

ALABAMA CHAPTER
OF THE
AMERICAN THEATRE ORGAN SOCIETY

BY-LAWS (REVISED 11/04/22)

ARTICLE I

NAME: The name of the Society is hereby fixed as the Alabama Chapter of the American Theatre Organ Society, Inc. (aka Alabama Theatre Organ Society).

ARTICLE II

COMPOSITION: The Chapter shall be a non-profit organization devoted entirely to the furthering the ideals set forth in Article III.

ARTICLE III

PURPOSES: The purposes for which this Chapter is formed are, in accordance with the goals of the American Theatre Organ Society, to preserve, restore, maintain and promote Theatre Pipe Organ. The Chapter promotes and encourages individual members to:

- (a) Preserve the historical tradition of the Theatre Pipe Organ in American Music and theatre by:
 - (1) Restoring and maintaining the remaining instruments.
 - (2) Collecting and preserving for posterity recorded examples of the musical sounds of all remaining Theatre Pipe Organs.
 - (3) Arranging for removal, rehabilitation, and reinstallation of instruments no longer wanted.

- (b) Contribute to the musical education and cultural enrichment of the public by:
 - (1) Presenting concerts and shows featuring Theatre Pipe Organ music.
 - (2) Encouraging the education and training of new performers on the Theatre Pipe Organ.
 - (3) Preserving historical manuscripts, scores of Theatre Pipe Organ musical composition and any memorabilia.
 - (4) Commissioning new music and arrangements for the Theatre Pipe Organ.
 - (5) Educating by preserving and expanding, through workshops, lectures and demonstrations, the skill of Theatre Pipe Organ playing, building, voicing and maintenance.

ARTICLE IV

USE OF NAME: It is hereby expressly stated that the use of the name of the Society (ATOS), its periodical or letterhead must be for the good of all the group and not for personal gain.

ARTICLE V

MEMBERSHIP:

Section 1. Classification of Members

There shall be two classes of members of the Chapter, to wit: Regular Members and Honorary Members.

(a) Regular Membership

Shall include the individual, his/her spouse and their minor children under eighteen (18) years of age. Both listed member and spouse may hold office and both may vote. Other family members may not hold office and may not vote.

(b) Honorary Members

Shall be chosen by the Board of Directors on the basis of their outstanding contribution to the purpose of the Society.

Section 2. Eligibility Qualifications and Admission

Membership shall be limited to those persons interested in furthering the purposes and activities of the Chapter as set forth in Article III. Members shall be persons of responsibility, integrity and high standing in the communities in which

they reside. Applications for membership shall be accompanied by the recommendation of one member of the Society. Membership applications shall then be voted on by the Board of Directors.

Section 3. Termination of Membership

A membership shall terminate upon the death or resignation of the Member, or upon his/her expulsion by a majority vote of the Board of Directors. A member may be expelled for non-payment of dues or for conduct which the Board of Directors shall deem inimical to the best interest of the Society. A member may not transfer his/her membership or any right arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a Member in the Chapter or its property shall cease upon termination of his/her membership.

ARTICLE VI

MEETINGS:

Section 1. This Chapter shall hold at least two (2) business meetings each year, at a time and place as fixed by the Board of Directors or a person so designated.

Section 2. A Special meeting of the members may be called by the President, or by the Board of Directors, or the National Board of Directors of the ATOS. By petition of at least seven (7) of the membership, the President shall call a meeting for the purpose stated.

Section 3. The members present at a meeting shall constitute a quorum.

Section 4. Notices of the meetings of members shall be required. Appropriate notice of meetings of the Board of Directors shall be required.

Section 5. The Annual meeting shall be the first meeting of the new year.

Section 6. At the Annual Meeting, the President shall make a report of the activities of the past year. He or she shall then conduct the election of the new Officers and one (1) Director.

Section 7. All meetings shall be conducted according to the latest edition of *Roberts Rules of Order*.

ARTICLE VII

DIRECTORS:

Section 1. The Society shall have seven (7) Directors. The Board shall consist of the four (4) Officers and three elected Directors. The Immediate Past President shall serve as an Ex-Officio member of the Board of Directors for a period of one year only.

Section 2. The term of office for all Officers shall be two (2) years. Board members shall have terms of three (3) years, staggered so that one Director is elected each year. All Directors shall hold office until their respective successors are duly elected. There shall be no limit to the number of terms a director may serve.

Section 3. Directors shall be elected at the annual meeting each year.

Section 4. Appropriate notice of Meetings of the Board of Directors, and of members, shall be required.

Section 5. Vacancies in the Board of Directors caused by death, resignation, or disability of a director shall be filled by appointment by the remaining Board Members.

Section 6. A Quorum of four directors shall be necessary to transact business. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the entire Board of Directors.

Section 7. Transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be filed with the records of the Chapter, or made a part of the Minutes of the meeting.

Section 8. Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by a resolution of the Board.

OFFICERS:

Section 1. The officers of the Chapter shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The officers shall be elected by the membership at the Annual Meeting. Each elected officer must be 18 years of age and shall hold his/her office for a term of two years.

Section 3. Any officer may resign, or may be removed with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any Director may be filled by appointment of the Board of Directors.

Section 4. The President:

Shall be the Executive Officer of the chapter and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Chapter. He/She shall preside at all meetings of members and meetings of the Board of Directors. He/She shall be empowered to act on all matters of business relating to the Society when approval from the Board of Directors is impossible to obtain on short notice and delay in obtaining such approval would result in a hardship to the best interests of the Chapter. He/She may appoint such individuals and/or committees as necessary to aid in the administration of the business of the Chapter.

Section 5. The Vice-President:

Shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon the President. He/she may hold the responsibility of Program and Concert Director and may be empowered to appoint such committees and/or individuals as necessary to assist in carrying out these duties. Concert proposals and budgets must be presented by said Program and Concert Directors for approval before presentation to the membership.

Section 6. The Secretary:

Shall keep, at the principal office of the Chapter, a book of Minutes of all meetings of both directors and members, with the time and place of holding, how called or authorized, the names of those present at Directors Meetings, and the proceedings thereof. The Secretary shall keep, at the principal office of the Society, a register showing the names and addresses of the members.

Section 7. The Treasurer:

Shall keep, or cause to be kept, and maintain adequate, correct books of account showing the receipts and disbursements of the Society, and an account of its cash and other assets, if any. Such books shall, at reasonable times, be open to inspection by any member or director of the Society. He/She shall deposit, or cause to be deposited, all monies of the Society with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Society as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statement of the financial condition of the Society. An annual financial statement shall be issued for the general membership.

ARTICLE VIII

DUES:

Section 1. Regular Membership

Annual dues of members shall be \$15.00 per year, per family for members receiving their newsletters via email. Annual dues of members requiring newsletters be mailed via USPS shall be \$20.00 per year, per family. Dues shall become due twelve months from last date of payment, must be paid within three months. Any member whose dues have not been remitted within this time will be dropped from membership. Members so dropped may be reinstated for the year with the payment of the full year's dues.

ARTICLE IX

MISCELLANEOUS:

Section 1. Execution of Documents

The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of By-Laws

The Chapter shall keep in its principal office the original, or a copy, of these by-laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

Section 3. Construction and Definitions

The general provisions, rules or construction and definitions of these by-laws shall conform to all Alabama Non-Profit Corporation laws and shall be governed by such.

Section 4. Rules of Order

The latest edition of *Roberts Rules of Order* shall govern all members' meetings and the directors' meetings of the Chapter, except in instances of conflict between said Rules of Order and the articles or by-laws of the Chapter or provision of law.

ARTICLE X

DISSOLUTION: This corporation is not organized, nor shall be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits or net income of this corporation shall never inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable and educational purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

AMENDMENTS: Notice of amendments to these by-laws shall be given to the membership in the newsletter prior to the meeting at which such amendments will be presented for vote. By-laws may be adopted, amended or repealed, or these by-laws may be amended or repealed, by two-thirds majority of the members at such meeting.