

**BYLAWS OF  
MANASOTA THEATRE ORGAN SOCIETY  
A CHAPTER OF THE AMERICAN THEATRE ORGAN SOCIETY**

**ARTICLE I  
NAME OF SOCIETY**

- 1.1 **NAME:** The name of the organization shall be MANASOTA THEATRE ORGAN SOCIETY, INCORPORATED, hereinafter referred to as the Corporation.

**ARTICLE II  
PURPOSE, ORGANIZATION AND USE OF NAME**

- 2.1 **PURPOSE:** The Corporation shall promote the tradition of the theatre pipe organ and enhance public understanding of the instrument and its musical sound through concerts, technical discussion, recordings, educational instruction, tours, and written articles regarding its history. Included in this purpose shall be preservation of the instrument by rehabilitation, construction, voicing, maintenance, and operation.
- 2.2 **ORGANIZATION:** The Corporation is formed as a non-profit entity not for the private gain of any individual. It is organized exclusively for charitable and educational purposes within the meaning of Sec. 501(c) (3) of the internal revenue Code and Chapter 617 statutes of the State of Florida. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted by a Corporation exempt from Federal Income tax under Sec. 501 of the Internal Revenue Code or of a corresponding provision of any future U.S. Internal Revenue Law, nor shall any substantial part of the activities of the Corporation be devoted to propaganda or otherwise attempting to influence legislation or participation in any political campaign including publishing or distribution of statements in behalf of candidates for public office.
- 2.3 **USE OF NAME:** The Corporation shall guard against use of its name, insignia, or any other emblem by unauthorized persons. Prior permission for their use may be granted by the Board of Directors for use whenever a benefit accrues to the Corporation.

**ARTICLE III  
MEMBERSHIP**

- 3.0 **MEMBERSHIP ELIGIBILITY:** Membership shall be open to all persons regardless of race, color, creed, sex, age, or national origin who are interested in furthering the purpose of the Corporation and whose application and dues payment have been accepted. Membership shall be contingent upon maintaining concurrent membership in ATOS.
- 3.1 **ENTITLEMENT:** Membership entitles the holder to:
- A. Attend membership meetings with corresponding voting privileges for the class of membership held.
  - B. Participate in all activities of the Corporation and attend "membership concerts" together with the member's immediate family. "Immediate Family" shall consist of spouse and children under the age of eighteen who may participate in corporation activities but have no voting rights. A single member family includes one companion. A family membership is entitled to one vote.
  - C. Votes may be cast in person or by proxy.
- 3.2 **CLASSES OF MEMBERSHIP:**
- A. **ACTIVE MEMBERSHIP** includes full office holding and voting rights.

- B. **STUDENT MEMBERS** is open to any person under the age of eighteen years. Voting rights are included. Office holding rights are excluded.
  - C. **HONORARY MEMBERSHIP** shall be for life and in recognition of outstanding services to the Corporation. A two-thirds vote of the Board of Directors is required plus a majority vote by the general membership. Honorary membership includes both voting and office holding privilege.
  - D. **FRIEND OF THE MANASOTA THEATRE ORGAN SOCIETY** is open to any person who is not a member of The American Theatre Organ Society. Neither voting nor office holding rights is included. The usual dues and other privileges are included.
- 3.3 **DUES:** Corporation yearly dues shall be set by the board of Directors plus a majority vote of the general membership. Dues are due and payable the first day of July of each year. Members whose dues are not received by the first day of September of each year shall be dropped from the roles. New members joining before the first of January will pay the full annual dues; those joining during January, February, and March will pay 50% of the annual dues. Those joining during April, May, and June will pay 25% of the annual dues.
- 3.4 **TERMINATION OF MEMBERSHIP:** Members shall be terminated through:
- A. Death of the member.
  - B. Written resignation.
  - C. Non payment of dues.
  - D. Conduct which is deemed inimical to the Corporation. Such determination shall be made through the established grievance procedure.
- 3.5 **TRANSFER OF MEMBERSHIP:** An active member may not transfer his or her membership. Upon the death of an active member, the membership shall be transferred to the surviving spouse.
- 3.6 **RECIPROCIITY OF MEMBERSHIP:** Reciprocity of membership between organ societies is not recognized.
- 3.7 **PROPERTY RIGHTS OF MEMBERS:** No member shall have any right or interest in the property or assets of this Corporation.
- 3.8 **MEMBERSHIP LIABILITY:** No member shall be personally liable for the debts, liabilities or obligations of the Corporation.
- 3.9 **QUORUM:** Twenty-five percent of the membership shall constitute a quorum at any meeting called for the purpose of conducting business of the Corporation.
- 3.10 **ANNUAL MEETING:** The membership shall meet for business purposes and election results at least once a year. Such annual meetings shall be held no later than the thirtieth day of June.

#### **ARTICLE IV BOARD OF DIRECTORS**

- 4.0 **NUMBER AND QUALIFICATIONS:** The Board of Directors shall consist of nine active and voting members composed of four elected officers, the immediate past president, plus four elected directors.
- 4.1 **ELECTION AND TERM OF OFFICE:** Directors shall serve for two years. Any outgoing director may serve an additional term if elected, and may be nominated for election at any time if not

currently serving. Despite the expiration of a directors term, the director continues to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors.

- 4.2 **VACANCIES:** In the event of a vacancy on the Board of Directors for any reason, the remaining directors may appoint a successor to serve out the balance of the term.
- 4.3 **MEETING ATTENDANCE and performance of duties:** A member of the Board of Directors missing three regular meetings in succession may, after due notice, be removed from the Board and a successor appointed. A member of the Board of Directors who fails to perform his duties as director and in keeping with the best interests of the Corporation shall be subject to removal. Any such determination shall be made through the established grievance procedure. Any Board member may place his/her proxy for any one meeting, or adjournment thereof, with the secretary.
- 4.4 **MEETINGS:** The Board of Directors shall meet at least two times a year.
- 4.5 **QUORUM:** Presence of five directors shall constitute a quorum in the conduct of Corporation business.
- 4.6 **POWERS OF THE BOARD:** The Board of Directors shall have the following powers:
- A. To conduct, manage and control the affairs and business for the Corporation and make any necessary rules, regulations and policies.
  - B. To adopt, alter, make and use a Corporation seal that shall comply with any applicable legal statutes and these bylaws.
  - C. To borrow money and to incur indebtedness for Corporate purposes upon approval of the general membership.
  - D. To manage in a responsible manner the Corporation assets of whatever nature. To make decisions regarding expenditures for the good of the Corporation but holding in reserve in the treasury a balance at all times to cover the normal operating expenses for the balance of the fiscal year.

## **ARTICLE V OFFICERS**

- 5.0 **NUMBER, qualification and length of term:** There shall be four officers of the Corporation: president, vice president, secretary and treasurer, each of whom shall have been an active member for at least two years and shall be elected for a term of two years at the annual meeting of the Corporation. All officers may be re-elected to the same office, if nominated and eligible, with a limit of tenure of four consecutive years. Despite the expiration of an officer's term, the officer continues to serve until his or her successor is elected and qualifies.
- 5.1 **PRESIDENT:** The president shall preside at all regular and special meetings of the Board of Directors and/or the membership. He shall appoint such committees as are necessary to carry out the business of the Corporation from among the members of the Board of Directors and/or the general membership, with the exception of the nominating committee which shall be appointed subject to the approval of the Board of Directors.
- 5.2 **VICE PRESIDENT:** The vice president shall assist the president and in his absence he shall assume the duties of the president. He shall also assume the responsibility for the year-end financial audit and for the initial budget presentation no later than the thirty-first day of July of the new year.

- 5.3 **SECRETARY:** The secretary shall maintain accurate records of all meetings, all records and reports of committees and conduct the general correspondence of the Corporation. He shall notify board members at least one week prior to the date set for board meetings.
- 5.4 **TREASURER:** The treasurer shall keep adequate correct books of account showing receipts and disbursements of the Corporation and an account of cash and other assets. The treasurer shall receive prepaid dues and be responsible for membership records, renewal notices, and issuance of membership cards. The treasurer shall deposit all monies of the Corporation with such depositories as are designated by the Board of Directors and shall publish statements in the regular book of minutes. The treasurer shall maintain the Corporation on a current basis by filing necessary yearly corporate fees with the State of Florida and by filing any required forms with the Internal Revenue Service. All disbursements shall be approved by the president and bank accounts shall require the signature of two officers.

## **ARTICLE VI STANDING COMMITTEES**

- 6.0 **NUMBER AND APPOINTMENT:** There shall be seven standing committees: Membership, Program, Concert, Communication, Publicity, Organ Preservation, and Archives. The chairman of each committee shall be appointed by the President from among members of the Board of Directors and/or the general membership. Chairmen shall be appointed to serve for one year. Any additional activity to those specified below for each committee shall be subject to the approval of the Board of Directors.
- 6.1 **MEMBERSHIP:** The Membership chairman shall be responsible for preparing and processing all membership applications. The chairman shall also be responsible for membership solicitation.
- 6.2 **PROGRAM:** The Program chairman shall be responsible for the program portion of the regular meetings including special programs such as "youth artist contests" and "masters classes". The chairman shall arrange for meeting locations, equipment and other hospitality requirements. Program information shall be furnished to the Communications and Publicity chairmen at the appropriate time.
- 6.3 **CONCERT:** The Concert chairman shall be responsible for all aspects of public concerts sponsored by the Corporation. Arrangements shall be made for organists, their introduction to the local facilities, and hospitality during their stay. Required informational material, slides, projectors and other necessary equipment shall be obtained. Program information shall be furnished to the Communications and Publicity chairmen at the appropriate time. Arrangements shall be made for ushers, door guards and other required personnel.
- 6.4 **COMMUNICATIONS:** The Communications chairman shall be responsible for preparing, producing and distributing the membership newsletter on a timely basis. The publication shall contain news of importance from the standing committees and general interest information.
- 6.5 **PUBLICITY:** The Publicity chairman shall be responsible for promotion of Corporation activities and goals through the general media including news releases, public notices, printed material, and radio and TV spots. All publicity shall be coordinated with the requirements of other committee chairmen.
- 6.6 **ORGAN PRESERVATION:** The organ preservation chairman shall be responsible for organizing and maintaining a maintenance crew for the local facilities. Work shall be organized to provide

routine maintenance between regular concert dates together with a long-range plan for gradual improvement of the facilities. The crew will work closely with the Concert chairman to provide for special requirements of visiting artists.

- 6.7 ARCHIVES: The Archives chairman shall collect and maintain a record of Corporation activities, items of organ lore of both technical and historic nature for the benefit of members and provide source material for chairmen of other standing committees. A society library of organ literature shall be maintained including print, film and electronic material as seems appropriate.

## **ARTICLE VII ELECTIONS**

- 7.0 NOMINATING COMMITTEE: A nominating committee shall be appointed in April of each year by the president to select a slate of candidates for corporate officers, including Board of Directors, for the ensuing year. Three, five or seven members in good standing may be chosen, one of whom may be a current member of the Board of Directors. The committee shall strive to submit at least two names for each post to be filled and shall present the slate to the membership at least thirty (30) days prior to the annual meeting. Nominees shall be willing to serve.
- 7.1 ELECTIONS: Elections shall be held in June with the results announced at the annual meeting and published in the July newsletter to members.
- 7.2 BALLOTING: The election shall be held by written ballot. The secretary shall prepare the ballots and mail to each active member three (3) weeks prior to the annual meeting date. The ballots shall also constitute a proxy for those unable to attend the annual meeting if returned to and received by the secretary prior to the meeting. Write-in votes are permitted on all proxies or ballots. The candidates receiving the most votes for each position shall be declared elected to that office or directorship. In case of a tie vote the then serving Board of Directors shall determine the winner of that office from among the candidates involved. The president may appoint three (3) inspectors of election to oversee ballot counting. Election results shall be announced at the annual general membership meeting based upon the returned proxies and ballots cast. Elected officers shall assume their offices at the beginning of the new fiscal year.

## **ARTICLE VIII MISCELLANEOUS**

- 8.0 EXECUTION OF DOCUMENTS: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be in 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 Corporation to any contract or engagement, or to pledge its credit or to render it liable for any purpose or to any monetary amount.
- 8.1 INSPECTION OF RECORDS: All corporate records and documents, including but not limited to the Articles of Incorporation, Bylaws, minutes of all business meetings and Board meetings, and financial records, shall be made available for inspection by members at any reasonable time upon application to the secretary. The inspection may be made in person or by an agent.
- 8.2 CONSTRUCTION AND DEFINITION: Unless the context otherwise requires, the general provision, rules or construction of the definition contained in the Florida General Non-profit Corporation Law shall govern the construction of the bylaws.

- 8.3 **RULES OF ORDER:** The rules contained in Robert's Rules of Order (revised), shall govern all meetings of the Corporation, except in instances of conflict between said rules of order and the articles of these bylaws. The bylaws shall prevail.
- 8.4 **FEES AND COMPENSATION:** No member of the Corporation shall receive any compensation for their services, but may receive such reimbursement for expenses as may be fixed by the Board of Directors.

**ARTICLE IX  
GRIEVANCE PROCEDURE**

- 9.0 **FILING A GRIEVANCE:** No grievance shall be submitted from the floor or by hearsay. Any grievance shall be submitted in writing to the president. The president, immediately upon receipt of the grievance, shall appoint a grievance committee of three (3) disinterested active members in good standing and shall notify immediately the accused member and the Board of Directors and shall give them a copy of the written grievance. Within thirty (30) days after receipt of the accusation, the grievance committee shall report their findings in writing to the president, the accused member and Board of Directors.
- 9.1 **HEARING AND DECISION:** Disposition of the grievance shall be determined within thirty (30) days by the Board of Directors. The accused member may request a closed hearing before the Board prior to the decision. The penalty may be reprimand, suspension, removal from elected office or termination of membership.
- 9.2 **APPEAL OF DECISION:** If a majority of the Board of Directors vote to penalize a member, the member may request that the decision be appealed to the next regular meeting. Decision shall be reached by a majority of the general membership providing a quorum is present.

**ARTICLE X  
AMENDMENTS**

- 10.0 **AMENDMENTS:** Bylaws may be adopted, amended or repealed, by a two-thirds majority vote of the membership quorum at a meeting of the Corporation, provided that written notice containing the wording of the proposal be sent to every voting member at least two weeks prior to the meeting.

**These bylaws were ratified and became effective on the 30th day of October, 1991.**

**Attest: Carl Walker, Secretary**

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| Amended March 15, 1992.    | [ATOS affiliation added.]  |
| Amended December 10, 1993. | [Old Article X deleted; Article XI became Article X.]  |
| Amended July 23, 1995.     | [Article IV, Board of Directors increased to nine.]  |
| Amended April 21, 1996.    | [Article III, Section 3, Method of dues payment by new members changed. [Article VII, Wording: corporate office changed to corporate officers.]                |
| Amended March 19, 2000.    | [Various procedural matters.]  |
| Amended June 16, 2001.     | [Term of office to run until successor elected.]   |
| Amended June 16, 2002.     | [Membership class "Friend" added.]   |
| Amended April 23, 2017.    | [Article IV, Section 4, The Board of Directors shall meet at least six times a year. Changed to: The Board of Directors shall meet at least two times a year.] |