, the District President may postpone or re-schedule a HOD meeting. Notification of postponement or re-scheduling shall be made prior to the meeting by letter or telephone to all HOD members. A special HOD meeting shall be canceled, postponed, or re-scheduled only by those who call the meeting.

## **ARTICLE VII: DISTRICT BOARD OF DIRECTORS**

- 7.01 **HOW CONSTITUTED:** The administrative body of the District shall be the District Board of Directors (DBOD), consisting of the following: the District President, the Executive Vice President, the Immediate Past President, the Secretary, the Treasurer, and up to four Board Members-at-Large.
- 7.02 **POWERS:** As the administrative body of the District, the DBOD shall have full powers in the administration of the District. The DBOD shall have full powers in all matters affecting the affairs of the District as defined by the District Bylaws and these Rules and Regulations.
- A. HOD Appeal/Ratification of DBOD Actions: All business conducted by the SLD BOD, in the absence of appeal or call for ratification by the House of Delegates, will be considered final. Such appeal may be presented to the HOD by any delegate and may be placed on the agenda of that HOD meeting for discussion and vote by a majority of the members present.
- 7.03 **MEETINGS:** A minimum of three meetings a year, including teleconference meetings, at times specified by the District President. A special meeting may be called upon a petition of a majority of the DBOD. In addition, DBOD members are also invited to participate in the Operations Team meetings.
- 7.04 **QUORUM:** A majority of the DBOD.
- 7.05 **DUTIES:** The DBOD shall be empowered to act in the following areas on behalf of the HOD when the HOD is not in session:
- A. To make decisions in matters of executive or administrative character when an emergency exists. To handle an emergency, a vote may be taken by the District President or District Secretary by telephone contact to all DBOD members. The vote shall be documented in a roll-call fashion and distributed to all DBOD members prior to the next HOD meeting.
- B. To make decisions relative to expenditures for which appropriations have been made, and to make emergency appropriations when necessary.
- C. To make appropriations for funds not otherwise appropriated by any additional amounts that may be recognized as emergency requirements.

- D. To approve proposed extraordinary District expenses, with due regard to the availability of funds. Ordinary District operating expenses shall require only the approval of the District President and District Treasurer.
  - E. To explore matters requiring the attention of the HOD, and offer recommendations to the HOD.
  - F. To advise and review the actions of committees and take proper steps to implement their efforts.
  - G. To control expenses within the District income by careful management which will result in economical operation.
  - H. To take actions on the resignation of a District officer within a reasonable time after receipt of such resignation.
  - I. To create and revise both District policies and District operations procedures, manuals for which are to be maintained by the District Secretary.
  - J. To take other actions as required in the SLD Bylaws and these Rules and Regulations.
- 7.06 **CANCELLATION:** For justifiable cause, the District President may cancel, postpone, or re-schedule a BOD meeting. Other than cancellation due to lack of a quorum, notification of postponement or rescheduling shall be made, prior to the meeting, by letter, email, or telephone to all DBOD members. A meeting called by petition shall be canceled, postponed, or re-scheduled only by the originator of the petition.

## **ARTICLE VIII: DISTRICT OFFICERS AND BOARD MEMBERS-AT-LARGE**

### **8.01 OBJECTIVES OF OFFICERS AND BOARD MEMBERS-AT-LARGE:**

The primary objective of the officers of the District and Board Members-at-Large shall be the supervision and administration of its affairs, to promote the welfare of the Society, and to accomplish, to the highest possible degree, the District objectives herein stated, or, as otherwise directed by the Society Board of Directors.

- 8.02 **ELECTIONS:** The election of the District officers and Board Members-at-Large shall be placed on the agenda of the annual Fall meeting of the HOD as an order of business. Each delegate shall have one vote for each nominee, and a majority vote, providing a quorum is present, shall determine the election of each.
- 8.03 **QUALIFICATIONS:** Each officer and Board Member-at-Large of the District shall be an active member in good standing of a member chapter situated within the District.
- 8.04 **TERM OF OFFICE:** All elected District officers shall take office January 1 and terminate December 31 of the year for which they are elected, or until a successor has been elected.
- A. The holder of the office of District President shall not succeed himself more than once unless in the first instance he has served for less than nine months.
  - B. The serving out of an unexpired term to fill a vacancy for any elected District office shall not be considered a full term unless the appointee serves nine calendar months or more of the unexpired term of his predecessor. This, then, shall be

considered a full term in office. The DBOD, by majority vote, shall have full discretion in determining when a vacancy in office occurs.

- 8.05 **PRESIDENT:** The District President shall be the chief executive officer of the District and shall exercise general supervision over all administration functions and activities of the District. He shall perform such other duties as may be imposed upon him by these Rules and Regulations, or as may be assigned to him by the HOD. The District President shall be chairman of the HOD and chairman of the DBOD. He shall also:
- A. Establish annual priorities and goals, develop a District work plan, and be responsible for achieving them. Report to the Society Board on work plans and budgets as required. Include progress toward achieving goals.
  - B. Welcome each new chapter into the District, either by letter or in person.
  - C. Attend the semi-annual District Presidents Conference meetings held at the International and Midwinter Conventions, and report at the following HOD meeting on matters of importance to the District as discussed at the conference.
  - D. Arrange for, and sign District checks, should the District Treasurer become incapacitated.
  - E. Maintain knowledge of all governing documents.
  - F. Require all chapters in the District to comply with all Society and District rules, regulations, procedures, and ethics.
  - G. Appoint all committees, and appoint new members on a committee to replace any committee that does not, in his opinion, function properly. He also shall have the power to act for any committee which has not fulfilled its assignments.
  - H. Conform to the District President Performance Standards as prescribed by the Society BOD as outlined in the Society Operations Manual.
- 8.06 **IMMEDIATE PAST PRESIDENT:** The retiring District President, whose principal Barbershopping activity is in a SLD chapter, shall automatically become the Immediate Past President except as provided for by Article 5.04 of the District Bylaws, and shall hold that office for a term of one year, or until a successor is made available by election of a new District President. He shall become a member of the DBOD during his term of office.
- 8.07 **EXECUTIVE VICE PRESIDENT:** In the absence of the District President, the Executive Vice President shall preside over meetings of the DBOD and HOD. He also shall perform such duties as may be assigned by the District President or by the DBOD, and shall assist the District President in carrying out the policies and the objectives of the District.
- 8.08 **SECRETARY:** The District Secretary shall be the acting managing officer of the District under the supervision and direction of the District President and DBOD. He shall assist the District President and the DBOD in conducting the business of the District and shall perform such duties as are specified or implied in these Rules and Regulations. Other powers may be assigned to him by the DBOD. He shall attend all meetings of the DBOD and the HOD and shall act as the secretary. His files and records shall, at all times, be open to inspection by the District President. He shall maintain a District Board Policy Manual and a District Operations Manual. He shall conform to the performance standards prescribed by the Society Board of Directors as outlined in the Society Operations Manual.

- 8.09 **TREASURER:** The District Treasurer shall receive, and disburse, the funds of the District in a manner prescribed by the DBOD. He shall maintain a record of the District valuables and receipts of the District funds in placed banks. He shall require periodic statements from the banks. He shall make such reports to the DBOD as it may require, and shall make a report at each DBOD and HOD meeting. He shall give bond, at the expense of the District, for the faithful discharge of his duties, in a sum, and with such securities, as are required by the DBOD. His records and books shall, at all times, be open to inspection by the District President and financial reviewers and auditors approved by the DBOD. He shall arrange to permit the District's checks to be honored with either the District Treasurer's or the District President's signature. He shall conform to the performance standards prescribed by the Society Board of Directors as outlined in the Society Operations Manual.

### **ARTICLE IX: DISTRICT OPERATIONS TEAM**

- 9.01 **THE DISTRICT OPERATIONS TEAM AND ITS OBJECTIVES:** The District Operations Team will consist of the appointed District Vice Presidents of Chapter Support and Leadership Training, Chorus Director Development, Contest and Judging, Events, Finance Development, Marketing and Public Relations, Member Services, Music and Performance, Youth In Harmony, and Managers of the four SLD Divisions.

The objectives of the Operations Team will be to deal with the operational matters and committee functions of the District, set individual and measurable committee goals and objectives, and prepare for submission to the DBOD performance targets and operating budgets. It will ensure annual delivery of services and resources to all chapters and members.

- 9.02 **APPOINTMENTS:** Prior to January 1<sup>st</sup> following his election, the District President-elect shall appoint individuals to the District operations team.
- 9.03 **QUALIFICATIONS:** Each member of the District Operations Team will be an active member in good standing of a member chapter situated within the District.
- 9.04 **TERM OF OFFICE:** All members of the District Operations Team shall assume their duties on January 1 and terminate on December 31 of the year for which they were appointed, or until a successor has been appointed.
- 9.05 **MEETINGS:** The District Operations Team shall have at least two meetings, including teleconference meetings, per year. Special meetings of the operations team may be called by the District President. In addition, DOT members will be expected to attend the DBOD meetings as required by the District President.
- 9.06 **DISTRICT VICE PRESIDENT OF CHAPTER SUPPORT AND LEADERSHIP TRAINING:** The DVP-Chapter Support and Leadership Training shall administer and maintain an effective chapter counselor program in the Seneca Land District. He will work with the Society Chapter Leadership and Training Committee to recruit and train chapter counselors and chapter counselor trainers. He will be responsible for the distribution of chapter counselor and training materials. He will recommend certification of chapter counselors from SLD, as appropriate. He shall coordinate and administer Chapter Operations Training Seminars in SLD. He will attend Society-sponsored

seminars pertaining to his office. He shall attend all HOD meetings and District BOD meetings as directed by the District President.

- 9.07 **DISTRICT VICE PRESIDENT OF CHORUS DIRECTOR DEVELOPMENT:** The DVP-Chorus Director Development shall be responsible for the promotion and administration of the Chorus Directors' Workshop Intensive (CDWI), chorus director certification, and chorus director training programs in the Seneca Land District. This shall include, but not be limited to, distribution of appropriate materials, recruitment of a District faculty for chorus director training, development of CDWI trainers for certification, and the promotion and coordination of all the functions of his programs. He will maintain accurate records on the CDWI and chorus director development programs, and recommend certification of chorus directors from SLD, when appropriate. He shall participate in all Society-sponsored Chorus Director Development training seminars. He will maintain an effective chorus director's guild and chair its meetings. He shall attend all HOD meetings and District BOD meetings as directed by the District President.
- 9.08 **DISTRICT VICE PRESIDENT OF CONTEST AND JUDGING:** The DVP-Contest & Judging shall be the liaison between the Society C&J Committee and the District, and shall attend all DVP-C&J meetings. He is responsible for all C&J activities in the Seneca Land District, including the promotion of judge candidates. He shall communicate and coordinate Society C&J policy in SLD, and communicate with all potential contestants in District contests. He will work with the DVP-Events to assure that all contest venues conform to appropriate Society specifications. He will participate in training carried out by the Society C&J Committee. He shall attend all HOD meetings and District BOD meetings as directed by the District President.
- 9.09 **DISTRICT VICE PRESIDENT OF EVENTS:** The DVP-Events shall plan, budget, and operate all events held in the Seneca Land District, including conventions, music festivals, music and leadership training schools, and joint events with other a cappella groups. He will work with the DVP-C&J to assure that all contest venues conform to the appropriate Society specifications. He shall maintain a comprehensive history file on past and potential convention sites, and assure that the District Convention Manual is maintained and used. He will be the liaison with the Society Events Committee, and, when necessary, the Society External Affairs Committee. He will participate in all Society Events Committee training programs. He will chair the SLD Events Committee. He shall attend all HOD meetings and District BOD meetings as directed by the District President.
- 9.10 **DISTRICT VICE PRESIDENT OF FINANCIAL DEVELOPMENT:** The DVP-Financial Development shall participate in the annual fund raising program planning process. He will insure that the best available volunteers accept the functional positions of President's Council Chairman, Founder's Club Chairman, and Grant Education and Grant Writing Chairmen, and plan for their training. He will implement the District goal achievement program and provide necessary information for that program. He will chair the Financial Development Committee. He shall attend all HOD meetings and District BOD meetings as directed by the District President.
- 9.11 **DISTRICT VICE PRESIDENT OF FUN:** The DVP of FUN shall develop a FUN Curriculum that can be executed at chapters. The role of the job is to improve the retention of Seneca Land District chapter membership. He shall identify, recruit, and train Chapter Agents of Fun that are charged with weekly Fun activities during the chapter meeting. He shall also identify, recruit, and train a team of Special Fun Agents across the District and create a schedule for Special Agents to interact with chapters.

He shall monitor and communicate results and is responsible for effective communication and promotion of Seneca Land activities through the *Smoke Signals*. He shall report monthly to the District President. He shall attend all HOD meetings and District BOD meetings as directed by the District President.

9.12 **DISTRICT VICE PRESIDENT OF MARKETING AND PUBLIC RELATIONS:** The DVP-Marketing and Public Relations shall provide programs and materials to enhance public awareness of barbershopping in the Seneca Land District, and promote the value of music education for personal enrichment. He shall ensure that the District, its chapters, and quartets have the marketing, image-and awareness-building tools to take advantage of their unique assets, and are using them to increase market penetration by matching those assets to community needs. He will provide chapters with guidelines for improving public awareness and appreciation of the Society through its unified service projects and local charities. He shall promote the sale and distribution of Society merchandise to promote pride in the hobby. He will be liaison with the Society Marketing and PR Committee and shall attend all Society sponsored seminars associated with his office. He shall attend all HOD meetings and District BOD meetings as directed by the District President.

9.13 **DISTRICT VICE PRESIDENT OF MEMBER SERVICES:** The DVP-Member Services shall provide inspiration and ideas in the Seneca Land District to promote membership recruitment and retention. He will seek out attractive extension sites for new chapters, and, using Society extension programs, promote and participate in the development of new chapters in the District. He shall be responsible for the effective communications and promotion of District activities through the District bulletin, and encourage the development of informative chapter bulletins. He will act as liaison with the Society Member Services Committee, and shall attend all seminars sponsored by that committee. He shall attend all HOD meetings and District BOD meetings as directed by the District President.

9.14 **DISTRICT VICE PRESIDENT OF MUSIC AND PERFORMANCE:** The DVP-Music and Performance shall be responsible for all music activities in the Seneca Land District that will improve and expand the musical knowledge and performance abilities of the members including, but not limited to:

- Quartet and chorus coaching programs, including music coaches guilds and music and performance coach training.

- Developing and administering performance evaluation programs for quartets and choruses.

- Developing and directing music education schools.

- Coordinating all Society representative visits to the District.

- Communicate with local music educators and develop student participation in college and high school quartet contests.

He shall coordinate with the DVP-Events, and make all arrangements for the annual SLD Pow-Wow (Mini-HEP school), making arrangements for the facility, courses offered, and faculty used. He shall attend all seminars directed by the Society Music and Performance Committee. He shall attend all HOD meetings and District BOD meetings as directed by the District President.

9.15 **DISTRICT VICE PRESIDENT OF YOUTH IN HARMONY:** The DVP-Youth In Harmony shall be responsible for all Youth Outreach activities in the Seneca Land District. He

shall coordinate the efforts of the Society Youth In Harmony Committee to work with the state music educators in an effort to promote barbershop harmony within our school systems.

He shall be chairman of, and coordinate the activities of the Youth Outreach Committee. He shall attend all seminars directed by the Society He shall attend all HOD meetings and District BOD meetings as directed by the District President.

- 9.16 **DIVISION MANAGERS:** The Division Manager is the executive officer of the Division assigned to him by the District President. His duties, in general, include:
- Attend all Operations Team and HOD meetings, as well as District Board meetings when directed to do so by the District President.
  - Supervise and direct the activities of the Chapter Counselors within his Division. He will also actively seek out and recruit additional Chapter Counselors.
  - Work with the appropriate District vice-presidents to promote inter-chapter relations, membership growth, community service, and public relations of chapters within his Division.
  - Attend all training schools for District officers that may be held in the District.
  - As soon as chapter officers are elected, check with chapters to ensure their "Official Report of New Chapter Officers" has been received by the District Secretary.

#### **ARTICLE X: NOMINATION AND ELECTIONS**

- 10.01 **NOMINATING COMMITTEE AND ELECTIONS:** The Nominating Committee shall submit its slate of nominees for District Board Members-at-Large and elected officers other than Immediate Past President to the District Secretary at least 45 days prior to the Fall HOD meeting. The District Secretary shall furnish each member of the HOD and each chapter president a list of the nominees at least 20 days prior to the Fall HOD meeting. Additional nominations may be made from the floor and a motion to close nominations shall not be entertained until full opportunity has been provided to nominate from the floor for each elective office. Nominations will be accepted from the floor in accordance with the provisions set forth in the SLD District Bylaws, Section 1, Article 5.05 (c). When floor nominations are made for an office already having a nominee named by the Nominating Committee, the vote for that position shall be by secret ballot. The District Secretary, or other HOD member appointed by the District President, shall act as the election officer in charge of collecting and reporting voting results.
- 10.02 **ELECTIONS:** The election of Board Members-at-Large and elected officers other than Immediate Past President shall be placed on the agenda of the annual Fall meeting of the HOD as an order of business. Each member of the HOD shall have one vote for each nominee, and a majority vote, providing a quorum is present, shall determine the election for each office.

#### **ARTICLE XI: REMOVAL, RESIGNATION, OR DISQUALIFICATION**

- 11.01 For good cause, any District officer or Board Member-at-Large who fails to adequately perform his duties may be requested to resign, or, in fact, may be removed from office by the action of the DBOD.
- 11.02 The resignation of any District officer or Board Member-at-Large shall be effective, and such office thereupon become vacant, when the resignation is accepted by the DBOD.
- 11.03 If a person holding a District office moves out of the District, such office thereupon automatically shall become vacant. If a Board Member-at-Large moves out of the District, that position shall become vacant.
- 11.04 For good cause, the District President may remove any appointee such as appointed officer, committee chairman, committee member, District Editor, etc.

## **ARTICLE XII: DISTRICT COMMITTEES**

- 12.01 **STANDING COMMITTEES:** Prior to January 1 following his election, the District President-elect shall appoint District standing committees as will be required for the effective operation of the District.
- 12.02 **THREE SPECIAL COMMITTEES: FAME, CHAUTAUQUA, AND ENDOWMENT**
- A. A committee is responsible for the administration of the "Fund for the Advancement of Musical Endeavors" (known as the FAME Fund). It shall consist of the three most immediate past presidents who meet the qualifications to be a HOD member.
- B. The Chautauqua Committee is responsible for the Chautauqua Serenade. It shall have the power to act, and to draw and execute contracts with the Chautauqua Institute, subject to the concurrence of the District President.
- C. The Endowment Fund Committee, consisting of three members, is responsible for administration of the SLD Endowment Fund. They will accept applications for grants from the District quartets and choruses annually and award grants as warranted.
- 12.03 **TERMS OF SERVICE FOR COMMITTEES:** All standing committees, except the Endowment Fund Committee, shall serve from the first of January until the end of the calendar year. The Endowment Fund Committeemen will serve for three-year terms with one being replaced by a new appointee each year. All other committees shall serve until the assigned task is completed, but not after the close of the calendar year.
- 12.04 **CHAIRMEN AND VACANCIES:** The District President shall designate the chairman of each committee appointed by him, and shall have the power to fill all vacancies that occur, and add or replace members at his discretion.
- 12.05 **EX-OFFICIO MEMBERSHIP:** The District President shall be an ex-officio member of all committees of the District except the Nominating Committee, and shall have all privileges of membership.
- 12.06 **QUALIFICATIONS OF COMMITTEEMEN:** The chairman and each member of a committee shall be a member in good standing in a member chapter of the District.

- 12.07 **QUORUM:** The majority of all members of a committee shall constitute a quorum at any meeting of the committee unless otherwise provided in these Rules and Regulations, or by special action of the DBOD in establishing such a committee.
- 12.08 **AUTHORITY:** All committee actions except that of the Nominating Committee and the Endowment Fund Committee shall be subject to approval of the DBOD.

### **ARTICLE XIII: AMENDMENTS**

- 13.01 **TERM DEFINITIONS:** Proposed amendments to these Rules and Regulations must first be adopted by the HOD or by referendum vote. Adopted amendments must be approved by the Governance and Bylaws Committee acting for the Society Board of Directors before becoming approved amendments to these Rules and Regulations.
- 13.02 **RULES AND REGULATIONS CHANGES:** Proposals to change these Rules and Regulations shall be known as amendments. Proposals which do not amend these Rules and Regulations shall be known as resolutions.
- 13.03 The wording of an amendment must be prepared by the District Laws and Regulations Committee, and presented to the HOD by the originator(s) of the amendment/resolution.
- 13.04 Proposed amendments to these Rules and Regulations may be made at any meeting of the HOD by one of the following methods:
- A. **UNANIMOUS VOTE:** By unanimous vote of the delegates present.
  - B. **TWO-THIRDS VOTE:** By a two-thirds vote of the delegates present at any meeting of the HOD, provided written notice of the substance of the proposed amendment has been given by mail or email to all HOD members, and sent at least ten days prior to the presentation of, and vote on, the proposed amendment.
  - C. **MAJORITY VOTE:** By a majority vote of the HOD members present at any meeting of the HOD, provided that the substance of such proposed amendment shall have been given by mail or email to all HOD members, and sent at least thirty days prior to the presentation of, and vote on, the proposed amendment.
  - D. **REFERENDUM:** A referendum, properly conducted, shall be the final court of appeals of all provisions of these Rules and Regulations and all amendments. Amendments by referendum may be initiated by chapters of the District, only by petition, stating clearly the substance of the proposed amendment desired, and signed by the delegates of not less than 20 percent of the chapters of the District. A petition shall be directed to the District President who shall have the wording of the proposed amendment prepared by the District Laws and Regulations Committee. He shall then take steps to have the proposed amendment, or amendments, presented to the board of directors of each chapter of the District for their rejection or approval. A two-thirds affirmative vote of the chapters shall cause the amendment to be adopted. There shall be no appeal from such action.

### **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

- 14.03 The rules contained in the current edition of "Robert's Rules of Order" shall govern the District in all cases to which they are applicable, and in which they are not inconsistent with the Seneca Land District Bylaws and Rules and Regulations, and any special rules of order the District may adopt.