

The Birmingham, Alabama Chapter

The American Guild of Organists

CHAPTER BYLAWS

Adopted as revised May 12, 2014, in Birmingham, Alabama.

ARTICLE I NAME

Section 1. The name of this organization shall be the BIRMINGHAM CHAPTER of the American Guild of Organists, hereinafter in these Bylaws referred to as the "Chapter." It is a subordinate unit of the national organization known as the AMERICAN GUILD OF ORGANISTS, hereinafter in these Bylaws referred to as the "Guild."

Section 2. The Chapter's business address is Birmingham, Alabama.

ARTICLE II MISSION STATEMENT

Section 1. The purpose of the Birmingham, Alabama Chapter is the same as that of the American Guild of Organists, as defined in Article II, Section 1 of the National Bylaws.

Section 2. Nothing in these Bylaws shall be read, and none of the Chapter's activities pursuant to these Bylaws or Chapter Operating Procedures, shall be undertaken or executed in a manner inconsistent with the fundamental purposes of the Guild.

ARTICLE III MEMBERSHIP

Section 1. The membership classes, requirements, and privileges of the Chapter shall be the same as those defined in Article III, Sections 1 - 3 and Article VII, Section 3 of the National Bylaws.

Section 2. The methods and manner to obtain membership in the Chapter are defined in the Chapter Operating Procedures and are in accordance with the National Bylaws. Membership in the Chapter may be discontinued, rescinded or denied according to the National Bylaws or the Chapter Operating Procedures.

ARTICLE IV ORGANIZATION AND GOVERNANCE

Section 1. The governance of the Chapter is vested in the Officers and the Executive Committee, as herein defined.

OFFICERS

Section 2. The Officers of the Chapter shall consist of a Dean, a Sub-Dean, a Secretary, and a Treasurer.

Section 3. All Officers shall be elected by ballot from among the General, Independent, and Certificated Members. The election of the Officers shall take place in the manner defined in the Chapter Operating Procedures. The Chapter Officers shall hold office for two (2) years or until their successors are duly elected. The terms of all Chapter Officers shall begin July 1 of the year of their election. All Chapter Officers shall serve concurrently as members of the Executive Committee.

Section 4. The Officers of the Chapter shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be specifically set forth in these Bylaws or the Chapter Operating Procedures, or as may from time to time be specifically conferred, imposed, or limited by the Executive Committee.

Section 5. Officers may resign or be removed from office according to the Chapter Operating Procedures. Vacancies shall be filled according to the Chapter Operating Procedures.

EXECUTIVE COMMITTEE

Section 6. The Executive Committee of the Chapter shall consist of the Dean, Sub-Dean, Secretary, Treasurer, and nine (9) members-at-large elected by the Chapter.

Section 7. The at-large members shall be divided into groups of three (3), each group serving a staggered term. All at-large members of the Executive Committee shall be elected by ballot from among the General, Independent, and Certificated Members. The election of the at-large members shall take place in the manner defined in the Chapter Operating Procedures. The members-at-large of the Executive Committee shall hold office for three (3) years or until their successors are duly elected. The terms of all at-large Executive Committee Members shall begin July 1 of the year of their election.

Section 8. The Executive Committee is responsible for the management of the affairs of the Chapter when the full membership is not present. All actions of the Executive Committee are subject to ratification by the Chapter at its next regularly scheduled meeting.

Section 9. Notice of the time and place of regular meetings of the Executive Committee shall be given to each member of the Committee at least fourteen (14) days prior to the date of such meeting. An agenda of the matters to be considered at the meeting shall be distributed with the notice relating thereto.

Notice of the time and place of a called meeting shall be given to each member of the Executive Committee at least seven (7) days prior to the date of such meeting. An agenda of the matters to be considered at such a called meeting shall be distributed with the notice relating thereto. The meeting may be conducted in person or, following sufficient opportunity for discussion, by polling the members by phone or email. All members must be informed and contacted.

Section 10. At all meetings of the Executive Committee, the presence at the commencement of such meeting of not less than a majority of the members thereof shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Section 11. Minutes of meetings of the Executive Committee are to be distributed to members of the Executive Committee via email or postal service promptly following each meeting.

Section 12. Members-at-large of the Executive Committee may resign or be removed from office according to the Chapter Operating Procedures. Vacancies shall be filled according to the Chapter Operating Procedures.

OTHER COMMITTEES

Section 13. Additional and existing Committees, both Standing and Special, may be appointed or dissolved by the Executive Committee. Their appointment, membership, terms of office, and functions shall be determined by the Executive Committee and delineated in the Chapter Operating Procedures.

**ARTICLE V
MEETINGS OF THE CHAPTER**

Section 1. Regular Meeting. Regular Meetings of the Chapter shall be held as determined by the Executive Committee for the purposes of executing the business affairs of the Chapter. Generally these meetings will be held prior to the Chapter's program meeting, usually in September, October, November, February, March, April and May. The schedule and location for these meetings will be published in the Chapter Yearbook distributed at the September Chapter meeting, provided in each Chapter newsletter, and posted on the Chapter website. Any changes to the published meeting schedule or location shall be given as soon as reasonably possible to the members via email, Chapter website, phone call, and/or postal service.

The agenda of the Chapter meeting shall include reports from Chapter Officers on the work and financial condition of the Chapter and reports of Standing and Special Committees. Additional items for inclusion on the agenda of the Chapter meeting may be submitted by members of the Chapter in writing to the Secretary. The Secretary will then notify the Executive Committee of the submission and add it to the agenda for consideration by the Executive Committee at its meeting prior to the next Chapter meeting. Such items submitted by members of the Chapter should be received by the Secretary no less than two (2) weeks prior to the Executive Committee meeting.

Section 2. Additional meetings of the Chapter may be called by the Dean, or on petition by the Executive Committee, upon written notice via email, Chapter website, phone call, and/or postal mail to the members not less than thirty (30) days prior to such meeting.

Section 3. At all meetings of the Chapter, the presence at the commencement of such meeting of not less than 25% of the Chapter membership or 25 members, whichever is fewer, shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Section 4. All attendees at Chapter meetings must be active members of the Guild in good standing as defined in the Chapter Operating Procedures. Any current National Officers, National Committee Members, or representatives of the National Organization present may attend but have no voting rights. In order for the Guild to conduct its business, guests and Chapter friends in attendance for other Chapter functions, such as a dinner or program, may be excused before commencement of the Chapter meeting.

Section 5. Minutes from the Chapter meeting will be made available to the Chapter members in a timely manner after the meeting according to the Chapter Operating Procedures.

Section 6. When choosing sites for its activities the Chapter shall select, wherever possible, locations that are in accord with the Guild policy of non-discrimination, and which are accessible to those with physical disabilities.

**ARTICLE VI
DUES**

Section 1. Annual dues shall be set by The National Council of the American Guild of Organists.

Section 2. Chapter dues and the membership renewal form shall be distributed by the Treasurer to the membership beginning May 1 of each year. Payment of dues in full for the appropriate membership class entitles the member to all the rights, privileges and responsibilities of that membership class as defined in the National Bylaws and the Chapter Operating Procedures. The dues and completed membership form are due to the Chapter Treasurer by July 1.

**ARTICLE VII
AMENDMENT OF BYLAWS AND CHAPTER OPERATING PROCEDURES**

Section 1. Bylaws. All Bylaws of the Chapter shall be subject to alteration or repeal, or new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the entire Executive Committee at any meeting of the Executive Committee, provided any such changes are proposed to the Executive Committee at least one (1) week prior to the meeting. Any Bylaws adopted, amended, or repealed by the Executive Committee must be presented to the entire Chapter membership for a vote, with any such changes presented to the Chapter members at least two (2) weeks prior to the announced vote. Such a vote requires sixty percent (60%) of the membership to participate for the vote to be valid, with two-thirds (2/3) of those voting in favor of the proposed Bylaws change in order for it to pass.

Section 2. Chapter Operating Procedures. All Operating Procedures of the Chapter shall be subject to alteration or repeal, or new Operating Procedures may be adopted, by the affirmative vote of two-thirds (2/3) of those present and voting at any meeting of the Executive Committee. Such alteration, repeal or addition of Operating Procedures shall be proposed in writing to the Secretary. The Secretary shall distribute any such submissions to all members of the Executive Committee no less than fourteen (14) days in advance of the meeting at which they shall be first discussed. Such alteration, repeal or addition of Chapter Operating Procedures made by the Executive Committee shall be proposed in writing to the Chapter in advance with notice of the meeting at which they shall be first discussed. This written notice shall be provided to Chapter members no less than fourteen (14) days in advance of that meeting. Any Chapter Operating Procedures adopted, amended, or repealed must be approved by two-thirds (2/3) vote of the Chapter members voting.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

All meetings of the Chapter, the Executive Committee, or the Officers shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, current edition.

**ARTICLE IX
INDEMNIFICATION**

In as much as all members of the Chapter are volunteers and donate their time, resources, and knowledge to the benefit of the Chapter, no member shall be held personally liable for any action taken on behalf of the Chapter or in the execution of his/her duties as an Officer, Executive Committee member, or Standing or Special Committee member.

**ARTICLE X
DISSOLUTION**

In the event of dissolution, the assets and property of the Chapter remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Executive Committee or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, for the nonprofit purposes of the Chapter or such charitable or educational organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Any of such assets not so distributed shall be disposed of for such purposes as directed by a justice of the Supreme Court of the State of Alabama or such other Court having jurisdiction over the Chapter.

**ARTICLE XI
CORPORATE SEAL**

The corporate seal, if any, shall be in such form as shall be approved by the Executive Committee. The seal of the Chapter shall be kept by the Secretary who may, in that capacity, affix it to any certificate in respect of Chapter matters. It may also be affixed on behalf of the Chapter by such other persons as may be authorized by the Executive Committee.

**ARTICLE XII
ACCEPTANCE OF BYLAWS**

The Bylaws of the Birmingham, Alabama Chapter of the American Guild of Organists were adopted by the Founders of the Chapter at a meeting on March 20, 1929, in Birmingham, Alabama. The current revision reflects all amendments as approved by the Executive Committee March 12, 2014, and voted on by the Chapter May 12, 2014, in Birmingham, Alabama.