

CONSTITUTION AND BYLAWS
SIERRA CHAPTER
AMERICAN THEATRE ORGAN SOCIETY

December 7, 2014 (Revised)

PREAMBLE

ARTICLE 1 NAME OF THE ORGANIZATION/CORPORATION

The name of the organization shall be “Sierra Chapter, American Theatre Organ Society,” hereinafter referred to as The Sierra Chapter.

ARTICLE 2 NONPROFIT – EDUCATIONAL

The Sierra Chapter shall be a nonprofit, educational organization, incorporated under the laws of the State of California. No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The Sierra Chapter was organized in 1968 as a not-for-profit Corporation under the statutes of the State of California and is recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 PURPOSE

The Sierra Chapter’s purpose is the preservation of the tradition of the theatre pipe organ and to promote public education and understanding of the instrument and its music.

ARTICLE 4 USE OF THE SIERRA CHAPTER’S NAME

It is hereby expressly stated that use of the name The Sierra Chapter, its letterhead or emblem, must be for the good of the group as a whole and not for one individual’s gain. Prior permission of the Board of Directors shall be required for use of the name, letterhead, or emblem. Officers of The Sierra Chapter shall be held responsible for any use of the name, letterhead, or emblem.

SECTION 1 – MEMBERSHIP

ARTICLE 1.1 MEMBERSHIP

Any person who is interested in the purposes of The Sierra Chapter and the American Theatre Organ Society may become a member upon consenting to abide by the Bylaws and Constitution of The Sierra Chapter and by such rules and regulation governing

membership as may be prescribed by the Directors and payment of the appropriate fees and dues as set by the Directors. Membership in the American Theatre Organ Society is requisite of The Sierra Chapter membership except for the Friend category. Membership shall be effective upon written notice as evidenced by delivery of the membership card(s).

The Board of Directors reserves the right not to accept an application for reason and the return of enrollment fees and dues tendered shall constitute a termination of membership/enrollment.

ARTICLE 1.2 DEFINITION OF MEMBERSHIP

A membership may include all those living at one address.

ARTICLE 1.3 DUES

The Sierra Chapter dues shall be determined annually by the Board of Directors and shall be published in the October issue of *The Organ Spiel*. Dues shall be for one year and are due and payable on the membership anniversary date or at such time as one submits an Application for Enrollment. Dues are delinquent 30 days after membership anniversary. Payment shall be made to The Sierra Chapter, ATOS, and given to The Sierra Chapter Secretary or designee.

ARTICLE 1.4 BENEFITS OF MEMBERSHIP

Each membership in good standing shall receive The Sierra Chapter's official publication, *The Organ Spiel*. Each membership over age 18, except for the Friend Category, has one vote on any matter brought before the membership by mail, at a special meeting, at a regular Board Meeting, or the Annual Meeting of The Sierra Chapter. Membership permits participation in "open console" sessions at meetings and scheduling practice time on the George A. Seaver Memorial Theatre Pipe Organ.

ARTICLE 1.5 CATEGORIES OF MEMBERSHIP

There shall be three (3) categories of membership: Friend, Regular, and Honorary. The rights and privileges of each category shall be identical, with the following exceptions:

- A. That Friend Members do not belong to the American Theatre Organ Society (ATOS) but support the purpose of The Sierra Chapter. They do not have voting privileges nor are allowed to play the George A. Seaver Memorial Theatre Pipe Organ. Friend members can become regular members by joining and remaining members of ATOS.
- B. That Regular Members enjoy all of the privileges of full membership.
- C. That Honorary Members enjoy the privileges without the payment of dues. Selection and duration of Honorary membership shall be by action of the Board of Directors upon nomination in writing by any member of The Sierra Chapter. The nomination must fully justify the designation and is not limited to a member of The Sierra Chapter.

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ARTICLE 1.6 TERMINATION OF MEMBERSHIP

Membership shall be terminated using the following:

The Board of Directors may cause the termination of any membership for conduct deemed by them as harmful to the welfare, standing or best interests of The Sierra Chapter and may prescribe rules, regulations, and directions for the termination of such membership by such conduct. Termination for conduct not in the best interests requires a two-thirds (2/3) vote of the Board of Directors.

The member shall be given at least fifteen (15) days prior notice of such termination and the reason(s) therefore and shall be provided an opportunity to be heard, orally or in writing at least five (5) days before the effective date of the proposed termination, by a person or body designated by the Board and authorized to decide that the proposed termination not become effective.

The individual whose membership has been so terminated shall, upon written request within thirty (30) days of such notification, be given an opportunity to be heard before a committee of three (3) members of The Sierra Chapter, in good standing, who have been members for not less than five (5) consecutive years immediately preceding the hearing. One (1) member is to be appointed by the President; one (1) is to be appointed by the aggrieved member; the third member of the committee is to be selected by the two (2) appointed members. The finding(s) of such a Hearing Committee shall be binding upon both parties to the issue. Upon a finding in favor of the aggrieved member, that membership shall be reinstated as of the date of its determination.

SECTION 2 – ADMINISTRATION

ARTICLE 2.1 ADMINISTRATION

Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the General Nonprofit Corporation Law of the State of California as to action to be authorized or approved by members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate power shall be exercised by or under the authority of, and the business affairs of the Chapter shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Chapter, to appoint officers and agents, and to delegate responsibilities and authority to committees, officers and agents.

ARTICLE 2.2 ELECTED DIRECTORS

The Board of Directors of The Sierra Chapter shall be nominated from the membership-at-large and consist of eight (8) persons elected to serve two (2) year terms. Four members of the Board of Directors shall be elected each year to serve two-year terms. Directors may serve for an unlimited number of two year terms. The Board of Directors shall appoint a replacement to fill the remainder of a term of a Board Member vacancy and that member so appointed may run for the Board at the next election.

ARTICLE 2.3 APPOINTED POSITIONS AND DUTIES

In January of each year the positions of President, Vice President, Treasurer, and Secretary are appointed or reappointed by the Board of Directors either from the Board or, if no Board member has necessary skills or willingness to serve in an officer position, the membership at large. The Board of Directors shall appoint a replacement to fill the remainder of a term of a vacated position. If the vacancy creates a vacancy on the Board of Directors, see ARTICLE 2.2 above.

A. President:

1. Preside at all meetings of the Membership and the Board of Directors; and to arrange for an alternate in the event the Vice-President is not available.
2. Act on matters of policy and business in the best Interest of The Sierra Chapter when approval of the Board of Directors is not practical and a delay in action would not be in the best interests of The Sierra Chapter.
3. Cosign checks for payment of The Sierra Chapter's obligations.

B. Vice-President:

Perform all the duties of the President in the event the President is absent or otherwise unable to act.

C. Secretary:

1. Keep the minutes of the meetings of the Board of Directors and the Annual Meeting and report those minutes at the next Board of Directors' meeting or Annual Meeting.
2. Prepare and maintain a file of The Sierra Chapter correspondence.
3. Distribute mail and correspondence in a timely manner to those concerned.
4. Collect, record, and submit to the Treasurer membership dues and issue membership cards.
5. Maintain a current roster of The Sierra Chapter's memberships, their names, including minor children; addresses, email addresses, and telephone numbers.
6. Furnish copies of the minutes of all meetings and roster changes to the Editor of *The Organ Spiel* in a timely manner.
7. May designate assistants upon approval of the President.

D. Treasurer:

1. Account for all moneys of The Sierra Chapter.
2. Prepare financial reports of The Sierra Chapter.

3. Report the status of The Sierra Chapter's finances at meetings of the Board of Directors, the general membership, and whatever other times might be necessary or appropriate.
4. Disburse the moneys of The Sierra Chapter, as authorized by the Board of Directors, in payment of The Sierra Chapter's obligations.

ARTICLE 2.4 EX-OFFICIO (NON-VOTING) POSITIONS AND THEIR DUTIES

A. Historian

1. Shall maintain a current scrapbook and record of The Sierra Chapter news, news releases, photographs, and similar materials relating to The Sierra Chapter activities.
2. May designate assistants upon approval of the President.

B. Editor of *The Organ Spiel*

1. Shall be responsible for publication of official notices of The Sierra Chapter and such other news as may be of interest to the membership.
2. Shall ensure that each member receives a copy of *The Organ Spiel* and that two (2) copies are delivered to the Historian for The Sierra Chapter's history files.
3. May designate assistants upon approval of the President.

C. Publicity Director

1. Shall provide the news media with information pertaining to The Sierra Chapter's activities of interest to the general public and in keeping with the goals and precepts of The Sierra Chapter.
2. Shall be responsible for advertising those paid events sponsored by The Sierra Chapter, unless otherwise directed.
3. Shall provide copies of all news releases and advertising material to the Historian.
4. May designate assistants upon approval of the President.

D. Photographer

1. Shall assist the Historian, Editor of *The Organ Spiel*, and Publicity Director as may be necessary in recording and publicizing The Sierra Chapter's events.
2. May designate assistants upon approval of the President.

E. Organ Maintenance Coordinator

1. Shall organize and coordinate maintenance of organs, which are either owned by The Sierra Chapter or for which it is responsible.

2. Shall identify maintenance skills available within The Sierra Chapter.
3. May designate assistants upon approval of the President.

F. Other Positions

The President may appoint other Ex-Officio and Committee positions as may be necessary to fulfill the purposes of The Sierra Chapter.

ARTICLE 2.5 TERMS OF APPOINTED POSITIONS

Incumbents in appointed positions serve at the discretion of the President and are automatically terminated at the conclusion of the President's term. Incumbents may be replaced earlier at their request or at the pleasure of the President.

ARTICLE 2.6 NOMINATIONS TO ELECTED POSITIONS

- A. The President shall appoint a Nominating Committee consisting of three (3) persons from the membership. Members of the Nominating Committee cannot be candidates on the currently proposed ballot. No two (2) members of the committee shall be from the same household.
- B. Names of Nominating Committee members shall be published in the September issue of *The Organ Spiel*.
- C. The Nominating Committee shall furnish the Editor of *The Organ Spiel* with the names of nominees who have signified they would be candidates. The names and the positions for which they are nominated shall be published in the November issue of *The Organ Spiel*.
- D. Additional nominations shall be accepted from the floor at the December meeting of The Sierra Chapter.
- E. Ballots shall be distributed at the Annual Meeting in December and shall list each candidate with the office for which each has been nominated. Space shall be provided on the ballots for write-in candidates.

ARTICLE 2.7 ELECTIONS

- A. Elections shall take place during the Annual Meeting in December.
- B. If, at the time to vote, the number of nominees equals the number of positions up for election, then no voting shall take place and the nominees named shall fill the positions.
- C. Voting shall be by ballot.
- D. The Secretary shall maintain a record of each election and shall retain the record for a period of two (2) years.

- E. The Secretary and the Nominating Committee shall collect and officially tally all ballots during the Annual Meeting.
- F. The Secretary shall present the official election results prior to the adjournment of the Annual Meeting.

SECTION 3 — MEETINGS AND GENERAL ADMINISTRATION

ARTICLE 3.1 ANNUAL MEETINGS

The Annual Meeting shall be held concurrently with the "Christmas Party" and installation of officers. The date of the Annual Meeting shall be set by the Board of Directors and shall be published no later than the November issue of *The Organ Spiel*.

ARTICLE 3.2 REGULAR BOARD MEETINGS

- A. Regular Board Meetings shall be scheduled by the Board of Directors with prior notice to the membership.
- B. Any combination of five (5) Elected Officials shall constitute a quorum for transacting the business of The Sierra Chapter.

ARTICLE 3.3 SPECIAL MEETINGS

A Special Meeting of The Sierra Chapter may be called by the President at any time with approval of the Board of Directors. A Special Meeting may also be called by the President upon written request of twenty-five (25) percent of the membership.

ARTICLE 3.4 MEMBERSHIP QUORUMS

Twenty-five (25) percent of the membership shall constitute a quorum of the Membership. Two-thirds (2/3) of the members present at a meeting of twenty-five (25) percent of the total membership shall constitute a majority for purposes of changing organization structure and/or fiscal policy.

ARTICLE 3.5 SOCIAL ACTIVITIES

All Social Activities, other than scheduled meetings, shall be self-sustaining.

ARTICLE 3.6 REIMBURSEMENT FOR EXPENSES

Itemized bills shall be presented to the Treasurer to substantiate any request for reimbursement and shall be approved by the Board of Directors prior to payment. Expenses incurred by reason of an action of the Board of Directors shall be considered a legitimate charge against The Sierra Chapter's treasury.

SECTION 4 – NOTICES

ARTICLE 4.1 OFFICIAL CHAPTER PUBLICATION

The Organ Spiel is the official publication.

ARTICLE 4.2 DELIVERY OF NOTICES AND REPORTS

Notices and reports to members may be published in the Official Publication and therein mailed or otherwise delivered to members; or published, mailed or otherwise delivered separately. Notices and reports shall be addressed to the location which appears on The Sierra Chapter's roster, postage prepaid. Such mailings and transmittals shall constitute service of notices and reports. Members shall notify The Sierra Chapter's Secretary of any change of address.

SECTION 5 – DISSOLUTION

ARTICLE 5.1 USE OF PROCEEDS

None of the proceeds or assets of The Sierra Chapter shall inure to the benefit of any of its members. All funds received by The Sierra Chapter, including, but not limited to, membership dues and donations, shall be used to further the purposes stated in the PREAMBLE, ARTICLE 3.

ARTICLE 5.2 DISTRIBUTION OF PROPERTY AND PROCEEDS

Upon dissolution of The Sierra Chapter, all residual proceeds and assets must be distributed either to a public entity or to a tax exempt, charitable organization. Preference in any distribution shall be:

- A. Another Chapter of the American Theatre Organ Society.
- B. The American Theatre Organ Society.

SECTION 6 – MISCELLANEOUS

ARTICLE 6.1 BYLAW CONSTRUCTION

Unless the context otherwise requires, the general provisions, rules, or constructions and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these Bylaws.

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ARTI CLE 6.2 AMENDMENTS

These Bylaws may be amended at any Regular or Special meeting of the Board of Directors by a majority of the Board, except that any bylaw fixing or changing the number of Elected Officials may not be adopted, amended, or repealed without the vote or written assent of a majority of the membership entitled to exercise a vote.

ARTICLE 6.3 RULES OF ORDER

Robert's Rules of Order shall govern all meetings of The Sierra Chapter, except in instances of conflict between said Rules of Order and the Articles or Bylaws of The Sierra Chapter or provisions of law.

ARTICLE 6.4 GUESTS OF MEMBERS

Guests, who are accompanied by a member, may play the George A. Seaver Memorial Theatre Pipe Organ on two (2) separate occasions without the Benefit of Membership. If the guest desires to continue playing the organ, he/she must become a member of The Sierra Chapter and the American Theatre Organ Society.

ARTICLE 6.5 INSURANCE REQUIREMENT

Any contractor hired by The Sierra Chapter must have at least \$1,000,000 liability insurance with The Sierra Chapter listed as additional insured. Guest artists are exempted from this requirement.