

BYLAWS
of the
Society for the Preservation and Propagation of
BarberShop Quartet Singing in the United States, Inc.

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***Bylaws
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ARTICLE I LEGAL AUTHORITY

1.01 LEGAL AUTHORITY: The Society for the Preservation and Propagation of BarberShop Quartet Singing in the United States, Inc. is chartered as a nonprofit corporation under and by virtue of the laws of the State of Montana. In accordance with Internal Revenue Code of 1986 Section 501(c) (3), the purposes of this corporation are limited to educational and public, not-for-profit activities for the Preservation and Propagation of BarberShop Quartet Singing.

ARTICLE II NAME AND PRINCIPAL OFFICE

2.01 NAME: The name of this organization shall be the **Society for the Preservation and Propagation of BarberShop Quartet Singing in the United States, Inc.** (“Society”), and shall be also known as the **Worldwide Barbershop Quartet Association** and **WBQA**.

2.02 PRINCIPAL OFFICE: The principal office of the Society shall be the home address of the Secretary of the Society.

ARTICLE III PURPOSE, ACTIVITES, MISSION AND VISION

3.01 PURPOSE: The Society is a national fraternal organization whose purpose shall be to preserve and perpetuate the historic tradition and American cultural institution of the all-male barbershop quartet; to promote and encourage the enjoyment of singing barbershop harmony; to foster good fellowship among its members; to pass on the art form to future generations; and to support one or more charitable projects.

The art form upon which the style is based, known as “American Popular Song,” has been in a constant state of evolution since its inception in 1890. Both progress and limitation have always been, and will continue to be, vital elements of the barbershop style; each alone insufficient. For example, if the style had not evolved, there would be no tags nor introductions. While our definition of the style shall limit progress to a certain rate, evolution must not be outlawed.

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3.02 **ACTIVITIES:** The activities of the Society shall be conducted without personal gain for its individual members, and any available funds shall be used to further the purposes of the Society.

The individual members of the Society are encouraged to gather to form quartets for the purpose of enjoying singing the art form of music known as barbershop harmony (“Barbershop”) and for good fellowship in song.

The regularly scheduled gathering of individual members for local or regional singing in quartets, groups, and/or directed choruses, is encouraged, and those members may formally request to be chartered as a Lodge according to the provisions set forth in ARTICLE XII (Lodge Charters) herein.

3.03 **MISSION:** To preserve and advance traditional barbershop quartet music throughout the world.

3.04 **VISION:** To be the premier global collection of barbershop harmony singers dedicated to music, fellowship and fun.

ARTICLE IV **BOARD OF DIRECTORS, OFFICERS AND TERMS OF OFFICE**

4.01 **BOARD OF DIRECTORS:** The Board of Directors (“Board”) shall be the governing body of the Society with full authority to act on all matters affecting the business affairs of the Society, subject to compliance with these Bylaws and all Local, State, and Federal laws.

The Board shall consist of the President, Executive Vice President, Secretary, Treasurer, Immediate Past President, Vice President of Lodges, Vice President of Marketing, Vice President of Membership, Vice President of Quartet Development, and up to five (5) Board Members at Large (attempting to keep an odd number of active members) and shall be responsible for all operations and the setting of policy for the proper functioning of the Society.

4.02 **OFFICERS AND TERMS OF OFFICE:**

4.02.01 **PRESIDENT:** The President shall be the principal executive Officer of the Society and subject to the counsel of the Board, shall in general supervise and control the business and affairs of the Society. When present, he shall

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preside over all meetings of the Board. If there is no Secretary present at meetings of the Board, he shall appoint another Board member to act as Secretary to take minutes for the meeting and distribute them to the Board in a timely manner.

The President shall have the power to appoint members of the Society to such Committees as may be required.

The President shall also have the power to vote at any meeting only in the case of a tie or in the case of removal of an Officer or Director as provided in Article VII (Removal of Officers or Directors).

The President, along with the Secretary or other Officer authorized by the Board may sign any deeds, mortgages, bonds, contracts, or other financial instruments the Board has authorized to be executed, except in cases where the signing and executing thereof shall be expressly designated by the Board or Bylaws to some other Officer or agent of the Society or shall be required by law to be otherwise executed.

The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

The President shall be an ex-officio member of all committees, task forces and other ad hoc or pro tem groups appointed by him or his predecessors.

The term of office of the President shall be one year with an additional term of one year being possible.

4.02.02 **EXECUTIVE VICE PRESIDENT:** The Executive Vice President shall act in place of the President either during the President's absence or at the President's request or direction.

The term of office of the Executive Vice President shall be one year with an additional term of one year being possible.

4.02.03 **SECRETARY:** The Secretary shall keep the minutes of the proceedings of the Board and distribute them to the Board in a timely manner.

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The Secretary shall see that all notifications are duly given in accordance with the provisions of these Bylaws or as required by law.

The Secretary shall act as custodian of the corporate records of the Society and maintain its historical records.

The Secretary shall assist the Nominating Committee as required for elections.

The Secretary shall keep a register of the names, contact information and date of membership of each member.

The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board.

The term of office of the Secretary shall be one year with additional terms of one year each without limitation being possible.

4.02.04 **TREASURER:** The Treasurer shall maintain a record of all receipts and disbursements of the Society accounts.

The Treasurer shall pay invoices and shall be responsible for all funds and investments of the Society.

The Treasurer shall receive and provide receipts for monies due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIII (Contracts, Loans, Checks and Deposits) of these Bylaws.

On or before March 31st of each year, the Treasurer shall prepare an annual financial report covering the period from March 1st through the last day of February to be shared with the general membership once approved by the Board.

The Treasurer shall ensure proper and effective internal controls are in place to safeguard the financial assets of the Society.

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The Treasurer shall provide direction, guidance and oversight of any temporary or permanent staff members or employees who may be engaged to provide financially related services to the Society.

The Treasurer shall perform all other duties incident to the office of Treasurer or as assigned by the President or Board.

The Treasurer shall secure a bond for the faithful discharge of his duties in such sum and with such surety as the Board may determine. The cost of such bond shall be paid for by the Society.

The financial books and records of the Society shall be (1) audited by an independent CPA at the special request by the Board and (2) reviewed every two years or upon the change of treasurer by either a professional accounting firm with expertise in corporate reviews or by a non-board member of the Society who has that same type of experience. The entity doing the audit and review shall be appointed by the Board and shall provide a timely written report to them.

The term of office of the Treasurer shall be one year with additional terms of one year each without limitation being possible.

4.02.05 **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall have such duties and responsibilities as may be assigned by the Society President.

The term of office of the Immediate Past President shall be until his successor takes office.

4.02.06 **VICE PRESIDENT OF LODGES:** The Vice President of Lodges shall be responsible for establishing and maintaining the requirements for the formation of new lodges and shall provide assistance to all those indicating interest in forming and maintaining a lodge.

He shall be the Chairman of the Lodge Committee.

The term of office of the Vice President of Lodges shall be one year with additional terms of one year each without limitation being possible.

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4.02.07 **VICE PRESIDENT OF MARKETING:** The Vice President of Marketing shall be responsible for all aspects of marketing the Society’s brand.

He shall be the Chairman of the Marketing & Communications Committee.

The term of office of the Vice President of Marketing shall be one year with additional terms of one year each without limitation being possible.

4.02.08 **VICE PRESIDENT OF MEMBERSHIP:** The Vice President of Membership shall be responsible for all aspects relating to obtaining and retaining membership in the Society.

He shall be the Chairman of the Membership Committee.

The term of office of the Vice President of Membership shall be one year with additional terms of one year each without limitation being possible.

4.02.09 **VICE PRESIDENT OF QUARTET DEVELOPMENT:** The Vice President of Quartet Development shall be responsible to actively promote and facilitate the formation of quartets.

He shall be the Chairman of the Quartet Development Committee.

The term of office of the Vice President of Quartet Development shall be one year with additional terms of one year each without limitation being possible.

4.02.10 **BOARD MEMBERS AT LARGE:** The Board shall include up to five (5) Board Members at Large, who are nominated for election by the Society Nominating Committee. The election of Board members at Large shall be staggered, with three elected in even numbered years, and two elected in odd numbered years.

The term of office of Board Member at Large shall be two years with additional terms of two years each without limitation being possible.

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ARTICLE V BOARD MEETINGS AND QUORUM

5.01 MEETINGS: Meetings of the Board shall be held at such times and places as the President or three (3) members of the Board shall designate, but no less often than four (4) times per year. The Board may meet in person or through electronic conferencing or other telephonic means.

Notification of meetings shall be transmitted by the President or Secretary to the Board not less than ten (10) calendar days prior to the date of such meeting unless any provisions of these Bylaws or state law requires different notification.

In lieu of holding meetings, the President may submit a proposed action to a mail or electronic vote of the Board and any such action approved by a majority vote of all Directors entitled to vote shall be effective as if taken at a meeting of the Board, provided that all other provisions of state and federal law have been followed.

5.02 QUORUM: At meetings of the Board, a simple majority of the Officers and Directors shall constitute a quorum.

ARTICLE VI ACTIONS OF THE BOARD

6.01 MANNER OF ACTING: The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Society.

Meetings of the Board of Directors and any committees shall be governed by Robert's Rules of Order, except as otherwise provided in these bylaws or by resolution of the Board of Directors.

Any actions that may be taken by the Board at an in-person meeting may be taken without an in-person meeting if there is consent given in writing or through email communications, which communication shall set forth the action(s) to be taken and to be agreed upon by a majority of the Board.

6.02 TRANSPARENCY: The Executive Summary of the meetings of the Board and the semi-annual audit shall be made available to the Society members upon request after acceptance and approval by the Board of the same.

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ARTICLE VII REMOVAL OF OFFICERS OR DIRECTORS AND VACANCIES

7.01 REMOVAL OF OFFICERS OR DIRECTORS: Any Officer or Director of the Society may be removed from office at a meeting of the Board by a two-thirds vote of the entire Board. Any Officer or Director of the Society who misses three (3) consecutive Board meetings shall have automatically resigned.

7.02 VACANCIES: Vacancies among the Officers or Directors of the Society shall be filled when and as determined by the Board for the unexpired term of his predecessor in office.

A vacancy in the office of the President is to be filled automatically by the Executive Vice President.

In the event of a vacancy in the position of Immediate Past President, a successor may be filled from among those past presidents who are able and willing to serve. A President who resigns or is removed during his term of office does not thereby become the Immediate Past President.

In the event any newly elected Officer or Director is unable to take office and serve beginning January 1st of the following year, the President shall notify the Board and the Nominating Committee of the pending vacancy. The Nominating Committee shall propose to the Board a replacement(s) (with Nominee Profile) for such office. A special election by the Board at which a quorum is present shall be held after such a proposal of not less than two (2) weeks nor more than four (4) weeks, and such elected Officer or Director shall take office no earlier than January 1st following his election.

In the event any Officer or Director is unable to continue serving his term after taking office, the President shall notify the Board of the pending vacancy. Not less than two (2) weeks nor more than four (4) weeks after such notification and at a regular or specially called Board meeting at which a quorum is present, a replacement(s) (with Nominee Profile) shall be nominated and voted upon. The nominee receiving a majority of the votes shall be elected to that position.

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ARTICLE VIII MEMBERSHIP, DUES AND ASSESSMENTS

8.01 MEMBERSHIP: Any male person shall become a member of the Society upon the acceptance by the Society of his payment of dues and completed Membership Application which can be found on the Society's website. Continued membership is conditioned upon adherence to the Society's Code of Ethics and subject to any further conditions as may be adopted by the Board or its committees. Members under the age of 18 years must be sponsored by an adult male, who is to take responsibility for the behavior of the members he sponsors until their 18th year birthday.

8.02 DUES: Dues shall be determined from time to time by the Board and displayed on the Membership Application.

8.03 ASSESSMENTS: Financial assessments of the General Membership to provide monies needed to fund the activities of the Society may be determined from time to time by the Society Board of Directors and will be posted on the Society website.

ARTICLE IX ETHICS COMPLAINTS AND REINSTATEMENT

9.01 ETHICS COMPLAINTS: All ethics complaints and other matters regarding ethics shall be referred to the Society Ethics Committee for handling in accordance with the terms and provisions of the Society Code of Ethics.

9.02 REINSTATEMENT OF MEMBERS: Request for reinstatement shall be made in writing to the Society President, who shall promptly bring it to the Board. No former Society member having been expelled for cause, or having resigned to avoid expulsion for cause, shall be readmitted to membership except by a two-thirds affirmative vote of the Board at a meeting at which a quorum is present.

ARTICLE X PERMANENT COMMITTEES

10.01 PERMANENT COMMITTEES: Before January 1st of each year, the President-elect shall, with the advice of the incoming Board members, appoint all upcoming positions of the Society's Permanent Committees. The chairman of each permanent committee shall be a member of the Board, with the exception of the

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Ethics Committee, which shall be totally independent of the Board. During his term of office, the President may appoint such other committees as he deems necessary or that are approved by the Board. The President shall be a non-voting ex officio member of all committees.

Except for the Convention, Ethics, and Nominating Committees, the committees shall consist of an odd number of at least three (3) members appointed by the President, and the term for the committeeman shall be one year with additional terms of one year each without limitation being possible.

Any costs incurred for committee work shall be properly documented for reimbursement by the Treasurer.

10.01.01 AWARDS COMMITTEE: The purpose of the Awards Committee is to recognize and celebrate individuals or entities that have made significant contributions or achievements aligned with the Society's mission and vision. After the Board approves any such award, the Awards Committee shall recommend recipient(s) to the Board, who shall then determine the recipient(s) thereof.

10.01.02 BYLAWS AND GOVERNANCE COMMITTEE: The purpose of the Bylaws and Governance Committee is to ensure the integrity, clarity, and relevance of the association's governing documents. This committee reviews, updates, and recommends changes to the bylaws and policies to ensure they reflect best practices and support the mission and values of the organization. Additionally, the committee provides guidance on governance matters to promote transparency, accountability, and effective decision-making within the association.

10.01.03 CONVENTION COMMITTEE: The purpose of the Convention Committee is to arrange annual conventions and all the details concerning the same.

The committee shall consist of an odd number of at least seven (7) members appointed by the President, and the term for any member of the committee shall be one year with additional terms of one year each without limitation

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being possible. The Chairman of the Convention Committee shall be chosen by the committee members with the advice and consent of the President.

Subcommittees may be appointed as necessary.

- 10.01.05 ETHICS COMMITTEE:** The purpose of the Ethics Committee is to develop, recommend and maintain a Society Code of Ethics to be approved by the Board. Thereafter, the purpose of the Ethics Committee is to 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 Policy & Procedures Manual.

The committee shall consist of at least three (3) non-Board members appointed by the President, and the members of the committee shall serve a term of (3) years, with terms expiring on January 1st of successive years.

- 10.01.06 EXECUTIVE COMMITTEE:** The purpose of the Executive Committee is to provide strategic leadership and oversight to the Society. This committee acts on behalf of the board of directors between meetings, making decisions and ensuring the implementation of the association's policies and initiatives. By coordinating the work of various committees and managing the overall direction of the organization, the Executive Committee ensures the efficient and effective operation of the Society in alignment with its mission and goals.

The committee shall consist of the President, Executive Vice President, Secretary, Treasurer and one board member selected by the President.

- 10.01.07 LODGE COMMITTEE:** The purpose of the Lodge Committee is to support and enhance the development and success of the Society's lodges. This committee provides guidance, resources, and oversight to help lodges thrive, ensuring they adhere to the Society's standards and goals. By fostering communication, collaboration, and best practices among lodges, the committee strengthens the overall Society community and promotes the growth and vitality of the organization worldwide.

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10.01.09 MARKETING & COMMUNICATIONS COMMITTEE: The purpose of the Marketing & Communications Committee is to promote the Society and its activities to a global audience. This committee develops and implements marketing strategies to enhance the visibility, reputation, and membership growth of the organization. Utilizing various media channels and outreach efforts, the committee aims to attract new members, engage current members, and raise public awareness of the barbershop quartet art form.

Additionally, the committee manages and facilitates effective communication within the Society and with external audiences. It oversees the creation and dissemination of information through channels such as newsletters, social media, and the Society's website. By ensuring clear, consistent, and engaging communication, the committee helps keep members informed, connected, and engaged, while also promoting the association's mission and activities to the broader community.

10.01.10 MEMBERSHIP COMMITTEE: The purpose of the Membership Committee is to manage and expand the Society's membership base. This involves developing strategies to attract new members, retaining existing ones, and ensuring that membership benefits align with the needs and expectations of the Society.

10.01.11 NOMINATING COMMITTEE: The purpose of the Nominating Committee is to identify, recruit, qualify and nominate potential Board Officers and Directors who possess the necessary skills, experience, and diversity to effectively govern and advance the mission of the Society. It shall maintain a standard form for name, biographical information, reason for seeking office, and written consent ("Nominee Profile") for use in elections.

The positions for President and Executive Vice President shall require a minimum of one (1) year active experience on the Board.

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The Nominating Committee shall consist of an odd number of at least five (5) members, the majority of whom shall be past Society board members. All members of the committee shall be required to have a demonstrated knowledge of Society affairs and experience in governance of the Society. The members of the committee shall serve a term of three (3) years, with terms expiring on January 1st of successive years.

Before January 1st of each year, the President-elect shall appoint new member(s) to the committee to succeed any member(s) whose term is/are expiring. No member of the committee shall be eligible to succeed himself for consecutive terms.

Before January 1st of each year, the President-elect shall appoint one of the experienced 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.

The President shall fill any vacancies on this committee. For the initial term of this Committee, the President shall appoint two (2) members who shall have a three (3) year term, two (2) members who shall have a two (2) year term, and one member who shall have a one (1) year term. Thereafter all members appointed shall have a three (3) year term.

10.01.12 QUARTET DEVELOPMENT COMMITTEE: The purpose of the Quartet Development Committee is dedicated to fostering the growth and excellence of barbershop quartets within the Society. This committee provides resources, training, and support to help quartets improve their skills, performance, and overall artistry. By organizing workshops, educational programs, and mentorship opportunities, the committee aims to nurture talent, encourage innovation, and enhance the quality of quartet singing across the Society.

10.01.13 STYLE PRESERVATION COMMITTEE: The purpose of the Style Preservation Committee is to develop and maintain a definition of the

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Barbershop style to which all members of the Society are encouraged to follow in order to preserve and propagate the style of music known as barbershop harmony.

If there should be any contest identified with the Society, informal or otherwise, members of the committee, their designees or other knowledgeable members of the Society may, at their election, disqualify songs that violate the definition to more than a minor extent.

ARTICLE XI **ELECTIONS**

11.01 **ELECTIONS**: The election of Officers and Directors shall occur annually according to the following schedule:

September 1st - On or before September 1st of each year, the Chairman of the Nominating Committee, with the assistance of the Secretary of the Society, shall:

- Announce anticipated specific vacancies along with roles, responsibilities, and expectations for said vacancies on the upcoming Board to the general membership, and
- Solicit from the general membership and the Nominating Committee completed Nominee Profile forms of candidates for the upcoming Board to be forwarded to the Secretary. The Secretary shall verify the candidates are Members in Good Standing, and no later than September 30th of that year forward them to the Chairman of the Nominating Committee, and
- Announce how to access ballots on the Society's website, that voting will commence on November 1st and end on November 5th of that year, and provide each member with a unique code to access his ballot.

October 1st - On or before October 1st of each year, the Nominating Committee will commence its assessment of all nominees and, excepting the reason of not being a Member in Good Standing, excluding none submitted from the General Membership.

- Note: In the event a member is nominated for more than one position, the Nominating Committee will ask that member to choose one position.

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October 25th - On or before October 25th of each year, the Chairman of the Nominating Committee shall cause a ballot to be posted on the Society's website, visible to members only, and indicating the Nominating Committee's choice for each position.

November 1st – On November 1st until November 5th of each year, the Society's website shall be used for electronic voting by the General Membership. Each member shall cast only one ballot per election. Votes shall be manually tabulated by the Chairman of the Nominating Committee, the Secretary and a third person designated by the Board. The nominee receiving the most votes shall be elected to the positions.

November 6th – On or about November 6th of each year, the Secretary shall announce the results of the election, and file all election data.

ARTICLE XII LODGE CHARTERS

12.01 LODGE CHARTERS: The Board is empowered to promulgate rules, regulations and policies pertaining to the granting of a charter, in response to a request by a regularly scheduled gathering of no less than ten (10) individual Society members, to form and function as a Lodge.

ARTICLE XIII CONTRACTS, LOANS, EXPENSES, CHECKS AND DEPOSITS

13.01 CONTRACTS: The Board may authorize any Officer(s) or Director(s) to enter into contracts or to execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific matters.

13.02 LOANS: No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific matters.

A member may loan money to the Society. Such a member may have this loan repaid to him under such terms as the Society and such member may agree upon, with the simple interest on any such loan not exceeding 5% per annum. Said loan

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shall be evidenced by written obligations showing the amount, terms of the loan and the specifics as to the purposes for which the loan is intended.

13.03 **EXPENSES**: The Society President shall authorize the reimbursement or payment of expenses of members incurred in the furtherance of the purposes of the Society upon receipt of appropriate documentation of those expenses. The Society shall not pay for services to be performed by, or make any loan of money or property to, any Officer(s) or Director(s) of the Society. No expense in excess of \$500 shall be incurred without prior Board approval.

13.04 **CHECKS**: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such Officer(s) or Director(s), agent or agents of the Society as are approved by the Board.

13.05 **DEPOSITS**: All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may designate.

ARTICLE XIV **FISCAL YEAR**

14.01 **FISCAL YEAR**: The fiscal year of the Society shall be the twelve (12) months beginning on January 1st and ending on December 31st.

ARTICLE XV **NOTIFICATIONS**

15.01 **NOTIFICATIONS**: All notifications required herein shall be via email, or if required, via certified mail, return requested.

ARTICLE XVI **DISSOLUTION**

16.01 **DISSOLUTION**: If the Society for any reason is dissolved, whether on a voluntary or involuntary basis, after having complied with all lawful requirements to effect such dissolution, such as collecting all Society assets and reducing them to cash or other form, and after paying or discharging all the Society debts and liabilities, and after distributing the remaining assets and property among the members in such manner as to repay any member of the Society the amount

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financed or loaned to the Society after distribution in said manner, said assets shall be distributed as follows:

- The Society shall transfer all of its then remaining assets, if any, after distribution has been made as hereinabove set forth, to any other not-for-profit organization whose purposes substantially are the same as those of this Society, regardless of the state under which the distributing organization was incorporated, provided that such organization then qualifies as a 501(c) (3) organization under Internal Revenue Service guidelines.

ARTICLE XVII AMENDMENTS AND REVISIONS

17.01 AMENDMENTS AND REVISIONS: These Bylaws may be amended or revised by the Board at any meeting, by a two-thirds affirmative vote of the Board in its entirety, provided that proper notification of the meeting has been given and a quorum for that meeting has been met. The notification of the meeting at which any amendment or revision to the Bylaws will be considered shall include the text of any and all proposed amendments or revisions, and shall be transmitted to the Board at least ten (10) calendar days prior to the meeting.

All proposed amendments and revisions to the Bylaws submitted to the Board must first be reviewed by the Bylaws and Governance Committee. If the Bylaws and Governance Committee finds that the proposed amendments or revisions comply with applicable law, the proposed amendments or revisions must then be supported by at least three (3) of the current members of the Board before it can be brought to the floor at a Board meeting called for that specific purpose. Once brought to the Board for action, the procedures outlined in the paragraph above shall apply.