

NORWEGIAN SINGERS' ASSOCIATION OF AMERICA
AN EDUCATIONAL SOCIETY
Organized September 21, 1892

BY-LAWS

(The Articles of Incorporation were issued by the State of South Dakota on May 3, 1921. The State of South Dakota issued a Certificate of Reinstatement on July 6, 1992. The State of South Dakota issued a Certificate of Amendment on October 19, 1992. The By-Laws were revised and approved on June 26, 2010, during the biennial business meeting held during the Sangerfest in Madison, Wisconsin and amended during the Sangerfest in Minneapolis, MN on June 14, 2014)

Recorded by the Secretary of State in the State of South Dakota in August 2014

ARTICLE I

The Corporation's name shall be The Norwegian Singers' Association of America. (Abbreviation used for this document is NSAA).

ARTICLE II

The Association's aims shall be:

- (1) To organize Norwegian Singing Societies in the United States and Canada.
- (2) To promote love for Scandinavian male chorus music, to create friendship among its members, and to assist and encourage Scandinavian musicians.
- (3) To arrange a Sangerfest every even numbered year whereby the public has an opportunity a. to get acquainted with Scandinavian music so through this medium we will gain the respect of our fellow Americans and Canadians.

ARTICLE III

The corporation is organized exclusively for educational purposes, in compliance with section 501(c) (3) of the Internal Revenue Code, (or the corresponding provision of any future United States Internal Revenue Law) and shall have, but not necessarily be limited to the following objectives, purposes and powers:

- (1) For the education and instruction of its members in music, especially singing;
- (2) For the distribution of musical compositions and literature;
- (3) For the holding of music conventions and festivals for educational purposes;
- (4) For the publication of a regular magazine or paper devoted to the interests of the association;
- (5) For the encouragement and support of musical education in general, and chorus and solo singing in particular.
- (6) A chorus must consist of at least four active singers and the by-laws of the individual choruses must be in harmony with the NSAA's By-laws and Articles of Incorporation.
- (7) The annual per member dues shall be determined at each biennial NSAA business meeting held during each Sangerfest. Said member dues shall be remitted to the NSAA Treasurer before the end of January of each calendar year.

(8) **Individual men in possession of recognized qualifications in music and voice who wish to actively participate in a Sangerfest, but are so situated as to be unable to be a member of a chorus, may become members of NSAA by making application to the National Corresponding Secretary and paying the current yearly dues to the NSAA Treasurer.**

(9) **Any singer, having rendered outstanding service to NSAA, may become an honorary member on unanimous ballot of the delegates at a biennial business meeting. Such honorary members shall possess all rights and privileges except the power of voting at the biennial business meeting.**

(10) **Any member, having performed outstanding service, may be elected to an honorary office in NSAA. Such honorary members shall possess all rights and privileges except the power of voting at the biennial business meeting.**

(11) **NSAA authorizes and encourages an active Veterans Chorus at each Sangerfest.**

Membership qualifications for the Veterans Chorus include:

- (a) **must have been an active member of NSAA for at least ten years**
- (b) **must have participated in at least five Sangerfests**
- (c) **must be at least sixty years of age**

ARTICLE IV

(1) **The authority to legislate shall lie with the duly elected delegates: in business meetings held in connection with Sangerfests and extraordinary business meetings called by the President.**

(2) **All duly elected National officers and the directors of member choruses shall be ex-officio members and have the same voting power as the duly elected delegates.**

(3) **Delegates to the biennial business meeting shall be elected by their choruses.**

(4) **All choruses in good standing are entitled to one delegate plus one extra delegate for every ten or greater part of ten members above the first ten chorus members.**

(5) **All delegates are entitled to one vote at business meetings upon the delivery of credentials which have been accepted by the credentials committee. Voting by proxy will not be honored.**

(6) **Minutes of all NSAA business meetings shall be printed in English and inserted into the Recording Secretary's record book. In addition, a copy of said minutes shall be provided to the editor of *Sanger-Hilsen*, which is NSAA's official publication.**

ARTICLE V

(1) **After having been seated at the biennial business meeting, on presentation and acceptance of duly executed credentials, the delegates' duties and powers consist of: (a) electing officers; (b) receiving and acting on an invitation for the next Sangerfest; (c) assisting with arrangements for the next Sangerfest; (d) receiving and acting on applications for membership; (e) receiving and accepting reports from the Association's officers; (f) act on all matters to be brought before the biennial business meeting.**

ARTICLE VI

- (1) The NSAA officers shall be: President, past President, Vice-President at Large, one Vice President for each State or Province represented by one or more choruses, Corresponding Secretary, Recording Secretary, Treasurer, Director-in-Chief, Associate Director-in-Chief, Marshal and Assistant Marshal.
- (2) The Board of Directors shall consist of the President, Vice-President at large, Corresponding Secretary, Recording Secretary, Treasurer, Director-in-Chief, and Associate Director-in-Chief.
- (3) The Board shall fill vacancies of the Association's officers in case of deaths or resignations, select the place for the next Sangerfest in case no invitations are extended to the convention and conduct all urgent business that may arise between Sangerfests.
- (4) The term of office shall be for two years or until successors have been elected and taken office.
- (5) A quorum shall consist of four members of the Board.
- (6) To qualify for office, a candidate must be an active singer belonging to one of the Association's choruses.

ARTICLE VII

- (1) The President's duties shall be to preside at all meetings and at all times work for the welfare of NSAA.
- (2) The Vice-President at Large duties shall be to preside at meetings in the absence of the President and to act as chairman of the auditing committee. State Vice-Presidents' duties shall be to promote the welfare of NSAA in their respective States and to preside at business meetings when called upon by the President of NSAA.
- (3) Three Vice-Presidents in attendance at Sangerfest shall constitute the auditing committee to examine the Treasurer's and *Sanger-Hilsen's* books before the biennial business meeting. They shall provide their audit report during business the meeting.
- (4) The Recording Secretary's, the Corresponding Secretary's and the Treasurer's duties shall be those that regularly pertain to these offices and other functions that may be assigned to them. The Treasurer and Corresponding Secretary shall be given an annual honorarium as determined at each NSAA biennial business meeting held during Sangerfest.
- (5) The Director-in-Chief's duties shall be to confer with the chorus directors within six months after their election for the purpose of selecting the songs to be used at the next Sangerfest. The Director-in-Chief shall make provision for procuring the necessary music at least one year before the next Sangerfest so no chorus may come with the excuse that they did not have time to learn the songs.
- (6) The Director-in-Chief shall investigate before every Sangerfest that the songs have been properly rehearsed. Any chorus failing to learn the songs may be disqualified from participating in the Sangerfest program.
- (7) The Director-in-Chief and the Associate Director-in-Chief shall be paid from the Sangerfest budget. The amount of these two honorariums shall be determined at each biennial business meeting held during Sangerfest.

Article VII cont.---

- (8) **The Marshal and Assistant Marshal shall: (a) assist the Sangerfest Directors during rehearsals and concerts and shall be responsible for keeping order at all occasions; (b) constitute the Credentials Committee; (c) may appoint additional staff members; (d) if and when a hosting chorus receives Board of Directors approval to stage a parade, they shall be in full control, in cooperation with the host choirs committee, lead and control the parade.**
- (9) **A committee from the chorus or choruses sponsoring the Sangerfest shall be in charge of the registration.**

ARTICLE VIII

- (1) **The number of Directors of NSAA shall not be less than three nor more than twenty.**
- (2) **Choruses may be disqualified from participating in Sangerfest for the following reasons: for not ordering Sangerfest music in time; for not learning the songs; for not complying with NSAA's articles of incorporation and by-laws.**
- (3) **Any chorus failing to comply with NSAA's articles of incorporation and by-laws shall be declared by the President to be not eligible to participate in any Sangerfest activities. This also applies to any individual member of a disqualified chorus.**
- (4) **A disqualified chorus may appeal the action taken by the President to the NSAA business meeting where their grievances will be given an impartial hearing. The delegates will affirm or reverse the President's decision.**

ARTICLE IX

If there is not an invitation extended to NSAA at the biennial business meeting for the next Sangerfest or for some reason an invitation cannot be accepted, then the Board of Directors shall have the power to make arrangements for the next Sangerfest. The NSAA shall then be responsible for all expenses and shall receive all net income.

ARTICLE X

- (1) **The NSAA's publication known as *Sanger-Hilsen*, (Singers' Greeting), shall be maintained by a per year subscription rate as determined at each biennial business meeting held during Sangerfest. Before January of each calendar year all choruses shall send to the *Sanger-Hilsen* Editor a complete list of names and addresses of all active members and as many passive members as possible, including payment in the amount equal to the total number of names listed times the rate as determined by NSAA. Choruses are considered in good standing when they comply with the intent of this paragraph.**
- (2) **All choruses at their annual meeting shall appoint or elect a correspondent to *Sanger-Hilsen*. They shall report all news pertaining to their chorus and in every possible way promote the welfare of the publication.**
- (3) **The *Sanger-Hilsen* Editor is an appointee of NSAA. The Board of Directors shall have the authority to appoint an Editor when it may become necessary. An honorarium for the Editor shall be determined at each biennial business meeting held during Sangerfest.**

ARTICLE XI

ORDER OF BUSINESS FOR NSAA's BIENNIAL BUSINESS MEETING

- (1) **Roll call of officers by the Recording Secretary**
- (2) **Credentials' committee report**
- (3) **Action on the minutes of previous business meetings**
- (4) **Action on applications of new choruses**
- (5) **Director-in-Chief report**
- (6) **President's report**
- (7) **Vice-Presidents' reports**
- (8) **Corresponding Secretary's report**
- (9) **Committee and Web-Site reports**
- (10) **Treasurer's report**
- (11) **Auditor's report**
- (12) ***Sanger-Hilsen* Editor's report**
- (13) **Review and determine the honoraria, membership dues, subscription rates, etc. as specified in the by-laws**
- (14) **Unfinished business**
- (15) **New business**
- (16) **Invitation for the next Sangerfest**
- (17) **Election of officers**
- (18) **Adjournment**

ARTICLE XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all its assets in such a manner or to such organization(s) which are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization(s) under Section 501c (3) of the Internal Revenue Code (or the corresponding provision of any future Federal tax code) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Judicial Circuit of the county in which the principal office of NSAA is then located, exclusively for such purposes or to such organization(s) as said Court shall determine.

ARTICLE XIII

No part of the net earnings of NSAA shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that NSAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III and Article XIII hereof. No substantial part of the activities of NSAA shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and NSAA shall not participate in or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, NSAA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (or the corresponding provision of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, (or the corresponding provisions of any future Federal tax code).

ARTICLE XIV

The Directors of NSAA shall not be liable, personally, for monetary damages for breach of duty as a Director, except for acts or omissions not in good faith or for which the Director derived an improper personal benefit. Further, NSAA shall have the power to indemnify the Directors, officers, agents and employees, if any, of NSAA as provided in SDCL 47-22-65.1, et seq. Further, NSAA shall have the power to purchase and maintain liability insurance as provided in SDCL 47-22-65.6.

ARTICLE XV

By-Laws of NSAA can be changed only at the biennial business meeting. Two-thirds majority vote of all delegates present is required to make such change.

(1) Any contemplated changes in by-laws must be sent to the Recording Secretary early enough to forward same to the *Sanger-Hilsen* Editor to be printed at least 30 days preceding the biennial business meeting.

ARTICLE XVI

(1) All choruses shall submit to the local registration committee a complete list of all active singers participating in Sangerfest before the first general rehearsal before the beginning of Sangerfest.

(2) A reasonable registration fee, determined by the host chorus for each active member and others attending, shall be submitted to the chorus or choruses sponsoring the Sangerfest on or before the registration.

ARTICLE XVII

- (1) All singers attending Sangerfest shall be identified by wearing the official Sangerfest badge.
- (2) NSAA singers are encouraged to wear the official NSAA singer cap. The cap is white with a black band and visor and a lyre placed on the front of the black band.
- (3) The official uniform to be worn at the Grand Concert shall consist of a white coat, black trousers, black shoes and socks, white shirt and a black bow tie.

ARTICLE XVIII

- (1) There shall be a music committee of five members, with the Director-in-Chief and the Associate Director-in-Chief as two of its members and three chorus directors to be elected at the biennial business meeting. This committee is to select appropriate music for the Grand Concert at each Sangerfest and ensure that competent artists are engaged. This committee shall be responsible for determining the order in which the musical selections are performed.
- (2) Member chorus directors shall hold a meeting during each Sangerfest, together with the Director-in-Chief and the Associate Director-in-Chief for the purpose of dealing with matters that will improve the Sangerfest.
- (3) A committee from the host chorus(es) shall serve as the general program committee for the Sangerfest.

ARTICLE IXX

- (1) The NSAA shall provide service medals in bronze, silver, gold and gold with diamond for active participation and attendance at Sangerfests.
- (2) Each chorus shall notify the Corresponding Secretary of NSAA of those singers entitled to service medals by the first of March preceding the Sangerfest, with certification attested to by the President of the chorus, naming the Sangerfests that the singers have attended.
- (3) Service medals in bronze are given to members that have participated in five Sangerfests; silver medals for ten Sangerfests; gold medals for fifteen Sangerfests.
- (4) A gold medal set with a diamond is to be given for attending twenty Sangerfests, a gold medal with two diamonds is to be given for attending twenty-five Sangerfests and a gold medal with three diamonds is to be given for attending thirty Sangerfests. This medal is to be attached to a neck band.
- (5) Passive members attending Sangerfests as guests are not entitled to any recognition for service medals.
- (6) The Board of Directors of NSAA shall serve as a committee for the presentation of service medals.
- (7) The Corresponding Secretary shall keep a list of members entitled to receive service medals, said list to be revised for each Sangerfest, and shall be responsible for ordering the necessary medals.
- (8) The NSAA shall underwrite the cost of purchasing service medals.

ARTICLE XX

Twenty-five percent of the net profit from every Sangerfest as determined by the Auditing Committee shall revert to the NSAA treasury.