

ASSOCIATION OF INTERNATIONAL CHAMPIONS, INC. (AIC)

SPEBSQSA, INC.

BYLAWS

Revised June 1974, July 1980, July 1986, January 1992, December 1992, July 2000, July 2002

Approved by Society L&R Committee, Jim Warner Acting for the Committee

_____ Date: _____

Ratified by AIC Membership: Hank Brandt, President

_____ Date: _____

ARTICLE I NAME

- Section 1 The name of the corporation shall be the "Association of International Champions, Inc.", (also known as the "AIC") and hereafter referred to as the "Association". The Association is a non-profit subsidiary corporation of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc. (SPEBSQSA, Inc.), hereafter referred to as the "Society."

ARTICLE II PURPOSES AND POWERS

- Section 1 The Association's purposes are to perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members and the public; 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 harmony.
- The Association's activities shall be conducted without personal gain for its individual members and any profits shall be used in promoting the purposes of the corporation and the Society for the Preservation and Encouragement of Barbershop Quartet Singing in America, Inc.
- Section 2 The Association's Mission Statement:
- a. To provide quartet development training, promotion and financial support within the Barbershop Harmony Society and its affiliates.
 - b. To preserve International Champion Quartet performances and recordings.
 - c. To produce the finest barbershop quartet shows in the world.
 - d. To provide for and foster the fellowship of individuals who have the unique experience of having been active members of International Champion Quartets of the Barbershop Harmony Society.
- Section 3 The Association's objective shall be to set, through good example, standards of performance and conduct for all Society quartets.

- Section 4 The Association's goal is to be the finest ambassadors, educators and promoters of barbershop quartet singing in the world through performances, recordings, productions, seminars and financial support.
- Section 5 The Association shall endeavor to achieve the purposes as stated herein through the formation and execution of programs which ...
- a. encourage participation by quartets in all Society events, including, but not limited to, contests, schools and chapter shows.
 - b. contribute to charitable organizations including, but not limited to, Society-sponsored charities.
 - c. assist in the development and education of aspiring barbershop quartet performers and prospective Society members.
 - d. provide incentives for excellence in singing through championship awards, of a design approved by the Society Board of Directors, for presentation to winners of Society International Quartet Contests.
 - e. update and encourage adherence to written "New Champ Guidelines"
 - f. develop, cultivate and promote Society and public interest in International Champion Quartets.
 - g. encourage and promote the attendance and participation of all AIC members at Society and AIC functions.
 - h. maintain status as a Society subsidiary organization to lend insight and consultation to Society Committees acting within the guidelines set forth in the Society Bylaws.
- Section 6 The Association shall hold a meeting, hereinafter referred to as the "Annual Meeting," in conjunction with the Society's Annual Convention. The Association may hold other regular or special meetings as the Board sees fit and the Treasury permits. A majority of the voting members shall constitute a quorum, including those in attendance and those represented by written and signed proxy.
- Section 7 The Association shall do all things incidental of and reasonably necessary to accomplish the purposes stated herein. It shall have no power to engage in activities not in the furtherance of its express purpose to more than an insubstantial extent without empowerment by the Society Board of Directors.

ARTICLE III MEMBERSHIP

- Section 1 Any man who was a member of a Society International Champion Quartet at the time the quartet won its title is eligible for membership in the Association, subject to the provisions of Section 4 of this Article and Article VIII, Section 1.
- Section 2 There will be no distinction between an International Champion Quartet and a National Champion Quartet – the term used in Society competition prior to 1944.
- Section 3 The International Champion Quartet and its individual members shall be inducted into the Association by a majority vote of the membership at the next succeeding Annual Meeting.
- Section 4 All Association members must be Society members in good standing.

**ARTICLE IV
ASSOCIATE MEMBERSHIP**

- Section 1 Society policy requires that an active International Champion Quartet, to continue use of the quartet name and championship rank, must have at least three of the members it had when it won the International Championship. Any man who is recognized as the permanent replacement for a member of an active International Champion Quartet is eligible for associate membership in the Association.
- Section 2 Associate membership may be conferred by majority vote of the general membership at its Annual Meeting.
- Section 3 All associate members must be Society members in good standing.
- Section 4 An associate member shall not be eligible to move, second, or vote on Association matters, nor shall be eligible to hold any office in the Association or serve as Trustee of the AIC Scholarship Fund. An associate member may, if appointed, serve on an AIC committee in any capacity except chairman.
- Section 5 An associate member's membership in the Association shall terminate immediately when:
- a. he is no longer a member of an active International Champion Quartet or,
 - b. the International Champion Quartet of which he was a member either disbands or replaces another member (thereby losing the right to use the quartet name and championship rank) .
- Section 6 A former associate member, whose membership in the Association has terminated for any of the reasons set forth in Section 5 above, may become a permanent associate member in the Association if :
- a. he has served as a permanent replacement member in an active International Champion Quartet for a minimum of three (3) years; and
 - b. he is a Society member in good standing; and
 - c. while an associate member, he attended Association functions and participated in Association programs; and
 - d. while an associate member, he performed with his quartet on the AIC show(s) held in conjunction with the Society's Annual Convention for a minimum of three (3) different years; and
 - e. while an associate member, he participated with his quartet in service to the AIC's Quartet Development Program for a minimum of three (3) different years; and
 - f. while an associate member, he participated with his quartet in the Sing With the Champs or other charitable activities of the Association for a minimum of three (3) different years; and
 - g. while an associate member, he conducted himself as a good ambassador for the Association; and
 - h. he is sponsored for membership in the Association by at least two members of the International Champion Quartet in which he served as a permanent replacement member.
- Section 7 The sponsors of a Permanent Associate must make written application to the President of the Association at least ninety (90) days in advance of the Annual Meeting at which such membership is to be considered. This application will include evidence of the Associate's qualifications, per Section 6 above.
- Section 8 After review by the President, an application for Permanent Associate membership will be submitted to the Board of Directors. By majority vote, the Board may endorse and forward the application for approval by the general membership.

Section 9 A permanent associate member shall be subject to the limitations of Section 4 of this Article as well as Article V below.

Section 10 Any changes in this Article do not effect the status of any permanent associate members already in place.

ARTICLE V EXPULSION

Section 1 A member may be expelled from the Association, for cause, only by a two-thirds (2/3) majority vote of the AIC Board of Directors and a two-thirds (2/3) majority vote of those members present at the Annual Meeting of the Association.

Section 2 A motion for the expulsion of an Association member must be submitted in writing to the Association President by a member in good standing. Such motion shall state the cause, reasoning, and circumstances supporting the motion, and must be signed by the maker and seconded in the same or another writing by another Association member in good standing.

Section 3 Upon receipt of a duly made and seconded motion for the expulsion of an Association member, the Association President shall cause a copy of the complete motion and second to be sent by certified mail to the last known address of such member. This notice shall also state the place, time and date (which shall not be less than thirty days after the mailing of such notice), where and when the AIC Board of Directors will consider the motion for expulsion. Such member shall be afforded a reasonable opportunity to be heard at such meeting. If the motion for expulsion is adopted by the AIC Board, the Association President shall include a summary of the matters presented to the AIC Board by all sides before conducting a vote of the general membership. The accused member shall also be notified of the place, time, and date when the matter will be presented to the general membership, and he shall have a reasonable opportunity to be heard.

Section 4 All expulsion hearings and votes thereon shall be conducted only at a regular meeting of the AIC Board and, by the general membership, only at the site of and during the Annual Meeting of the AIC. Following the conclusion of any expulsion hearing and vote, the President of the Association shall report the matter to the Society President and the Chairman of the Society Ethics Committee.

Section 5 Expelled members may be readmitted to membership in the Association only by a two-thirds (2/3) affirmative vote of both the AIC Board and those members present at an Annual Meeting.

ARTICLE VI OFFICERS AND DIRECTORS

Section 1 The officers of the Association shall be President, Secretary, Treasurer, and such number of vice presidents as the membership deems necessary.

Section 2 There shall be a Board of Directors composed of the officers, the Immediate Past President, and four (4) Board members at large. Nominees for the officer positions and the four non-officer Board position shall be selected by a Nominations Committee and submitted to the general membership at the Annual Meeting. The officers and at-large Board members shall be elected by the membership at the Annual Meeting. Nominations from the floor shall be

permitted only with the prior consent of the nominees. The term of each officer and at-large Board member shall be for one calendar year (January 1st to December 31st), and shall continue thereafter until his successor shall have been elected and qualified. Consecutive terms are permitted, except as limited in Sections 3 and 4 of this Article.

Section 3 The President shall be the Chairman of the AIC Board and shall preside at all meetings of the Association and meetings of the Board of Directors (except as provided in Section 6 of this Article), and shall perform the duties essential and incidental to his office. The President, with the approval of the Board of Directors, shall have the power to appoint from the membership of the Association such committees as may be required. The President shall vote only in the case of a tie. No President shall be eligible to serve more than two consecutive terms.

Section 4 The Treasurer shall maintain a record of all receipts and disbursements of the Association. He shall submit a summary financial report to the membership at each Annual Meeting and a detailed financial report to the AIC Board and to the Society for the current fiscal year. No Treasurer shall be eligible to serve more than two consecutive terms unless an audit of all such Treasurer's records is performed on a regular basis - not less frequently than every second year. Such audit must be performed by an independent public accountant or by an Association member experienced in handling financial records. The auditor shall provide a written report to the AIC Board.

Section 5 The AIC Board of Directors shall be the governing body of the Association. It shall be responsible for the compliance with and the enforcement of these Bylaws. Except for matters involving the expulsion and reinstatement of a member or amendment to these Bylaws, the AIC Board shall have full power to consider and act upon all matters affecting the business and affairs of the Association during the Board's term of office, subject to review by the general membership at the next Annual Meeting.

Section 6 The AIC Board shall hold an annual meeting in conjunction with the Society's Annual Convention, and may hold special meetings at such times and places as may be called by the President or five other members of the Board. Written notice of special meetings of the Board shall be mailed or electronically-mailed by the Secretary not less than fifteen (15) days prior to the meeting, but special meetings of the Board may be held without such notice with the written consent of all Board members. In lieu of holding special meetings of the Board, the President may submit any proposed action to a mail, electronic mail, or other written vote of the Board. Any such action approved by a majority vote of all Directors entitled to vote shall be as effective as if taken at a meeting of the Board.

Section 7 Any Association member in good standing, other than an Associate member, may submit a motion for action to be taken by the Board, provided that any such motion which is submitted at any time other than at the annual meeting of the Board must be submitted in writing, signed by the member and seconded in the same or another writing by another Association member in good standing, with copies sent to the entire AIC Board of Directors.

Section 8 All actions taken by the Board during the fiscal year must be reported in writing to the membership no later than the next Annual Meeting.

ARTICLE VII AIC ENDOWMENT FUND

Section 1 There shall be an Endowment Fund established and maintained for the purposes set forth in Article II. It shall be funded through contributions from, but limited to, proceeds derived from Association activities.

- Section 2 The Endowment Fund shall be administered by the Endowment Board of Trustees, consisting of three (3) voting members of the Association in good standing, who shall be appointed by the Association President, subject to the approval of the Association's Board of Directors. One of the Trustees shall be appointed Chairman.
- Section 3 The term of office of each Trustee of the Endowment Fund shall be three years, and shall continue thereafter until his successor shall have been appointed and qualified.
- Section 4 The Chairman shall be responsible for the overall management and operation of the Fund. He will also submit an annual report on the AIC Endowment Fund at the Annual Meeting of the Association membership. The Vice Chairman and third Trustee shall assist the Chairman in his duties.
- Section 5 Contributions shall be made to the Endowment Fund as follows:
- a. The net income from all revenue-generating events shall be calculated by the Treasurer (net income being defined as event-related income less event-related expenses). Ten percent (10%) of the calculated net income shall then be contributed to the Fund from the AIC Treasury.
 - b. Voluntary contributions and pledges shall be encouraged and graciously accepted from Association members, Society members, and other unspecified benefactors.
 - c. At the end of each fiscal year, an Endowment Fund contribution can be declared and paid by the outgoing Association Board, taking care not to leave the Treasury short of operating funds.
- Section 6 Contributions to the Endowment Fund shall be considered Principal upon receipt. It shall be the duty of the Treasurer, in accordance with the instruction of the Board of Trustees, to invest the Principal on behalf of the Association. The interest and/or other return on investments of the Endowment Fund shall then be made available in the form of grants to individuals and/or organizations that serve the purposes of the Association, as stated in Article II. The Principal shall remain as an ever-growing source that is never to be spent during the life of the Association. In the event the Association disbands, the Endowment Fund Principal would be handed over to the Society, along with all other Association assets.
- Section 7 Applications for grants shall be solicited, received and considered by the Board of Trustees. The Board of Trustees shall make recommendations to the Board of Directors regarding the amount or amounts of the Grant(s) to be awarded from the Fund and the basis upon which they shall be awarded, in accordance with the purposes set forth in Article II, but subject to the restriction against encroachment upon the principal, as set forth in Section 6 of this Article. The Board of Directors shall have the power to award the grants by two-thirds (2/3) majority vote.

ARTICLE VIII FINANCES

- Section 1 The annual dues of the Association, if any, shall be set by the AIC Board and shall be payable upon receipt of the Treasurer's invoices or at the Annual Meeting.
- Section 2 The Association shall submit financial statements to the Society Board of Directors annually.

Section 3 The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

Section 4 In the event the Association should officially disband, any remaining assets shall become the property of the Society.

**ARTICLE IX
AMENDMENTS**

Section 1 Except as restricted by Section 6 of Article VII prohibiting encroachment upon the principal of the Endowment Fund, these Bylaws may be repealed, amended or supplemented in any Annual or special meeting of the Association by a majority vote of the members present, provided written notice thereof, including a copy of the proposed change, is mailed and postmarked, or electronically mailed to the membership not less than fifteen (15) days prior to the meeting, or at any Annual or special meeting of the Association by a vote of not less than two-thirds (2/3) of the members present where the written notice requirement is not met. Any amendment thus adopted shall not become effective until approved by the Society's Laws and Regulations Committee (Society L&R Committee), acting on behalf of the Society's Board of Directors.