

# REVISED BY-LAWS (2023)

## Article I. ORGANIZATION

**Section 1.1 Organization.** These by-laws are generated in order to improve the functionality and ease of utility of and to be consistent with goals and purpose of the society.

**Section 1.2 Definition.** Here within South Florida Theatre Organ Society also referred to as society.

**Section 1.3 Purpose.** A private society not for the private gain of any person.

### Section 1.4 Goals.

- a. To preserve and enhance theatre organ music.
- b. To further the appreciation of the theatre organ and its music through education and concerts.

**Section 1.5 Status.** The organization has no material assets and only functions as a chapter of ATOS to promote its goals as found in these by-laws. There exists no formal relationship with any organ venue, nor facility housing an organ and only enjoys the use of these organs at the pleasure of the location, with no formal, nor informal financial exchange or obligation.

## Article II. OFFICERS

**Section 2.1 Board of Directors.** The Board of Directors shall consist of the President, Vice President, Secretary and Treasurer in addition to the chairpersons of the standing committees as defined in these by-laws.

**Section 2.2 Special Officer.** Chairman Emeritus will be a non voting member of the board and will not participate in daily activities. This position will be filled based on the individuals long term commitment to the organization.

**Section 2.3 Executive Committee.** The executive committee will consist of the President, Vice President, Secretary, Treasurer and chairperson of Membership committee. They will perform the duties of daily management with full authority of the board.

## Article III. MEMBERSHIP

**Section 3.1 Members.** All members shall have the right to participate in and vote on activities of the society as outlined in these by-laws.

**Section 3.2 Membership Requirement.** Completion of application does not guarantee membership. Executive committee approval is required for acceptance.

**Section 3.3 Termination.** For cause as result of failure to pay dues, fees or assessment as determined by the Board of Directors. Termination without cause requires majority vote of the Board of Directors.

## **Article IV. MEETINGS & VOTING**

**Section 4.1 Meetings.** General members meetings will be a minimum of 1 per calendar year. Board meetings will be held quarterly or as needed. Special meetings can be requested by any member and called by the chairperson of the appropriate committee.

**Section 4.2 Notice.** Notice of annual meetings shall be given by the Secretary to all voting members and shall be sent out no less than 10 days prior to the meeting. This notification may be either via email or postal mail. Board meetings will have similar notification requirements.

**Section 4.3 Quorum.** Quorum will only be required for transaction of business that requires the vote of the general membership. A 25% quorum for voting maybe obtained either in person or query.

**Section 4.4 Board & Executive Committee Actions.** Board and Executive Committee Actions will require a simple majority. A no response will be a vote in the affirmative.

## **Article V. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

**Section 5.1 Executive Committee.** This committee will conduct daily business of the society that is consistent with these by-laws.

**Section 5.2 Powers.** The executive committee shall have the rights and authority to conduct business on behalf of the board of directors of the society including but not limited to membership requirements and event planning.

### **Section 5.3 Nomination & Election Of The Board**

- a.** The nominating committee shall be appointed by the President (or designee) of the society and will include at least 3 voting members.
- b.** Election of Officers. The nominating committee shall present nominations to the Board of Directors and pending concurrence will be presented to the general membership for election.
- c.** Chairpersons of the standing committees who will also be members of the Board of Directors and shall be appointed by a majority vote of the Executive Committee.

**Section 5.4 Terms.** The Executive Committee officers will be elected for a 2-year term and maybe re-elected for a second term or until replaced.

**Section 5.5 Vacancies.** Vacancies will be filled via appointment by the President (or designee) until a successor is nominated and elected at the next annual meeting.

**Section 5.5 Succession of Authority.** In the case of vacancy in the position of the president, all right and responsibilities will be fulfilled by the vice-president, treasurer, secretary or chairperson of the membership committee in descending order.

## **Article VI. STANDING COMMITTEES**

**Section 6.1 Chairperson Of The Standing Committee.** The chairperson of the standing committees will also be members of the Board of Directors and are defined as follows:

Planning  
Membership  
Logistic  
Website  
Member at Large  
Hospitality

**Section 6.2 Other Committees.** These committees shall be appointed by the executive committee on an as needed basis, and shall report to the executive committee.

**Section 6.2.1 Nominating Committee.** The nominating committee as appointed by the President (or designee) shall meet on an as needed basis.

**Section 6.2.2 By-Laws Committee.** The By-laws Committee shall be chaired by the Vice President and meet on an as needed basis.

## **Article VII. MISCELLANEOUS**

**Section 7.1 Amendments To These By-Laws.** Amendments to these by-laws may be made by the Executive Committee and will remain in force until codified by the general voting membership.

**Section 7.2 Standing Committees.** The standing committees will operate under rules and regulations developed by each committee and with the authority of the Executive Committee.

**Section 7.3 Executive Committees.** The Executive Committee shall have the authority to appoint individuals to assist in the running of the daily business of the organization.

## **Article VIII. REPORTING**

**Section 8.1 Secretary.** The secretary will take minutes at all Board and general meetings. These minutes to be approved at the next board meeting.

**Section 8.2 Treasurer.** The treasurers report will be issued by the treasurer at each Board Meeting.

**Section 8.3 Standing Committee.** Each standing committee will give an update at each Board meeting.