

**BYLAWS AND STANDING RULES**  
**OF**  
**THE BARBERSHOP QUARTET PRESERVATION ASSOCIATION, INC.**

***BYLAWS***

**ARTICLE I**  
**Names and Objectives**

1. The name of the group shall be the Barbershop Quartet Preservation Association, hereinafter referred to as the BQPA. The BQPA is a subsidiary of the Barbershop Harmony Society, Inc.
2. The principal office for the transaction of the business of the BQPA is hereby located at 5873 Gold Inlet Drive, Las Vegas, NV 89130, USA.
3. The BQPA, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in the United States of America. By like resolution, the registered agent may be changed to any other person or corporation upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State, and a certified copy thereof shall be recorded in the Office of the Register of Deeds for the county in which the new registered office is located and in the old county, if such registered office is moved from one county to another.
4. The objectives are as follows:
  - a. The general purposes of the Corporation are to operate solely and exclusively as a charitable and educational organization to preserve and perpetuate traditional barbershop quartet music and singing as a uniquely American musical art form.
  - b. Advance public education and enlightenment concerning the history, style development, and performance of traditional barbershop quartet music as an important element of the American cultural fabric.
  - c. Provide an independent forum and source of information for an interchange of ideas concerning the traditional style of barbershop quartet singing for active practitioners and the interested public.
  - d. Encourage the formation of local associations and chapters of singer dedicated to traditional barbershop quartet singing and sponsor National semiannual barbershop quartet festivals.
  - e. Conduct public outreach and education concerning the importance of preserving and participating in traditional barbershop quartet singing.
  - f. Identify and develop programs to facilitate charitable and in-kind support to organizations and individuals interested in preserving or performing barbershop

quartet music.

5. For the administration of the affairs and the attainment of the objectives of the BQPA, as set forth in ARTICLE FIRST 4a through f, the BQPA shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the BQPA is organized, and to aid and assist other organizations whose objectives are such as to further accomplish, foster, or attain any of such objectives.
6. Notwithstanding anything herein to the contrary, the BQPA shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would: (1) prevent it from obtaining exemption from United States Federal income taxation as a corporation as described in Section 501 (c) (3) of the USA Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time, or (2) cause it to lose such exempt status.

## ARTICLE II

### Membership and Election of Officers

1. There are two classes of membership in the BQPA –individual annual and associate.
  - a. Individual: Any individual with interest in the BQPA and furtherance of its objectives shall be eligible to join the BQPA. Individual annual members are members of the Barbershop Harmony Society. Individual members shall receive BQPA announcements, publications, and all other membership benefits and are eligible to vote at the annual business meeting. Individual members must renew their membership annually by paying dues.
  - b. Associate members: Any individual, irrespective of gender, with interest in the BQPA and the furtherance of its objectives shall be eligible and receive BQPA announcements, publications, and attend bi-annual barbershop quartet festivals. Associate members must renew their membership annually by paying dues. Associate members are not eligible to vote at the annual business meeting.
2. As used in the Bylaws and Standing Rules, the term "member in good standing" means a member whose dues are paid.

## ARTICLE III

### Officers and Board of Directors

1. The Officers of the BQPA shall be President, Vice-President, Secretary, and Treasurer who are elected by the members, and the Immediate Past President. These five officers

constitute the Executive Board of the BQPA who shall have the authority to meet in closed session.

2. Only individual members in good standing, who have attended at least one of the semi-annual festivals preceding their nomination, shall be eligible for nomination for an elected office. The annual business meeting shall be held in conjunction with the spring barbershop quartet festival in the future.
3.
  - a. The President's terms in office shall extend for two consecutive annual business meetings (approximately two years) and upon the termination of that office shall immediately become Past President.
  - b. The Vice-President's term in office shall coincide with the President's. He shall automatically become President for the years following his term as Vice-President.
  - c. The Secretary and Treasurer shall each serve for a period of two consecutive annual business meetings. The terms of office for the Secretary and Treasurer shall be staggered so that their election does not normally coincide during the same year.
  - d. In the event of cancellation of an annual business meeting, the officers of the BQPA and the members of any standing or special committee shall continue to serve and be responsible for the Bylaws, or Robert's Rules of Order in the absence of specific guidelines, until new elections and an annual meeting are held.
  - e. If an officer cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until an election is held at the next annual meeting.
4. The Board of Directors shall consist of the Executive Board and any additional positions deemed necessary for the conduct of business created and appointed by the Executive Board. Any number of Directors attending a called meeting of the Board of Directors constitutes a quorum. The Board of Directors is authorized to conduct business and hold meetings at its discretion including by telephone or other electronic media.

#### ARTICLE IV Meeting and Voting

1. The BQPA shall meet twice per year for Barbershop Quartet Festivals. One festival will be held in the Eastern U.S during autumn and one Festival will be held in the Western U.S. during the spring at a time and place to be determined by the Board of Directors. The annual business meeting and election of officers will be held in conjunction with spring Quartet Festival. The location of the next annual business meeting will be published on the BQPA web site 6 months ahead of the meeting.

2. In the event of an emergency, the Board of Directors may cancel an annual business meeting or quartet festival or change the place of the meetings or order a Special Meeting. If a meeting is canceled, the Board of Directors shall schedule the next annual meeting.
3. A quorum for the transaction of official business at a BQPA annual business meeting shall consist of any number of voting members present.
4. A motion to amend the Bylaws or to establish or dissolve a quartet chapter of the BQPA shall require a two-thirds majority of those voting.
5. The Secretary shall certify the voting eligibility of members.

#### ARTICLE V Adoption of Standing Rules

1. The Board of Directors is authorized to adopt and amend Standing Rules necessary for conduct of BQPA business by a majority vote.
2. The Standing Rules must include, but shall not be limited to, the following:
  - a. Matters pertaining to BQPA finances.
  - b. Prescribed duties of BQPA officers.
  - c. Provisions for the establishment, duties, and method of selection of standing committees and other committees necessary to conduct the business of the BQPA.
  - d. Authorization for the specified publications of the BQPA for the furtherance of its objectives.
  - e. Provisions for the establishment, maintenance, and dissolution of any quartet chapter of the BQPA established pursuant to the provisions of Article VII.

#### ARTICLE VI Amendment of Bylaws

1. The Bylaws may be amended by a two-thirds vote of the members in good standing who attend an annual business meeting and vote on the amendment. Proposals for amendments may be generated in the following ways:
  - a. Recommendation of a majority of the voting members of the Board of Directors.

- b. Petitions signed by not fewer than twenty members in good standing or 10% of the BQPA membership eligible to vote, whichever is fewer, and presented to the President at the annual meeting.
2. The Board of Directors is authorized to take whatever steps may be necessary, including amendments to the Bylaws, to obtain and retain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VII Chapters of the BQPA

1. Chapters of BQPA are authorized, integral operations of the Barbershop Quartet Preservation Association, Inc. that conduct musical activities serving the objectives of and representing the BQPA. Activities and operations of chapters are considered to be operations of the BQPA. A Chapter of the BQPA may be authorized if it seems likely to provide a worthwhile service, has a reasonable chance of continued and successful operation, and complies with this Article. Only an individual member of the BQPA in good standing may be a voting member of a Chapter of the BQPA. Chapters of the BQPA may hold meetings, sponsor local festivals, parades of quartets, disseminate information, adopt resolutions, and engage in other activities to advance the objectives of the BQPA in their geographic area in keeping with the Bylaws and Standing Rules of the BQPA. Actions and resolutions of a Chapter shall be identified only with that Chapter unless transmitted to the Board of Directors and subsequently adopted in accordance with the appropriated provisions of the Bylaws and Standing Rules as an action or resolutions of the BQPA.

A Chapter may be dissolved by two-thirds vote of the membership of the BQPA at any annual business meeting upon the recommendation of the Board of Directors. Such recommendation may be based upon the Chapter having taken action contrary to or otherwise having failed to comply with its own Bylaws or Bylaws and Standing Rules of the BQPA; failed to hold specific meetings; or otherwise failed to function as an active, effective arm of the BQPA. Upon dissolution of a Chapter, the assets and records of that Chapter shall revert to the BQPA for disposal in the best interests of the former members of the Chapter, or of the BQPA, as decided by the Board of Directors.

2. A Chapter of the BQPA may be authorized by a vote of the BQPA membership at an annual business meeting upon a petition presented by not fewer than twelve BQPA members in good standing from a designated geographic region and upon certification by the Secretary. Upon acceptance as a Chapter into the BQPA, official notification of acceptance and recognition will be sent to the proposed Chapter's president. All Chapters shall comply with the BQPA Bylaws and Standing Rules.

## ARTICLE VIII Dissolution of the BQPA

1. If the BQPA is dissolved, all net assets will be distributed to a similar organization exempt under Section 501(c)(3) of the Internal Revenue Code. Designation of the organization(s) to receive said assets will be at the discretion of the Board of Directors.

## ARTICLE IX

### BQPA Representation

1. No member of the BQPA shall represent or speak for the BQPA without the express consent of the BQPA Board of Directors.

