

**SWEET ADELINES INTERNATIONAL CORPORATION
STANDARD FORM CHAPTER BYLAWS MANAGEMENT TEAM (BOARD OF
DIRECTORS) AUSTRALIAN CHAPTERS ONLY**

Bylaws for Circular Keys Chapter of Sweet Adelines International Corporation.

ARTICLE I NAME

The name of this chapter, organized by the authority and under the provisions of the bylaws of Sweet Adelines International Corporation, shall be Circular Keys Chapter of Sweet Adelines International, located at Carlingford, NSW.

ARTICLE II PURPOSE

The purpose for which this chapter is formed is to perpetuate and enhance the barbershop music art form through education, thereby benefiting local communities by furthering their artistic enrichment. The chapter will accomplish this purpose by:

1. Providing education and training for its members in singing four-part harmony, barbershop style, without instrumental accompaniment, the parts being tenor, lead, baritone and bass; this to be accomplished by organizing and maintaining choruses and quartets, and
2. Giving public and private performances to promote an interest in the development and general appreciation of all things pertaining to the art form of barbershop harmony, and
3. Awarding grants and scholarships to individuals and organizations in their pursuit of study and activities in the field of vocal music in order to encourage the development, application, and appreciation of musical talent..
4. Doing any and all things necessary to accomplish said purpose, including the owning and disposition of real and personal property.

The income and property of the chapter, however obtained, shall be applied solely towards accomplishing said purpose, and no portion thereof shall be paid or transferred, directly or indirectly, by way of profit or gain to individual members of the chapter. Provided that nothing will prevent payment of reasonable and proper remuneration to any member of the chapter in return for services actually rendered to the chapter nor prevent the payment for out-of-pocket expenses or interest on money lent by any member of the chapter.

If upon the dissolution of the chapter there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the chapter but shall be given or transferred to some other chapter or organization having similar objects to the chapter and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the chapter, such organization to be determined by the members of the chapter at or before the time of dissolution and in default thereof by such judge of the Supreme Court as may have or acquire jurisdiction in the matter.

ARTICLE III MEMBERSHIP AND DUES

Section 1. - ELIGIBILITY

Any woman who is genuinely interested in the promotion of barbershop harmony singing and friendship among women is eligible to be considered for membership, in accordance with the standard policy for admittance to membership as established by the International Board of Directors.

Every member who accepts membership in a chapter thereby ratifies, accepts and agrees to be bound in all things pertaining to the chapter by these bylaws and chapter standing rules, and to the corporation by the Certificate of Incorporation and the Corporate Bylaws, and further agrees to faithfully observe the provisions thereof. No person may be a member of more than one Sweet Adelines International chapter at anyone time except as otherwise directed by the International Board of Directors.

Section 2. – DUES

The Chapter may establish and collect annual dues; the procedure by which this is accomplished shall be set out in the Chapter Standing Rules.

Section 3. – TERMINATION

Any member in default in the payment of dues shall be suspended from all privileges of membership and, if after written notice by the Financial Manager (Treasurer), such default shall not be remedied within a period of sixty (60) days, the membership of such member shall automatically terminate.

Section 4. – 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 flagrantly 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.

Section 5. - FISCAL YEAR

The fiscal year of the chapter shall begin on the first day of May in each year.

ARTICLE IV MEETINGS

Section 1. BUSINESS MEETINGS

- A. Necessary business may be conducted on the date of a regular chorus rehearsal or at a special meeting called for that purpose.
- B. The annual business meeting of the membership shall be held after January 1 but before April 30. Advance notice shall be given each member at least fourteen (14) days prior to the annual business meeting.

- C. The annual election for the purpose of electing the Management Team members (Directors) shall be held on the date of the annual business meeting.

Voting shall be in person or by absentee ballot. Absentee ballots, to be considered valid, shall be received by the chair prior to the meeting. Proxies shall not be permissible.

- D. Special business meetings may be called at any time by the Team Coordinator (President) or by consensus of the Management Team (or by a majority of the Board of Directors), or upon written request to the Management Team (Board of Directors) by a majority of the members. At least ten (10) days prior notice shall be given each member of the time, place and purpose thereof.

Section 2. CHORUS REHEARSALS

Regular chorus rehearsals will be held at a time and place approved by the Management Team (Board of Directors). Special rehearsals may be called at any time.

Section 3. QUORUM

A quorum for the transaction of business at any meeting shall consist of a majority of the membership.

ARTICLE V -MANAGEMENT TEAM (BOARD OF DIRECTORS)

Section 1. MEMBERSHIP

- A. The Management Team (Board of Directors) shall consist of five (5) to eight (8) elected members plus the Musical Director (even if a non-member) with the option to appoint up to three (3) additional members. Their term of office shall be for one (1) year (except for the Musical Director) or until their successors are elected. The number of consecutive terms that can be served is determined by the chapter standing rules.
- B. Five (5) to eight (8) Management Team members (Directors) shall be elected by ballot of the membership and plurality votes shall elect.
- C. The Management Team (Board of Directors) has the option to appoint up to three (3) additional members. Appointment shall be by consensus of the newly elected Management Team members (Directors) and the Musical Director.
- D. A change in the number of Management Team members (Directors) may be made only at rechartering time.

Section 2. AUTHORITY AND DUTIES

The Management Team (Board of Directors) shall have all powers and authority over the affairs of the chapter except as otherwise set out in these bylaws, the Regional Bylaws and the International Bylaws. It shall be authorized to adopt rules and regulations as it may deem proper for the economy, progress and success of the chapter provided they do not conflict with these bylaws or adopted standing rules. Duties shall be assumed on May 1.

Section 3. MEETINGS

- A. Regular meetings for the conduct of business shall be held as needed.
- B. The annual meeting shall be held after January 1 but before April 30 each year for the purpose of filling the established positions on the Management Team (Board of Directors). The chapter standing rules shall determine if these positions are filled by election by ballot of the membership; by election by the Management Team members (Directors) or by some other method. .
- C. Special meetings may be called at any time by the Team Coordinator (President), or by consensus of the members of the Management Team (or by a majority of the Directors) by means of advance notice to each team member (Director) of the time, place and purpose thereof.

Section 4. QUORUM

A majority of the members of the Management Team (Board of Directors) shall constitute a quorum.

Section 5. VACANCIES

The chapter standing rules shall determine if vacancies are filled by chapter election; by consensus of the remaining Management Team members (by a majority of the Directors), or by some other method.

Section 6. REMOVAL

Any member of the Management Team (Board of Directors) who fails to perform the duties of her position (office), or whose conduct is deemed prejudicial to the organization, may be removed from her position by a two-thirds (2/3) vote of the membership of the chapter. Prior to such removal, a team member (Director) shall have been given an opportunity to produce, before the membership, evidence to refute such charges.

ARTICLE VI OFFICERS**Section 1. MEMBERSHIP**

- A. The established positions (offices) of the Management Team (Board of Directors) shall be Team Coordinator (President), Financial Manager (Treasurer), Secretary and Musical Director. The chapter standing rules shall determine if these positions (offices) are filled by election by ballot of the membership; by election by the Management Team members (Directors) or by some other method.
- B. The positions (offices) shall have duties and powers as their designations imply and as hereinafter prescribed in their individual capacities.

Section 2. TERM

The term of position (office) of a team member (except for Musical Director) shall be for one (1) year or until a successor shall be elected.

Section 3. DUTIES

A. MANAGEMENT TEAM (BOARD OF DIRECTORS)

- Develops long range plans based on the goals and core values of the chapter
- Oversees and evaluates the implementation of strategies developed to achieve long range plans.
- Develops an appropriate structure of task oriented groups (teams, committees, staffs, etc.) who are responsible for developing strategies to implement plans determined by the management team based on the core values and goals of the chapter
- Ensures open communication at all levels of the chapter. .

B. TEAM COORDINATOR (PRESIDENT)

The Team Coordinator (President) is the leader of the team or group (board). It is her responsibility to see that the team (board) carries out all its functions effectively and efficiently. She calls all meetings of the team (board) and in consultation with team members (Directors) sets the agenda for the meetings. She assures that the chapter members are kept apprised of the work of the team (board) and represents the chapter at President's meetings called by the Regent (usually at regional music schools.)

C. FINANCIAL MANAGER (TREASURER)

The Financial Manager (Treasurer) shall have custody of all chapter funds and securities and shall keep in books belonging to the chapter full and accurate accounts of all receipts and disbursements. She shall be responsible for the deposit of all money, securities and other valuable effects in such depositories as may be designated for that purpose by the Management Team (Board of Directors). She shall disburse the funds of the chapter as may be ordered by the Management Team (Board of Directors), taking proper receipts for such disbursements. All checks, drafts and orders for payment of money shall be signed in the name of the chapter by the Financial Manager (Treasurer) and countersigned by such other team member (Director), if any, as the Management Team (Board of Directors) in its discretion may designate.

The Financial Manager (Treasurer) prepares the annual budget which is presented to the Management Team (Board of Directors) for approval. She shall render at the annual business meeting, and whenever requested by the Team Coordinator (President) or Management Team (Board of Directors), a report of all her transactions as Financial Manager (Treasurer) and of the financial condition of the chapter. The books of the Financial Manager (Treasurer) shall be audited annually at the close of the fiscal year as directed by the Management Team (Board of Directors) the cost, if any, to be borne by the chapter.

D. SECRETARY

The Secretary shall record the minutes of all meetings and file them in a permanent minutes book of the chapter. She shall maintain current copies of bylaws and standing rules, a list of all committees and membership attendance records if applicable. The Secretary shall keep in books or files of the chapter a clear and complete record of the chapter correspondence. She shall conduct all correspondence necessary for the proper function of the chapter, keeping the Management Team (Board of Directors) and membership advised. She shall give all meeting notices as required, by the bylaws and chapter standing rules. She shall conduct the correspondence with the International Headquarters office as instructed.

E. MUSICAL DIRECTOR

The Musical Director is responsible for the planning and implementation of the musical program of the chorus. She/he chooses a team of musical leaders to assist in carrying out the

musical program. The Musical Director is responsible for providing this team with the musical education they need to carry out their functions. She/he brings recommendations of the music team to the Management Team (Board of Directors) for decision and action.

Section 4. VACANCIES

A vacancy in the position (office) of Team Coordinator (President) shall be filled as indicated in the chapter standing rules. The chapter standing rules shall determine if vacancies in other positions (offices) shall be filled by chapter election; by consensus of the remaining Management Team member (or by a majority vote of the Board of Directors); or by some other method.

Section 5. REMOVAL

Any team member (officer) who fails to perform the duties of her position (office), or whose conduct is deemed prejudicial to the Organization, may be removed from her office by a two-thirds (2/3) vote of the Management Team (Board of Directors). No team member (officer) shall be so removed until she has been served with a written notice of the charges against her and shall have been given an opportunity to produce, before the Management Team (Board of Directors), evidence to refute such charges, and any team member (officer) thus removed from office shall have the right of appeal to the International Board of Directors.

ARTICLE VII - STANDING COMMITTEES/TEAMS/GROUPS

Section 1. STANDING COMMITTEES/TEAMS/GROUPS

The structure of task oriented groups (teams, committees, staff, etc.) shall be provided for in the standing rules.

Section 2. SPECIAL COMMITTEES/TEAMS/GROUPS

Special task oriented groups (teams, committees, staff, etc) may be established by the Management Team (Board of Directors) to perform functions not performed by the existing teams and shall serve until the special purpose for which they were established has been fulfilled, or until dissolved by the Management Team (Board of Directors).

Section 3. NOMINATING COMMITTEE

At least thirty (30) days prior to the annual business meeting of the membership, the Team Coordinator (President) shall appoint a Nominating Committee composed of not less than three (3) members, such appointments to be ratified by a majority vote of the Management Team (Board of Directors) or by majority vote of the chapter as determined in the Chapter Standing Rules. This committee, under the direction of its chair, shall prepare a list of nominees consisting of at least twice the number of vacancies to be filled. A single slate shall be valid only if the Nominating Committee is unable to secure the consent of two (2) qualified members for each position to be filled. A list of qualifications of each nominee shall be distributed to the membership at least ten (10) days prior to the date of election. Nominations from the floor shall be allowed, provided prior consent of the nominee has been obtained.

Section 4. REPLACEMENT

If at any time a chair/manager (of a team or committee) fails to fulfill her duties, the Management Team by consensus at any meeting (or the Board of Directors by majority vote), may remove such chair/manager and appoint a replacement.

ARTICLE VIII - STANDING RULES'

Specific operating regulations necessary to carry out the meaning of these bylaws shall be provided for in Chapter Standing Rules which shall be adopted by the membership. Standing rules must be consistent with these bylaws, the Standard Regional Bylaws and the Corporate Bylaws.

ARTICLE IX – AMENDMENTS

Section 1. BY THE CHAPTER MEMBERSHIP

Change of chapter name, location and/or number of members on the Management Team (Board of Directors) for the chapter may be approved by a two-thirds (2/3) affirmative vote of the members in good standing present at any regular meeting or special meeting called for that purpose, provided that a statement of the nature of the proposed amendment has been furnished each member at least ten (10) days prior to the regular or special meeting at which such action is to take place. Duplicate copies of said amendments, accompanied by a letter stating the action taken by the chapter and signed by the Team Coordinator (President) and Secretary shall be submitted to International Headquarters, Sweet Adelines International, for approval. Subsequent to this approval, the effective date for these changes will be at chapter rechartering time. In addition, a change in chapter name may be made during the month of December.

Section 2. BY THE INTERNATIONAL BOARD OF DIRECTORS

These bylaws may be amended by a two-thirds (2/3) affirmative vote of the International Board of Directors. Unless otherwise directed by the International Board of Directors, any amendments thus adopted shall become amendments to the bylaws of all chapters of Sweet Adelines International operating under the Standard Form Chapter Bylaws, Management Team.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern Sweet Adelines International in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any policies or standing rules, or procedures that Sweet Adelines International may adopt.

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