Evergreen District Bylaws

Effective January 1, 2019, amended and restated April 19, 2020

Approved by the Evergreen House of Delegates June 29, 2020

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ARTICLE I: Name-Incorporation

1.01 Name

The name of this organization shall be Evergreen District of SPEBSQSA, Inc., (hereinafter called the "District"). The District is organized and exists pursuant to the provisions of Article X of the bylawsof the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Incorporated, d/b/a Barbershop Harmony Society (sometimes called SPEBSQSA, Inc., and hereinafter calledthe "Society"). The Society is incorporated under the not-for-profit laws of the State of Wisconsin and has been recognized as exempt from United States income tax under Section 501(c)(3) of the Internal Revenue Code.

1.02 Incorporation

The District, a subsidiary of the Society, is a nonstock, nonprofit corporation incorporated under the laws of the State of Washington (the “Jurisdiction of Incorporation”).

1.03 Principal Office

The principal office of the District shall be as established in the incorporation documents filed with the Jurisdiction of Incorporation, or as may be adopted from time to time by resolution of the District board of directors (the “Board”). The District may have such other offices as the Board may designate or as the affairs of the District may require from time totime.

1.04 Scope

The BHS Standard District Bylaws in their entirety, both in form and substance as well as the Society Bylaws, shall be mandatory and binding upon all districts, except that a change in terminology, form and/or substance may be permitted for a specific district, 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 II: Purpose

2.01 Purpose

The purpose of this District shall be to support the purposes of the Society as clarified in a Memorandum of Collaboration initiated by the CEO of the Society in consultation with this District.

ARTICLE III: Board of Directors

3.01 How Constituted

The administrative body of the District shall be the Board consisting of the following: the president, who shall be the chairperson of the Board and preside at District House of Delegates meetings (defined in Article IV); 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 (each a “Director”).

3.02 Duties

(a) To District

The Board 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 Board 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 all applicable Society and District rules and regulations.

(b) To Society Board Election Process

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 Nominating Committee, Board, District House of Delegates, or any other body/individual as specified by the District in these bylaws or in other District governing documents. 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.

3.03 Meetings

(a) Regular and Special Meetings

Regular meetings of the Board shall be held consistent with state or provincial law and must be held at least twice a year. Meetings shall be held at such time and place as shall be determined from time to time by the Board. To the extent permitted by state or provincial law, actions may be taken by the Board without a meeting provided the applicable state or provincial procedures are followed.

Special meetings of the Board may be called by the president, as required. All meetings shall be conducted according to the latest edition of *Robert's Rules of Order Newly Revised* ("Robert's Rules").

(b) How Conducted

Board meetings (regular or special) may be conducted by any means in which:

(i) All participating Board members may simultaneously hear each other during the meeting; and

(ii) All communication during the meeting is immediately transmitted to each participating Board member, and each participating Board member is able to immediately send messages to all other participating Board members.

(c) Transacting Official Business

If an official meeting is conducted, all participating Board members must be informed that an official meeting is taking place at which official business may be transacted. A Board member participating in a meeting is considered to be present at the meeting. Minutes of any such meeting shall be prepared and distributed to all Board members.

(d) Executive Session

Closed executive sessions of the Board may be held as deemed necessary, either at the discretion of the president or by a vote of the Board when the matter being considered is of a confidential or sensitive nature. Confidential minutes shall be taken by a designee appointed by the senior Board member present in executive session and such confidential minutes shall be filed separately from other Board minutes. Executive sessions of the Board shall consist only of voting members of the Board, with select individuals invited to attend and/or participate as required, or by invitation of the voting members of the Board. If an executive session of the Board is called during the course of a regular meeting, non-essential personnel will be asked to leave for the duration of the executive session.

(e) Absent Voting Director

Should any voting Director be unable to attend any meetings of the Board, there shall be no alternate process, nor any vote by proxy.

3.04 Quorum

At any regular or special meeting of the Board, a quorum shall consist of a majority of the Board members entitled to vote.

3.05 Action by Telephone, Facsimile or Electronic Transmission, or Written Consent

The Board may take action, without a meeting, by telephone (confirmed in writing), facsimile, or electronic transmission, or by other written action as necessary and declared by the president, providing that all Directors consent to the taking of the action without a meeting. Unless a greater vote is otherwise required by these bylaws, a majority favorable vote of all Directors shall be necessary for the adoption of a proposed action.

3.06 Authority

Subject to the power and authority of the Society Board, and provisions of Society Bylaws and other governing documents, the Board shall have the authority to regulate and discipline Chartered District Chapters (as defined in Section 9.01) in such manner as may be proper and just under the circumstances.

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 Chartered District Chapter (as defined in Section 9.01); (b) each member of the Board; (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 Chartered District Chapter. 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 Duties

The District House of Delegates shall be responsible for furthering the District's purposes, attaining its objectives, and the spread of barbershop harmony throughout the world.

4.03 Meetings

(a) Regular and Special Meetings

Regular meetings of the District House of Delegates shall be held consistent with applicable state or provincial law and must be held at least twice in each calendar year. Meetings shall be held at such time and place as shall be determined by resolutions adopted by the Board or District House of Delegates. To the extent permitted by state or provincial law, actions may be taken by the District House of Delegates without a meeting provided the applicable state or provincial procedures are followed.

Special meetings of the District House of Delegates may be called by the District president, as required. All meetings shall be conducted according to Robert's Rules.

(b) How Conducted

District House of Delegates meetings (regular or special) may be conducted by any means in which:

(i) All participating Delegates may simultaneously hear each other during the meeting; and

(ii) All communication during the meeting is immediately transmitted to each participating Delegate, and each participating Delegate is able to immediately send messages to all other participating Delegates.

(c) Transacting Official Business

If an official meeting is conducted, all participating Delegates must be informed that an official meeting is taking place at which official business may be transacted. A Delegate participating in a meeting is considered to be present at the meeting. Minutes of any such meeting shall be prepared and distributed to all Delegates

(d) Executive Session

Closed executive sessions of the District House of Delegates may be held as deemed necessary, either at the discretion of the District president or by a vote of the District House of Delegates when the matter being considered is of a confidential or sensitive nature. Confidential minutes shall be taken by a designee appointed by the District president or, if not present, the senior Delegate present in executive session and such confidential minutes shall be filed separately from other District House of Delegates minutes. Executive sessions of the District House of Delegates shall consist only of voting Delegates, with select individuals invited to attend and/or participate as required, or by invitation of the voting Delegates. If an executive session of the District House of Delegates is called during the course of a regular meeting, non-essential personnel will be asked to leave for the duration of the executive session.

(e) Absent Voting Member

Should any Delegate be unable to attend a meeting of the District House of Delegates, there shall be no alternate process, nor any vote by proxy.

4.04 Quorum

At any regular or special meeting of the District House of Delegates, a quorum shall be 30% of the Delegates.

4.05 Action by Telephone, Facsimile or Electronic Transmission, or Written Consent

The District House of Delegates may take action, without a meeting, by telephone (confirmed in writing), facsimile, or electronic transmission, or by other written action as necessary and declared by the District president, providing that a majority of Delegates consent to the taking of the action without a meeting. Unless a greater vote is otherwise required by these bylaws, a majority favorable vote of all Delegates shall be necessary for the adoption of a proposed action, subject to the chapter voting limitations referenced in Section 6.06.

4.06 Minimum Business to Cover

As a minimum, the following business will be covered at the District House of Delegates meeting:

1. Roll call, etc.
2. Acceptance of minutes from previous meeting
3. Report of Nominating Committee (fall meeting only)
4. Election of Directors and Officers (fall meeting only)

ARTICLE V: Officers and Directors

5.01 Titles

The officers of the District shall be the president; executive vice president; such number of vice presidents or other officers as deemed necessary to carry on the business of the District; secretary; treasurer; and immediate past president.

5.02 Qualifications

Each officer and Director of the District shall be an active member in good standing of Chartered District Chapter and therefore also a Society Member in good standing.

5.03 Term of Office

Officers and Directors 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 and Directors shall serve until their successors are elected and take office.

The term of each office shall begin on January 1 of the year following the meeting at which such officer or Director was elected.

In the event that the District president, elected by the Board to fill a vacancy, shall serve more than nine months of a one-year term, or more than one year and nine months of a two-year term in such office, it shall be considered a full term for the purposes of determining their eligibility for election to a successive term.

5.04 Compensation

All officers and Directors shall serve without compensation.

5.05 President

The president shall be the chairperson of the Board and shall exercise general supervision over all of its activities. The president shall also perform other duties as required by these bylaws, or as assigned by the Board. The president shall preside at all Board meetings and at all District House of Delegates meetings, and shall appoint all Board Committees except as otherwise provided in these bylaws. The president shall have the power to make decisions in matters of an executive or administrative character, where the policy of the Board has been established, or when an emergency exists. The president shall have the power to make necessary decisions relative to expenditures and appropriations made by the Board, and to make emergency appropriations, when necessary, to implement the actions taken by the Board, subject to any Board-imposed limitations.

5.06 Immediate past president

The retiring president automatically shall become the immediate past president and shall hold office for a term of one year, or until a new president is elected. The immediate past president shall be a member of the Board during their term of office. A president who resigns or is removed during their term of office is not eligible to become the immediate past president.

The immediate past president shall perform other duties as assigned by the president or by the Board and shall assist the president and the Board in carrying out the policies and the objectives of the District.

5.07 Executive vice president

In the absence of the president, the executive vice president shall preside at Board meetings. The executive vice president shall perform other duties as assigned by the president or by the Board and shall assist the president and the Board in carrying out the policies and the objectives of the District.

5.08 Secretary

The secretary is, in essence, the District business manager who keeps the District organized and current in correspondence, report filing and all paperwork related to the operations of the District.

5.09 Treasurer

The treasurer shall be responsible for providing financial oversight for as well as advice and counsel to the Board. The treasurer shall be responsible for the development of the District budget by the appropriate team, and shall present an annual budget and recommendations to the Board, for its consideration and action. The treasurer has the right to disburse the District's funds in a Board-prescribed manner and shall maintain a record of District assets, and receipts for District funds placed in depositories designated by the Board. The treasurer shall require and maintain monthly statements from the designated depositories of the District, and shall make such reports to the Board upon request. Moreover, the treasurer shall provide an annual financial report to the Board.

ARTICLE VI: Nominations, Elections, Vacancies; Removals

6.01 Elections

District officers and Directors 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 their term of office does not thereby become the immediate past president. Each delegate shall be entitled to one vote for one of the nominees for each office. Officers shall take office on January 1 of the year following their election.

6.02 Election Process

The election of the District officers and Directors shall be placed on the District House of Delegates agenda as an order of business. However, a vacancy in any position may be filled through voting by the District House of Delegates by means of postal or electronic mail or by facsimile transmission. A majority vote of the Delegates present, providing a quorum exists, shall determine the election of each officer and Director position. If there are more than two nominees on the ballot in any election and no nominee has received a majority of votes after two ballots, then on the third and each succeeding ballot, the nominee receiving the fewest votes on the immediately preceding ballot shall be removed until only two nominees remain. Voting shall continue until one nominee receives a majority of votes.

When there is more than one nominee for an office, voting shall be done by written ballot. Each Delegate is entitled to cast one vote and no Delegate shall be entitled to more than one vote regardless of the offices or representative positions held. Voting by proxy or absentee ballot is not permitted. A majority of votes cast is necessary for election.

6.03 Vacancies

In the event that an elective District office or Board position shall become vacant, or be about to become vacant, for any reason, the Board shall elect a qualified member of the District to fill such vacancy, and the person so elected shall hold office until their 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.

6.04 Removals

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

6.05 Opposing nominations

Opposing nominations may be submitted by any Delegate, 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 and/or electronic transmission at least one week prior to the District House of Delegates meeting where voting for officer or Board positions shall occur.

6.06 Delegates

Each Chartered District Chapter shall be entitled to representation in the District House of Delegates by its Delegate in accordance with rules or policies adopted by the District House of Delegates and set forth in

a District code of regulations or statement(s) of policy. Each Delegate and any alternates shall be a member in good standing of the Chartered District Chapter that person represents. Each Delegate shall be entitled to one vote on any question submitted for vote at the District House of Delegates meetings, and no Delegate 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 VII: District Committees and Task Forces

7.01 How Constituted

Prior to January 1 following their 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.

7.02 District Ethics Committee

The District Ethics Committee shall be comprised of not less than three members (including the chairman).

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.

7.03 District Nominating Committee

The District Nominating Committee shall consist of three or more 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 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 director at-large.

7.04 Term of District Committees and Task Forces

The term of office for members of District committees and task forces shall be for one year, but members may serve successive terms through reappointment by the District president.

ARTICLE VIII: Finance

8.01 Annual Dues

The District House of Delegates shall fix the District dues, fees and assessments payable to the District by Chartered District Chapters and/or by the members of such chapters. Individuals holding membership in two or more chapters in the District shall not be required to pay multiple District dues, but individuals holding membership in chapters in two or more Society districts shall be obligated to pay dues to each of those Society districts.

8.02 Finances

All finances and monies collected by the District from dues, penalties, donations, or payments for shows and performances shall be under the control of the Board and shall only be used in support of the purpose of the District.

8.03 Fiscal year

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

8.04 Financial Review

The Board shall provide for, and cause to be made, a financial review of the books and accounts of the District annually or at its discretion at more frequent periods. The District shall report the results of the review to the Society in a manner prescribed by the CEO of the Society.

8.05 Budget and Financials

The Board shall adopt a budget for each fiscal year that is aligned with both the short and long-term financial objectives of the organization. As provided in Section 11.04 of the Society Bylaws, the District shall submit a financial statement to the Society in a manner prescribed by the CEO of the Society by March 31 of each year that shows the financial condition of the District as of December 31 of the prior year.

8.06 Initiation Fee

The initiation fee shall be set by the Board, but in no case shall it be less than that required by the CEO of the Society.

8.07 Enrollment Fee, Service Charges, and Other Fees

All other fees shall be in the amount set forth by the CEO of the Society.

8.08 Dissolution

In the event the District decides to dissolve for any reason, it shall first offer a motion of dissolution to the District House of Delegates, and said motion must be passed by two-thirds of the Delegates present and voting. After passing by the required two-thirds vote, the request for dissolution shall be presented to the Society Board for consideration and action. The request for dissolution shall be accompanied by a statement of the District's assets, liabilities, and financial accounting for the previous two years.

ARTICLE IX: Membership

9.01 District Membership

Each chartered chapter situated within the territorial limits of the District shall be a member of the District (each a "Chartered District Chapter").

Chartered Society chapters situated outside the territorial limits of the District may petition to become a member of the District, subject to the recommendation of both districts and the approval of the CEO of the

Society. The determination by the CEO of the Society shall be binding on all affected districts. A chapter so approved to become a member of the District shall be deemed a Chartered District Chapter.

9.02 District Territorial Limits

The territorial limits (or geographical areas) of the District shall be Alaska, Alberta, British Columbia, Oregon, Washington, parts of Idaho and Montana.

ARTICLE X: Dissolution

10.01 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. [In the event of the dissolution of a Canadian District, such distribution shall be made to one or more registered Canadian charitable organizations.]

ARTICLE XI: Amendments

11.01 By Society Board

The Society Board may amend these bylaws under their power given in the Society Bylaws. Any such amendments shall become binding upon this District.

11.02 By the Board

(a) Process

These bylaws may be amended by this District only as 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 and/or electronically transmitted, together with notice of the meeting of the District House of Delegates, to each Delegate 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 Board at which a quorum is present, and shall be adopted upon two-thirds vote of the Delegates present.

History of Revisions:

January 1, 2019

Rewrite to support Everyone in Harmony and to resolve inadequacies of the earlier version.

April 19, 2020

Rewrite for added clarity: 1) addition of Board of Directors elections by District House of Delegates (previously omitted); 2) addition of Section 7.04 – previously referenced in error in Section 5.03 instead of where intended in Article VII (Committees); 3) Section 8.04 edited to reflect requirement of financial review rather than audit of District financials; 4) Section 8.05 modified to cross-reference financial statement requirement in Society Bylaws; 5) Section 6.06 modified to reflect one vote per Delegate rather than per chapter; and 6) additional minor clerical edits and references throughout revision.