

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" (also known as "RRTOS").

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 Uniform Chapter Charter Agreement, and it recognizes the general jurisdiction of the ATOS in all matters pertaining to the purposes of the ATOS. In order to ensure uniformity throughout the ATOS, this society agrees to abide by the ATOS Bylaws and Policies, as they apply to chapters.

ARTICLE III

PURPOSES

The purposes of this society, as set forth in its Articles of Incorporation, shall be as follows: To promote the theatre 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 its members and the general public through activities which shall include, but not be limited to, the following means:

- Encourage the training of theatre 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 theatre pipe organs that are no longer wanted or used;
- Collect and preserve manuscripts, musical scores, and other organ and theatre memorabilia;
- Do all things necessary and lawful to effectuate the purposes for which the society is organized.

ARTICLE IV

MEMBERSHIP

SECTION I – Qualifications for Membership

All persons interested in the purposes 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 through the national ATOS. Associate members are those who hold membership locally through this society only.

SECTION III – Voting Rights

Each regular member shall be allotted one vote.

SECTION IV – Dues

Dues shall cover the period of one year. 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. All associate members shall pay dues to the society at half the current regular membership rate of the national ATOS. All members must renew their dues annually or their membership in the society shall be terminated.

SECTION V – Transfer of Membership

Membership in the society is not transferable or assignable.

ARTICLE V

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 or president and treasurer. 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 board of directors. In his or her absence, the vice president or any other member may be designated as a temporary chair 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 board of directors. 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 board of directors, including the date, place, business transacted, and members present. It shall also be the duty of the secretary to carry on general correspondence connected with the society and to send out all regular, special, and annual meeting notices of the society and board of directors. The secretary shall write and deliver a report at the annual meeting detailing the society's activities of the previous year. 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 and be the supervisor and custodian of its monies, funds, and credits. In doing so, the treasurer shall make all disbursements of society funds, cause all monies and credits to be deposited in the name and to the credit of the society in the proper accounts, 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 statements. The treasurer shall also prepare and present an annual report at the annual meeting,

regular reports at every regular meeting of the society, any other reports as may be required by the society, and maintain an updated membership roster. The treasurer may not serve on the audit committee.

SECTION III – Election and Term of Office

The officers of the society shall be elected annually by the society 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 simple majority vote of the entire voting membership whenever in its 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 society for the unexpired portion of the term.

ARTICLE VI

MEETINGS OF THE SOCIETY

SECTION I – Regular Meetings

The society shall meet bimonthly, 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. Additional regular meetings may be held, should the need arise.

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 – Quorum

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

SECTION V – 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 VII

BOARD OF DIRECTORS

SECTION I – General Power

The affairs of this society shall be managed in between its regular meetings by a board of directors. All actions of the board of directors shall be subject to ratification by the society. The board of directors may approve the disbursement of funds, with a maximum amount of \$1,000, for urgent or emergency situations in which the functionality of society instruments is at stake.

SECTION II – Composition

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

SECTION III – Board of Directors Meetings

The board of directors may hold regular and special meetings, provided all meetings are open, and any interested member 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 board of directors meeting.

SECTION IV – Quorum

A majority of the board of directors 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.

ARTICLE VIII

STANDING COMMITTEES

SECTION I – List of Standing Committees

The standing committees of the society shall include, but not be limited to: Archives, Audit, Bylaws Review, Program, and other such committees as the society shall deem necessary. Each committee shall elect its own chair and secretary, as necessary, and shall make reports as may be required by the society or board of directors. These committees shall be appointed by the president and the term of office for each committee member 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. Each committee shall have the authority to appoint subcommittees.

SECTION II – Duties of Standing Committees

A. ARCHIVES COMMITTEE: It shall be the duty of the Archives Committee to maintain an archive containing all historical materials related to the society, including but not limited to: society books, financial records, minutes, music, programs, publications, media recordings, and any other historical materials concerning the society. These materials may be periodically deposited into the North Dakota State University Archives (Institute for Regional Studies Archives). The committee shall also serve as historians of the society and shall periodically update its written history, record of officers, positions, and committees served. The archives committee shall ensure that all public programming (and selected membership programming) is audio recorded or audio and video recorded, and that the recordings are properly archived. Along this line, the committee shall also ensure that programming, events, workdays, meetings, and other such areas of interest within the society are regularly photographed and that these photographs are properly archived.

B. AUDIT COMMITTEE: It shall be the duty of the Audit Committee to conduct an annual audit of all funds managed by the society to determine said 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. This committee shall have the authority of the society to request and receive records of all finances of the society. A report shall be made by this committee to the society at the annual meeting. A competent, uninterested third party may also serve in the capacity of auditor.

C. BYLAWS REVIEW COMMITTEE: The Bylaws Review Committee shall be responsible for advising the society of any recommended amendments to these bylaws as they

deem necessary, keeping a record of any such amendments which have been adopted by the society. This committee shall also be responsible for keeping the society advised of the national ATOS bylaws and policies, particularly as to the effect of the national bylaws and policies on the society.

D. PROGRAM COMMITTEE: The Program Committee shall be responsible for the planning and implementation of all programming for meetings of the society. The committee shall also serve in an advisory capacity for all public programming of the society.

ARTICLE IX

AD HOC COMMITTEES

The president may appoint ad hoc (special) committees from time to time, when the need arises. Each committee shall elect its own chair and secretary, as necessary, and shall make reports as may be required by the society or board of directors. 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: Instrument Curator, Newsletter Editor, 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. INSTRUMENT CURATOR: It shall be the duty of the instrument curator(s) to manage the maintenance and affairs of all society-owned instruments (“chapter instruments”), and a report shall be made to the society at every regular and annual meeting. It shall be assumed that routine maintenance (i.e., tuning, minor repairs, etc.) may be completed at the discretion of the curator; however, any alterations, additions, and expenses thereof must be approved by the society before they are executed. The treasurer may not serve concurrently as the instrument curator.

B. NEWSLETTER EDITOR: It shall be the duty of the newsletter editor to gather and publish all necessary items and information for the benefit of the members of the society and the public in the society’s newsletter. The editor shall also be responsible for the publication and distribution of the newsletter.

C. 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 *Theatre Organ* journal for publication in said journal and such other reporting as may be deemed necessary by the society. The reporter shall also be responsible for publishing a yearbook containing the name, address, email address, and telephone number of each member. The yearbook shall also contain the Missions and Goals of the national ATOS, a list of all past society presidents, present officers, committee members, appointed positions all national officers, committee members, any available programming schedule for the coming year, and the most current revision of the society bylaws.

D. 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 or joining the society through the internet. The Webmaster shall also periodically update society information in *Theatre Organ* journal and on the national ATOS website, maintain the society's social media accounts, and may employ assistance from other members for these duties.

ARTICLE XI

POWERS OF THE SOCIETY

The powers of this society shall be vested in the society membership meeting, called and conducted in accordance with these bylaws.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* in its most current edition shall govern the society and board of directors 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 XIII

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 XIV

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION I – Contracts

The society 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 at least two (2) full signers (agents) of equal authority on each of the society's banking and financial accounts, with one being the treasurer, and another being the secretary or president. The instrument curator shall be prohibited from having any financial signing authority within the society.

SECTION III – Deposits

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

SECTION IV – Gifts

The board of directors 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 expense or expenses to be incurred in the name of the society must be approved or pre-approved at any regular or special meeting before a reimbursement will be made for said expense or expenses. A receipt for any expense or expenses must be presented to the treasurer.

ARTICLE XV **BOOKS AND RECORDS**

The society shall keep correct and complete books and records of accounts, minutes of the proceedings of its members and board of directors, 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.

ARTICLE XVI **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 XVII **FINANCIAL AUDIT**

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

ARTICLE XVIII **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 XIX **LIMITATIONS ON USE OF ASSETS**

This society is not organized, nor shall it be operated for, pecuniary gain or profit. It is organized solely for non-profit purposes. No part of the net earnings of the society shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the society shall be the carrying on of propaganda or otherwise attempting to influence legislation except as permitted under Section 501(c)(3).

ARTICLE XX **CONFLICT OF INTEREST**

The society shall maintain a written conflict of interest policy applicable to officers, directors, committee members, and key volunteers. Any individual with a potential conflict of interest shall disclose such interest and refrain from discussion and voting in accordance with that policy. The board of directors shall ensure the enforcement of the policy.

ARTICLE XXI **INDEMNIFICATION**

To the fullest extent permitted by the laws of the State of North Dakota, the society shall indemnify any person who is or was a director, officer, committee member, employee, or agent of the society against expenses (including attorney's fees), judgements, fines, and amounts paid in settlement reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of that

person's service to the society, provided that such person acted in good faith and in a manner reasonably believed to be in the best interests of the society. Indemnification shall not apply in cases of willful misconduct, gross negligence, or actions taken outside of the scope of the individual's authority.

ARTICLE XXII
POLITICAL ACTIVITY

This society shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XXIII
LOBBYING LIMITATION

No substantial part of the activities of the society shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3).

ARTICLE XIV
DISSOLUTION

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. Assets shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3).

ARTICLE XXV
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.



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

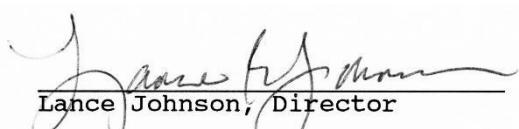
Amended on May 15, 2023

Amended on September 15, 2024

Amended on May 12, 2025

Amended on January 11, 2026

SIGNATURES (On October 17, 1993)



Lance Johnson, Director

Lance E. Johnson, President



Lloyd C. Collins

Lloyd C. Collins, Vice President & Treasurer



Sonia M. Carlson

Sonia M. Carlson, Secretary