

**BYLAWS**  
**of the**  
**CONNECTICUT VALLEY THEATRE ORGAN SOCIETY, INC.**

**JANUARY 1, 1998**

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## **ARTICLE I - General Provisions**

Section 1.1 NAME. The name of the Corporation is Connecticut Valley Theatre Organ Society, Inc. (hereinafter known as CVTOS).

Section 1.2 PRINCIPAL OFFICE. The principal office of the Corporation is the address of the Corporation's statutory agent for service as it appears in the last biennial report filed with the office of the Secretary of the State of Connecticut.

Section 1.3 PURPOSE. The corporation is a nonprofit, nonstock membership corporation organized under the laws of the State of Connecticut. It operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code. The purpose shall include:

- (a) The restoration and preservation of theatre pipe organs.
- (b) The presentation of seminars to further the understanding of theatre organ music and theatre organ playing techniques.
- (c) The sponsorship and presentation of public and private theatre organ concerts.
- (d) The acquisition, maintenance and dissemination of a library of information relating to theatre pipe organs and theatre organ music.
- (e) The promotion, support, encouragement, and recruitment of young organists and young members in order better to foster an appreciation in the theatre organ.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the Corporation 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 1 of these bylaws.

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any 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 of 1954 (or the corresponding provision of any future United State Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

The Corporation shall operate as a chapter of the American Theatre Organ Society, Inc., (hereinafter known as ATOS) under terms and conditions set forth in the Uniform Chapter Charter Agreement executed by the Corporation November 8, 1969, and by the American Theatre Organ Society, Inc., January 1, 1970.

Section 1.4 FISCAL YEAR. The fiscal year of the Corporation shall commence on the first day of January and end on the thirty-first day of December of each year.

Section 1.5 AGREEMENTS, CONTRACTS, CHECKS AND INSTRUMENTS. All agreements, contracts, checks, instruments, etc., issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Operating Committee.

Section 1.6 DISSOLUTION. Upon the dissolution of the Corporation, for any reason whatsoever, and after the payment or the making of provisions for the payment of all off the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such a manner or to such organization or organizations established and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law as the officers of the Corporation shall determine.

## **ARTICLE II - Membership**

Section 2.1 VOTING MEMBERS AND QUALIFICATION. There shall be one class of voting members in the Corporation known as Regular or Honorary members, which membership shall be limited to members in good standing of the American Theatre Organ Society.

(a) Regular Members. Any person, by reason of his qualification as a member in good standing of the American Theatre Organ Society, shall be admitted to membership in the Corporation for a term of one year, renewable annually, upon payment of such annual dues as are set from time to time by the membership of the Corporation. Where there are two or more regular members residing in the same household and at the same address, one member shall be the primary member and the other(s) shall be the secondary member(s).

(b) Honorary Members. Honorary Members may be elected from time to time by the membership upon recommendation of the Operating Committee. Honorary Members shall be admitted to membership for life

and shall be exempt from any assessment of dues, their national ATOS and local CVTOS membership dues being obligations which shall be paid annually by the Corporation.

Section 2.2 STUDENT ASSOCIATES AND QUALIFICATIONS. Students under the age of 21 shall be recognized as Student Associates if they are dependents of a primary regular or honorary member and are registered with the Corporation. Student Associates shall be exempt from any assessment of dues.

Section 2.3 OTHER CLASSES OF PARTICIPANTS. The membership of the Corporation, on the recommendation of the Operating Committee, may from time to time establish other classes of participants. The privileges, rights and duties of such other class or classes of participants shall be as provided by the membership of the Corporation, subject to the terms of these bylaws, as amended from time to time.

Section 2.4 ENTITLEMENTS. Primary and secondary Regular Members and Honorary Members shall enjoy all the benefits and privileges of full membership, including the right to vote at meetings of the Corporation, to serve as its officers, and to hold appointive positions of the Operating Committee, except that secondary Regular Members shall not receive separate or duplicate mailings from the Corporation. Student Associates shall not have the right to vote at meetings of the Corporation or to serve as officers.

Section 2.5 ASSESSMENT OF DUES. The membership of the Corporation, upon the recommendation of the Operating Committee, may determine and set from time to time such dues for membership in the Corporation as in its discretion are necessary. A member, upon learning of such dues, may avoid liability for them by promptly resigning from membership.

Section 2.6 TERMINATION OF MEMBERSHIP. The membership of any member shall terminate upon the occurrence of any one or more of the following:

(a) Resignation. Any member may resign from the Corporation by filing a letter of resignation with the Secretary of the Corporation, specifying the date, not a past date, upon which the resignation shall become effective. Resignation shall not release a Regular Member from the payment of dues in which he is delinquent and no *pro rata* refund of membership dues shall be made.

(b) Expiration. A membership shall be issued for a period of one year and shall expire when that time has elapsed unless the membership is renewed. There shall be a sixty (60) day grace period before the membership expires. Membership may be renewed by payment of dues to the Membership Chairperson within the aforementioned grace period. Membership may be reinstated after the grace period by immediate payment of dues and is subject to approval by the Operating Committee.

(c) Failure to Pay Dues. Membership of a Regular Member shall terminate upon the determination of the Operating Committee that the

failure of the member to pay membership dues within the time period established by the Operating Committee justifies the termination of said member's membership.

(d) Expulsion, Suspension or Termination. Membership of a member shall terminate upon the determination of the Operating Committee that the member no longer meets the qualification requirements for membership in the Corporation or has failed in some material respect to merit continued membership privileges in the Corporation. Following determination by the Operating Committee that a member should be expelled, suspended or terminated, the following shall be implemented:

- (1) A notice shall be sent by mail by prepaid, first-class, certified, or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the expulsion, suspension or termination and the reasons therefor. Such notice shall be sent at least forty-five (45) days before the proposed effective date of the expulsion, suspension or termination.
- (2) The member being expelled, suspended or terminated shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the effective date of the proposed expulsion, suspension, or termination. The hearing shall be held by the Operating Committee, following which the Operating Committee shall decide whether the member should in fact be expelled, suspended, terminated or sanctioned in some other way. The decision of the Operating Committee shall be final.
- (3) Any action challenging an expulsion, suspension, or termination of membership, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.
- (4) Any person expelled from the Corporation shall not receive a refund of dues already paid.

Section 2.7 REINSTATEMENT. Expelled, suspended or terminated members may be reinstated at the discretion of the Operating Committee.

Section 2.8 PROPERTY RIGHTS. No member shall have any right or interest in any property or asset of this Corporation. Reference is also hereby made to Section 1.6 of these bylaws.

Section 2.9 NONLIABILITY. No member shall be liable for the debts, liabilities or obligations of this corporation.

Section 2.10 NONTRANSFERABILITY. No member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall cease upon the member's death or the dissolution of this corporation.

### **ARTICLE III - Membership Meetings**

Section 3.1 MEMBERSHIP MEETINGS. A minimum of three (3) meetings of the membership of the Corporation shall be held at a time and place approved by the Operating Committee. The schedule of meetings for the year shall be announced in the first issue of The Diaphone for the year. Additions and/or exceptions to the basic schedule for meetings may be made by the Operating Committee to accommodate opportunities that would enhance the effectiveness of meetings, to facilitate the transaction of business, or to adapt to the availability of meeting sites.

One meeting in the Spring of the year shall commemorate the founding of CVTOS on February 8, 1961.

Section 3.2 ANNUAL MEETING. The Annual Meeting of members at which officers of the Corporation are elected shall be included as part of the December meeting. The December meeting shall be essentially a social affair identified with the holiday season.

Section 3.3 SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President or by the Operating Committee. Special meetings for any lawful purpose may be called by members holding five percent (5%) or more of the voting power of the Corporation. Upon request in writing by such person entitled to call a special meeting of members, stating the business to be transacted at the special meeting, mailed or delivered to the President or the Secretary, it shall be the duty of the President to cause notice to be given, within twenty (20) days from receipt of such request, to the members entitled to vote thereat of the meeting scheduled and to be held not less the thirty-five (35) days nor more than fifty (50) days after the receipt of such a request.

Section 3.4 NOTICE OF MEETINGS. A notice of each membership meeting, annual meeting, and special meeting shall be given by the President or, in case of his failure or refusal, by any other officer or member of the Operating Committee, which notice shall specify the place, date and time of the meeting. In the case of an annual meeting at which officers shall be elected, the notice shall designate those who are candidates for election by reason of their nomination by a nominating committee. In the case of a special meeting, or a meeting at which bylaws may be amended, the notice shall state the nature of

the business to be transacted. In every case, the notice shall be delivered to every member of the Corporation who is entitled to vote at the meeting, either personally or by sending a copy by first-class mail, postage prepaid, to the member's address appearing on the books of the Corporation, at least fourteen (14) days but no more than fifty (50) days prior to the date for such meeting. If these provisions can be met by the appearance of a notice of meeting in the official journal of the Corporation (The Diaphone), transmission of that notice to voting members through that medium is authorized.

Section 3.5 ADJOURNED MEETINGS. Any membership, annual or special meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of a majority of the members present in person. No meeting may be adjourned for more than forty-five (45) days. It shall not be necessary to give notice of the time and place for convening the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which adjournment is taken.

Section 3.6 QUORUM. The presence in person of at least ten (10) of the members entitled to vote at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a simple majority of the members required to constitute a quorum.

Section 3.7 VOTING. Each voting member is entitled to one vote on each matter submitted to a vote. Voting by proxy or absentee ballot shall not be authorized.

Section 3.8 CONDUCT OF MEETINGS. All meetings of the membership shall be conducted in accordance with Robert's Rules of Order, except when in conflict with these bylaws. Meetings of members shall be presided over by the President of the Corporation or, in his absence, by the Vice President. The Secretary of the Corporation shall act as the secretary of all meetings of members provided that, in his absence, the presiding officer shall appoint another member as acting secretary of the meeting.

#### **ARTICLE IV - Officers**

Section 4.1 GENERAL PROVISIONS. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, all of whom shall be elected by the members of the Corporation from among themselves to serve one-year terms or until succeeded.

No person shall hold more than one elected office simultaneously. However, an elected officer may hold one or more Chairpersonships simultaneously provided such chairs are not in conflict with the elective office or

are designed to serve as mutual checks and balances. The secretary shall be a resident of the State of Connecticut. After serving two consecutive terms following the year in which these bylaws are adopted, the President shall not be eligible to serve another term until at least one year shall have elapsed from the date of expiration of his last term. No such limitation shall apply to the other officers.

Section 4.2 ELECTION OF OFFICERS. Officers shall be elected at the Annual Meeting of the membership to take office on the first day of January next succeeding. Notice of the meeting shall be in accordance with the provisions of Section 3.4. of these bylaws.

(a) Nominating Committee. A nominating committee for elected officers shall be appointed annually by the President. It shall consist of a Chairperson and two members, all of whom shall be voting members in good standing. The Nominating Committee shall be identified in the October issue of The Diaphone. The nominees of the committee will be announced in The Diaphone with the call for the Annual Meeting and election of officers.

(b) Elections. Voting members present at the Annual Meeting shall be entitled to vote in the election of officers. Nominees of the Nominating Committee shall be candidates for election and nominations from the floor shall also be entertained. In the event of competing candidates, voting shall be by secret ballot.

Section 4.3 RESIGNATION. Any officer, for any reason whatsoever, may resign from office by filing a letter of resignation with the President. The President may resign by filing a letter of resignation with the Secretary.

Section 4.4 REMOVAL FROM OFFICE. Any officer may be removed from office following determination of just cause by the Operating Committee and implementation of the procedure of notices, hearing, etc., provided in Section 2.6(d) of these bylaws. Removal of an officer shall also constitute removal of that person from the Operating Committee.

Section 4.5 VACANCIES. The president shall fill offices vacant for any reason by appointment of members to fill those vacancies. Such appointments shall be ratified at the next succeeding meeting of the Operating Committee. Upon resignation of the President, a special meeting of the Operating Committee shall be called by the Vice President for the purpose of electing an acting President to complete the unexpired term. The term served by the "acting President" shall not be included in determining the eligibility as described in Section 4.1.

Section 4.6 PRESIDENT.

(a) As its Chief Executive Officer, the President shall administer the affairs of the Corporation consistent with the provisions of the Certificate of Incorporation, as amended and filed with the Secretary of the State of Connecticut, and these bylaws. The President shall be responsible for the development and promulgation of policies and procedures necessary for the efficient operation of the Corporation. The President shall provide guidelines pertinent to the duties and responsibilities of the officers of the Corporation.

(b) The President shall represent the Corporation with state and federal authorities and with the American Theatre Organ Society, Inc. Any group or individual under contract to, or working under agreement with the Corporation shall do so under the written auspices of the President.

(c) The President shall preside at all membership meetings and at meetings of the Operating Committee. The President shall be an *ex officio* member of all committees except the Nominating Committee.

(d) The President is authorized to appoint such advisory persons as he deems necessary to aid him in the performance of his office.

(e) The President and Vice President shall confer and allocate specific supervisory activities and objectives to each as appropriate to the capabilities of each individual.

(f) The President shall, with the approval of the Operating Committee, appoint an Auditing Committee of one or more members or a certified public accountant to audit or cause to be audited the accounts of the Corporation at the close of each year. The results of this audit shall be presented to the Operating Committee within ninety (90) days following the close of the year.

Section 4.7 VICE PRESIDENT. The Vice President shall assist the President in the execution of his duties, and offer support, consultation, and advice as requested by the President. The Vice President shall take the place of the President and perform all of those duties whenever the President shall be absent or unable to act.

The President and Vice President shall confer and allocate specific supervision activities and objectives to each as appropriate to the capabilities of each individual.

The Vice President shall assist the President in fulfilling the obligations of the Corporation as a tax exempt educational and charitable organization through

a gift program of cash and other assets benefiting such institutions as civic organizations, public agencies, regional and nation theatre organ societies and museums.

Section 4.8 SECRETARY. The duties of the Secretary shall include the following:

- (a) Keeping full and complete records of the proceedings of membership meetings and meetings of the Operating Committee in books kept for those purposes.
- (b) Maintaining correspondence as directed by the President or the Operating Committee.
- (c) Performing all the duties incident to the Office of Secretary of a nonstock corporation organized under the laws of the State of Connecticut.
- (d) Communicating sympathy and congratulatory messages on appropriate occasions.
- (e) Preparing printed material of the Corporation to qualify as non-profit bulk mail as required by the Post Office and delivering that material to the Post Office.
- (f) Performing such other duties as may be prescribed from time to time by the Operating Committee.

Section 4.9 TREASURER. The responsibilities and duties of the Treasurer shall include the following:

- (a) The Treasurer shall be responsible for the funds and securities of the Corporation and shall be covered accordingly by a fidelity bond maintained by the Corporation.
- (b) The Treasurer shall keep full and accurate financial records and books of account and shall have the custody of all title deeds, papers, securities, bank statements, pass books and other such documents as are pertinent to the assets of the Corporation.
- (c) The Treasurer shall keep and account for all moneys, funds and properties of the Corporation which shall come into his hands. He shall deposit all money of the Corporation in its name in a bank or place of deposit as directed by the Operating Committee.

(d) The Treasurer shall, in general, perform all the duties incident to the Office of Treasurer of a nonstock corporation organized under the laws of the State of Connecticut.

(e) The Treasurer shall be authorized to sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under direction of the Operating Committee. Disbursement shall be made as follows:

(1) Disbursements not exceeding three hundred and fifty dollars (\$350.00) in any one month may be made by the Treasurer without formal approval by either the Operating Committee or the general membership to cover regular periodic obligations of the Corporation, such as insurance premiums and rent. Disbursements in excess of three hundred fifty dollars (\$350.00) for such regular periodic obligations shall be made in a manner to be determined in writing by the Operating Committee.

(2) Disbursements not exceeding one hundred dollars (\$100.00), or any other amount designated in writing by the Operating Committee, in any one month may be made by the Treasurer without formal approval by either the Operating Committee or the general membership to cover obligations which are not regular periodic obligations of the Corporation.

(3) Subject to the exceptions in subsection (e)(5), disbursements in an amount between one hundred dollars (\$100.00), or any other amount designated in writing by Operating Committee, and one thousand dollars (\$1,000.00) shall require the approval by a majority of the Operating Committee.

(4) Subject to the exceptions in subsection (e)(5), disbursements in excess of one thousand dollars (\$1,000.00) shall require the approval by a majority of the Operating Committee and a majority of the members present at a duly constituted membership meeting.

(5) Disbursements for concert artist's fees and related travel and living expenses shall be made in accordance with the terms of properly formed and approved contracts.

(f) The Treasurer shall provide the reports as described below. These reports shall show the sources and amounts of income received by the Corporation and the nature of the disbursements made since the last report. If the Treasurer is unable to make these reports in person, the

written reports shall be given to another elected officer so that said report can be distributed at the next meeting of the Operating Committee.

- (1) A written summary report following each concert to the Operating Committee and the membership for the first ten months of the year.
- (2) A year-to-date written summary report to the Operating Committee in June.
- (3) A year-end written report on the financial conditions of the Corporation for review at the next meeting of the Operating Committee and publication in the following February issue of The Diaphone.

(g) The Treasurer shall make available any and all financial records of the Corporation as requested by and deemed necessary by the Auditing Committee for performance of its duties as specified in Section 4.6(f) of the Bylaws.

#### **ARTICLE V - Immediate Past President**

In the interest of facilitating a smooth transition from one administration to the next, the position of Immediate Past President shall be recognized. Every president, on leaving the Office of President, shall advance as a matter of course to the position of Immediate Past President to serve as an advisor to the new president. Should circumstances preclude this automatic succession from taking place, the position shall be vacant.

#### **ARTICLE VI - Chairpersons**

Section 6.1 GENERAL PROVISIONS. "Chairpersons," as used in these bylaws, means the group of persons, other than elected officers, vested with the management of the affairs of the Corporation. The term applies irrespective of the titles by which such persons are identified in the organization.

Chairpersons are appointed by and serve at the pleasure of the President. One person may hold one or more chair positions in addition to an elective office, should circumstances so require. Chairpersons serve with elected officers as voting members of the Operating Committee. However, a Chairperson who serves in more than one position (be it elective office or chair) shall be entitled to only one vote and not one vote for each elective or appointed position.

Section 6.2 OFFICERS RESPONSIBLE FOR EXTERNAL ACTIVITIES. The officers described herein comprise the Corporation's concert production

staff. These officers shall be responsible for the preservation, restoration, and maintenance and improvement of theatre pipe organs in the possession of the Corporation and for the sponsorship, promotion and presentation of public and private theatre organ concerts by the Corporation.

(a) Concert Chairperson. The Concert Chairperson is the principal member of the concert production staff to plan concerts and represent the Corporation in dealing with professional concert artists. His responsibilities shall include the following:

- (1) Planning concert season programs at least one season in advance, scheduling dates therefor with the proper concert hall authorities.
- (2) Contacting and selecting concert artists for concerts at least one season in advance.
- (3) Negotiating with concert artists to be engaged regarding fees, travel expenses, etc.; collaborating with the elected officers in the development of concert artist contracts; and co-signing such contracts with one elected officer of the Corporation as designated by the Operating Committee.
- (4) Arranging for housing, local transportation, hospitality, etc., for visiting artists.
- (5) Aiding the Publicity Chairperson in obtaining photos, biographical data and an understanding of the music styles of engaged artists for promotional programs.
- (6) Assuming such other duties and responsibilities as may be delegated by the elected officers.

(b) Publicity Chairperson. The Publicity Chairperson shall use accepted advertising and promotional techniques to encourage interest in and attendance at concerts presented by the Corporation. His duties and responsibilities shall include:

- (1) Developing copy and layouts for ads and publicity releases and placing advertising in approved publications and the electronic media.
- (2) Developing copy and layouts for and arranging printing and distribution of window and billboard display posters.

- (3) Developing copy and layouts for and arranging printing and mailing of concert promotional circulars.
- (4) Developing and maintaining promotional circular mailing lists from names solicited at concerts and from the records of the Ticket Chairperson.
- (5) Developing copy and layouts for and arranging printing of concert program handouts.
- (6) Maintaining effective liaison with ATOS and affiliated and non-affiliated regional theatre organ societies.
- (7) Assuring transmission of CVTOS news to Theatre Organ, the ATOS journal, on a timely basis.
- (8) Encouraging interest in the Corporation and its activities through the controlled distribution of complimentary concert tickets to such prospective advocates as music critics, students, teachers and community leaders.
- (9) Assuming such other duties and responsibilities as may be delegated by the elected officers.

(c) Ticket Chairperson. The Ticket Chairperson shall manage the sale of tickets for all concert performances presented by the Corporation. This shall involve responsibilities such as the following:

- (1) Procuring tickets with distinctive identification for each performance.
- (2) Filling advance telephone and mail orders for tickets and handling box office sales.
- (3) Under the Treasurer's supervision, banking receipts from ticket sales for each concert and maintaining records thereon.
- (4) Following each concert, preparing a report on ticket sales for the Operating Committee and depositing sales receipts with the Treasurer.
- (5) Arranging for the distribution of handouts and collection of tickets at each concert.

(d) Organ Crew Chief(s). The number of Organ Crew Chiefs shall be established by the Operating Committee as required to provide adequate coverage for the Corporation's organs. Each Organ Crew Chief will have the following typical duties and responsibilities with respect to the equipment in his jurisdiction:

- (1) Inspection, maintenance and improvement of sites for the storage and installation of theatre pipe organs, organ parts and assemblies, and theatre house and stage properties in the possession of the Corporation.
- (2) Storage, preservation, restoration, repair, installation, maintenance and improvement of theatre pipe organs, organ parts and assemblies, and theatre house and stage properties acquired by the Corporation.
- (3) Maintenance of inventory documentation on organ and organ related properties of the Corporation.
- (4) Planning of repairs and maintenance and supervision of organ work crews.

Section 6.3 OFFICERS RESPONSIBLE FOR INTERNAL ACTIVITIES.

The officers described herein form the staff in direct support of the CVTOS membership. These officers shall be responsible for communication and providing educational programs and activities for the members and interested public to further their understanding of the theatre pipe organ and its music.

(a) Education Chairperson. To further the educational objectives of the Corporation, the Education Chairperson shall function in the following suggested framework of duties and responsibilities:

- (1) Plan and direct an organized workshop, seminar or demonstration program dealing with the theatre pipe organ and/or its music at a minimum of one membership meeting each year.
- (2) In substitution for, or in addition to (1) above, plan and arrange for a tour for members and friends offering demonstrations, lectures and/or concerts of an educational nature.
- (3) Plan and organize programs in collaboration with the Librarian directed toward the publication and dissemination of information and lore on the theatre pipe organ and its music.

(4) Schedule and arrange programs, including teaching programs, to introduce young people to the world of theatre organ and to encourage young organists to attain more ambitious goals.

(b) Membership Chairperson. The Membership Chairperson shall be responsible for the following activities:

(1) Develop and promote new members recruiting programs and initiatives for welcoming new members into CVTOS and into active participation in its activities.

(2) Maintain a record of members and student associates of the Corporation, showing their names, places of residence, and telephone numbers.

(3) Collect all membership dues, maintaining records thereon and transferring moneys collected therefor to the Treasurer.

(4) Maintain a record of delinquent dues and take whatever steps are required to collect same.

(5) Keep attendance records for membership meetings.

(c) Editor. The Editor shall be responsible for the timely publication and delivery to voting members of the Corporation's official journal, The Diaphone. The Diaphone shall contain notices of membership meetings, annual meetings and special meetings, records of the business transacted thereat, reports and information on the condition and activities of the Corporation, current news and information related to theatre organs, theatre organ concerts and personalities, and related activities outside the Corporation's domain.

(d) Librarian. The Librarian shall be responsible for the procurement, care, cataloging, display and lending of the Corporation's collection of books and publication, audio records, audio and video tapes, sheet music, films and memorabilia relating to the theatre pipe organ and its era.

#### **ARTICLE VII - Operating Committee**

Section 7.1 DEFINITION. "Operating Committee", as used in these bylaws, means the group of members as described in Section 7.2 vested with the management of the affairs of the Corporation.

Section 7.2 COMPOSITION. The Operating Committee shall be comprised of the four elected officers of the Corporation and the various

Chairpersons and advisors. The Immediate Past President shall also be a member of the Operating Committee. Members serving in positions advisory to the President shall serve on the Operating Committee without vote.

Section 7.3 MEETINGS. A minimum of three (3) meetings of the Operating Committee shall be held at a time and place approved by that committee. Any officer of the Corporation may request that the President call an Operating Committee meeting and notification thereof shall be given to its members by the President, who shall preside at its meetings. Meetings of the Operating Committee shall be open to all members of the Corporation as observers.

Section 7.4 QUORUM. The presence of any two (2) of the officers of the Corporation shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action is approved by a simple majority of the members required to constitute a quorum.

Section 7.5 VOTING. Each member of the Operating Committee shall be entitled to one (1) vote. Voting by proxy or absentee ballot shall not be authorized.

Section 7.6 POWERS AND DUTIES. The Operating Committee shall have the following powers and duties:

- (a) It shall make decisions on behalf of the members on matters of executive and administrative character that are necessary to conduct the business and further the objectives of the Corporation.
- (b) It shall authorize expenditures as necessary in accordance with the procedures outlined in Section 4.9(e), reporting the same to the members at the next membership meeting with the reasons therefor.
- (c) It shall explore business matters requiring the attention of the members and offer recommendations thereon to the members.
- (d) It shall take all action which is necessary and proper for the transaction of the Corporation's business and in furtherance of the Corporation's purpose as stated in Section 1.3.
- (e) It shall report all matters of substance considered at a meeting of the Operating Committee to the members at the next ensuing membership meeting.

## **ARTICLE VIII - Amendments**

Section 8.1 EFFECTIVE DATE. These bylaws and amendments thereto shall be ratified by the approval of a majority of 2/3 of the voting members of the Corporation and shall be in full force and effect starting January 1, 1998.

Section 8.2 AMENDMENTS. These bylaws may be amended by the vote of two-thirds of the members present and voting at a meeting at which a quorum is present provided that the notice of the meeting is given in accordance with Section 3.4 of these bylaws.

## ORGANIZATION CHART

### PRESIDENT

Immediate Past President  
(Positions Advisory to the President)

### VICE PRESIDENT

### SECRETARY

### TREASURER

### OPERATIONS STAFF

Concert Chairperson  
Publicity Chairperson  
Tickets Chairperson  
Organ Crew Chief(s)

### MEMBERSHIP STAFF

Education Chairperson  
Membership Chairperson  
Editor  
Librarian