

# Bylaws of the RED RIVER THEATRE ORGAN SOCIETY

*Organized and Chartered March 16, 1965; Incorporated December 1, 1992.*

## ARTICLE I

### NAME

The name of this organization shall be known as the “Red River Theatre Organ Society.”

## ARTICLE II

### AFFILIATION

This organization, hereinafter referred to as this “society,” shall be a subordinate chapter of the national organization known as the “American Theatre Organ Society,” hereinafter referred to as “ATOS,” per the Chapter-Charter Agreement, and it recognizes the general jurisdiction of the ATOS in all matters pertaining to the purposes of ATOS. In order to ensure uniformity throughout the ATOS, this society agrees to abide by the ATOS Bylaws and Policies, as published annually.

## ARTICLE III

### PURPOSES

The purposes of this society, as set forth in its Articles of Incorporation, shall be as follows: To promote the theatre pipe organ by preserving and furthering its use and understanding; to preserve its historical tradition; and to contribute to the musical education and cultural enrichment of the public through activities which shall include, but not be limited to, the following means:

- Encourage the training of theatre pipe organists;
- Present programs in which pipe organ music is featured;
- Present lectures, workshops, and demonstrations of theatre organ playing and construction;
- Restore theatre pipe organs still remaining in theatres and other public places;
- Arrange for the removal, renovation, and re-installation of pipe organs that are no longer wanted or used;
- Collect and preserve manuscripts, musical scores, and other pipe organ and theatre memorabilia;
- Do all things necessary and lawful to effectuate the purposes for which the society is organized.

## ARTICLE IV

### MISSION

This society is committed to providing educational and engaging programming opportunities for all members of the Fargo, Moorhead, and surrounding communities through the music and art form of the theatre pipe organ.

## ARTICLE V

### MEMBERSHIP

#### SECTION I – Qualifications for Membership

All persons interested in the purposes and mission of this society shall be eligible for membership in the society.

## SECTION II – Membership Classes

There shall be two classes of membership: regular and associate. Regular members are those members who hold membership in the national ATOS. Associate members are those who hold membership in this society only.

## SECTION III – Voting Rights

All persons who are regular members shall be allotted one vote per membership.

## SECTION IV – Dues

All associate members shall pay dues as set by the regular membership. Dues shall cover the period of one year. All associate members must renew their dues annually or their membership in the society shall be terminated. All regular members must pay dues to the national ATOS and register with the national membership secretary, specifying their desire to join this society through the membership application form.

## SECTION V – Transfer of Membership

Membership in the society is not transferable or assignable.

# ARTICLE VI OFFICERS

## SECTION I – List of Officers

The officers of this society shall be: President, Vice President, Secretary, and Treasurer.

Additional offices may be created, should the need arise. Any two or more offices may be held by the same person, except the offices of the president and secretary. Only regular members of the society shall be eligible for holding any office within the society.

## SECTION II - Duties of Officers

**A. PRESIDENT:** It shall be the duty of the president to preside at all meetings of the society and executive board. In his or her absence, the vice president or any other member may be designated as a temporary chairman to preside at any such meeting. The president shall be the principal executive officer of the society and shall be general supervisor of the business and affairs of the society. The president shall be the preparer of an agenda for all meetings of the society and executive board. The president shall countersign to the secretary all documents, contracts, and other instruments for, on behalf of, and in the name of the society when more than one signature is required.

**B. VICE PRESIDENT:** It shall be the duty of the vice president to, in the absence of the president or in the event of his or her inability or refusal to act, perform all stated duties of the office of the president and when so acting, shall have all powers of and be subject to all the restrictions placed on the office of president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president.

**C. SECRETARY:** It shall be the duty of the secretary to record minutes of every meeting of the society and executive board, including the date, place, business transacted, and members present. An archive of the meeting minutes of the society and executive board shall be continually updated by the secretary and preserved in a proper manner. It shall also be the duty of the secretary to carry on general correspondence connected with the society and to keep a careful record of all business transacted by the society, including keeping an updated membership roster, periodically updating society information in the *Theatre Organ Journal* and on the national ATOS website, and sending out all regular, special, and annual meeting notices of the society and executive board. The secretary shall sign all documents, contracts, and other instruments for, on behalf of, and in the name of the society.

**D. TREASURER:** It shall be the duty of the treasurer to manage the financial affairs of the society, be the custodian of its funds, keep a comprehensive written record of the treasury and all other financial accounts of the society, and balance the ledgers of every financial account with their respective financial institution and bank statements. The treasurer shall also prepare and present an annual report at the annual meeting, regular reports at every regular meeting of the society, and any other reports as may be required by the society.

### **SECTION III – Election and Term of Office**

The officers of the society shall be elected annually by the membership at the annual meeting by ballot. The term length of any and every office shall be one year, beginning and ending at the close of the annual meeting, and any officer may be re-elected for an unlimited number of consecutive terms.

### **SECTION IV – Removal**

Any officer may be removed by a two-thirds majority vote of the entire voting membership, whenever in their judgment the best interests of the society would be served thereby. Such removal shall be without prejudice, the contract rights, if any, of the officer, so removed.

### **SECTION V – Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by an election of the membership or appointment of the executive board for the unexpired portion of the term.

## **ARTICLE VII MEETINGS OF MEMBERS**

### **SECTION I – Regular Meetings**

Under typical circumstances, the society shall meet once every odd month, beginning in January, the date of each succeeding meeting to be decided at the end of the current meeting. Five (5) days' notice shall be sufficient for any regular meeting of the society.

### **SECTION II – Annual Meeting**

The regular meeting in January shall be known as the annual meeting and shall be for the purpose of electing officers, receiving annual reports of officers and committees, and for any other business that may arise.

### **SECTION III – Special Meetings**

Special meetings of the society may be called by any officer, or by a petition, signed by at least three (3) members and submitted to the president. Twenty-four (24) hours' notice shall be sufficient for any special meeting of the society.

### **SECTION IV – Informal Action by Members**

Any action required by law to be taken at a meeting of the society may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

### **SECTION V – Quorum**

Five (5) voting (regular) members shall constitute a quorum at any meeting of the society. If a quorum is not present at a planned meeting, said meeting shall be considered invalid and any business transacted, or discussions had shall not be recognized as legitimate by the society.

### **SECTION VI – Proxies**

At any meeting, a member entitled to vote may vote by proxy, executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after two months after the date of its execution.

## **ARTICLE VIII EXECUTIVE BOARD**

### **SECTION I – General Power**

The affairs of this society shall be managed in between its regular meetings by an executive board. The executive board may approve the disbursement of funds, with a maximum amount of \$500, for urgent or emergency situations in which the functionality of society instruments is at stake.

### **SECTION II – Composition**

The executive board shall consist of the president, vice president, secretary, and treasurer.

### **SECTION III – Executive Board Meetings**

The executive board may hold regular and special meetings, provided all meetings are open, and the membership be aware of the time, place, and date of such meetings. At least twenty-

four (24) hours' notice shall be required for notice of any regular or special executive board meeting.

#### **SECTION IV – Quorum**

A majority of the executive board shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the officers are present at said meeting, the meeting shall be considered invalid, and any business transacted or discussions had shall not be recognized as legitimate by the society.

#### **SECTION V – Compensation**

Officers and members are not to be paid for holding office within the society.

#### **SECTION VI – Informal Actions of Officers**

Any action required by law to be taken at a meeting of the executive board, or any action which may be taken at a meeting of officers, may be taken without a meeting, if a consent in writing, setting forth the action taken, is signed by all the officers.

### **ARTICLE IX COMMITTEES**

The president may appoint standing and ad hoc (special) committees from time to time, when the need arises. Each committee shall elect its own chairman and secretary, as necessary, and shall make reports as may be required by the society or executive board. Each committee shall have the authority to appoint subcommittees.

### **ARTICLE X APPOINTED POSITIONS**

#### **SECTION I – List of Positions and Terms of Office**

The appointed positions of this society shall include, but not be limited to: Archivist, Auditor, Instrument Curator, Reporter, and Webmaster. These positions shall be appointed by the president and the term of office for each appointed position shall be one year, beginning and ending at the close of the annual meeting, with opportunity for reappointment to an unlimited number of consecutive terms.

#### **SECTION II – Duties of Appointed Positions**

**A. ARCHIVIST:** It shall be the duty of the archivist (or archives committee) to keep account of all society books, financial records, minutes, music, programs, publications, and any other article appearing in newspapers or magazines concerning the society, and periodically deposit these materials into the North Dakota State University Archives (Institute for Regional Studies Archives). The archivist shall also serve as historian of the society and shall periodically update its written history and record of officers, positions, and committees served.

**B. AUDITOR:** It shall be the duty of the auditor (or audit committee) to conduct an annual audit of all funds managed by the society to determine the funds are being managed according to generally accepted accounting principles and that the financial reports reflect an accurate picture of the society's financial condition. The auditor shall have the authority of the society to request and receive records of all finances of the society. A report shall be made by the auditor to the membership at the annual meeting.

**C. INSTRUMENT CURATOR:** It shall be the duty of the instrument curator to manage the maintenance and affairs of all society-owned instruments, and a report shall be made to the membership at every regular and annual meeting of the society.

**D. REPORTER:** It shall be the duty of the reporter to gather information about the society and its activities and events every other month and forward such information and accompanying photos to the staff of the *Theatre Organ Journal* for publication in said journal and such other reporting as may be deemed necessary by the society.

**E. WEBMASTER:** It shall be the duty of the webmaster to maintain the society's website with the most current information possible. The website shall include, but not be limited to, the following: a full listing of the society's events for the current year, contact information for the

society, a link to the national ATOS website, and any other information useful to individuals interested in contacting the society through the internet.

## **ARTICLE XI**

### **PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* in its most current edition shall govern the society and executive board in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of the society.

## **ARTICLE XII**

### **OFFICES AND GEOGRAPHIC AFFINITY**

The principal office of the society shall be located in Fargo, Cass County, North Dakota. The society may have such other offices within the United States of America as the business may require from time to time.

## **ARTICLE XIII**

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

#### **SECTION I – Contracts**

The executive board may authorize any officer or officers, agent or agents of the society, so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the society, and such authority may be general or confined to specific instances.

#### **SECTION II – Financial Signers**

At all times, there shall be two (2) full signers (agents) of equal power on each of the society's banking and financial accounts, with one being the treasurer, and the other being the secretary or president.

#### **SECTION III – Deposits**

All funds of the society shall be deposited from time to time to the credit of the society in such bank, trust companies, or other depositories as the membership may select.

#### **SECTION IV – Gifts**

The executive board may accept on behalf of the society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the society.

#### **SECTION V – Disbursement of Funds**

Any persons looking to be reimbursed by the society for society operation expenses that have been or will be paid out-of-pocket must submit an application to the membership at any meeting for approval before money is disbursed to the requesting member. A receipt must be submitted once the expense(s) is/are incurred, and such reimbursement(s) are not guaranteed to be made if not approved at a prior meeting.

## **ARTICLE XIV**

### **BOOKS AND RECORDS**

The society shall keep correct and complete books and records of accounts, minutes of the proceedings of its members and executive board, and any other relevant memorabilia. Any of these records shall be available to all members of the society upon request and they shall be kept perpetually. The society may, from time to time, transfer the guardianship of said records to a third-party archive, namely the North Dakota State University Archives (Institute for Regional Studies Archives), to ensure they are kept in perpetuity.

## **ARTICLE XV**

### **FISCAL YEAR**

The fiscal year of the society shall begin on the first day of January and end on the last day of December of each year.

**ARTICLE XVI  
FINANCIAL AUDIT**

The annual meeting shall be held after the books and records of the society have been closed and audited by the auditor (or audit committee) for the fiscal year ending.

**ARTICLE XVII  
NON-PROFIT AND TAX-EXEMPT FILINGS**

A member or members of the society shall be designated responsible for taking care of the necessary filings to maintain the society's federal 501(c)(3) tax-exempt organization status through the Internal Revenue Service and State of North Dakota domestic non-profit corporation status through the Secretary of State.

**ARTICLE XVIII  
DISSOLUTION**

The society is not organized, nor shall it be operated for, pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to its members. It is organized solely for non-profit purposes. No part of the net earnings or assets of the society shall revert to the benefit of any members or persons. In the event of the dissolution of the society, all net earnings and assets of all nature whatsoever shall be donated to organizations selected by the membership. The organizations so selected shall be organizations which have qualified under Section 501(c)(3) of the Internal Revenue Code of the United States.

**ARTICLE XIX  
AMENDMENTS**

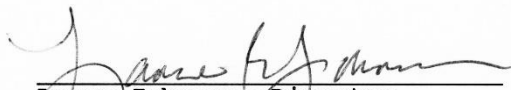
These bylaws may be amended at any regular, annual, or special meeting of the society by a simple majority vote of the members present, provided a quorum has been met and that the proper, written notice has been distributed to the entire voting membership prior to the meeting at which said amendment(s) will be voted on.

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**ADOPTION, AMENDMENTS, AND SIGNATURES**

Adopted on October 17, 1993 in Fargo, Cass, North Dakota, U.S.A.  
Amended on November 10, 2019  
Amended on July 12, 2020  
Amended on March 7, 2021  
Amended on May 15, 2023

**SIGNATURES** (On October 17, 1993)

  
Lance Johnson, Director

Lance E. Johnson, President

  
Lloyd Collins

Lloyd C. Collins, Vice President & Treasurer

  
Sonia M. Carlson

Sonia M. Carlson, Secretary