

## **The Birmingham, Alabama Chapter**

### **The American Guild of Organists**

#### **CHAPTER BYLAWS**

Adopted as revised May 12, 2014, and as amended May 14, 2018, 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 and mission 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 purposes or mission statement 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 and Article VII, Section 3 of the National Bylaws.

Section 2. The methods and manner to obtain membership in the Chapter are defined in Article VII, Section 2 of these Bylaws and in Section 3. Membership of 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 Membership in the Chapter may be discontinued, rescinded or denied according to the National Bylaws or the Chapter Operating Procedures.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 defined in Section 4. CHAPTER GOVERNANCE of the Chapter Operating Procedures and according to Article VII, Section 4 of the National Bylaws.

#### **OFFICERS**

Section 2. The Officers of the Chapter are defined in Section 4. CHAPTER GOVERNANCE of the Chapter Operating Procedures. As required in the National Bylaws, the chapter shall maintain at least one email address at which chapter officers may be contacted.

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 Section 8. ELECTION PROCEDURES of the Chapter Operating Procedures.

The Chapter Officers shall hold office for the length of their term as specified in Section 8. ELECTION PROCEDURES of the Chapter Operating Procedures 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. They may be re-elected in accordance with the Chapter Operating Procedures.

Section 5. Officers may resign or be removed from office according to Section 4.5. THE EXECUTIVE COMMITTEE of the Chapter Operating Procedures. Vacancies shall be filled according to Section 4.5 THE EXECUTIVE COMMITTEE of the Chapter Operating Procedures

#### *EXECUTIVE COMMITTEE*

Section 6. The Executive Committee is the representative governing body of the Chapter, conducting the business 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 7. The Executive Committee of the Chapter shall consist of the Officers and members-at-large elected by the Chapter.

Section 8. The at-large members shall be divided into groups as defined in Section 4.5 THE EXECUTIVE COMMITTEE of the Chapter Operating Procedures.

Section 9. 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 Section 8. ELECTION PROCEDURES of the Chapter Operating Procedures. The members-at-large of the Executive Committee shall hold office for the length of their term as specified in Section 8. ELECTION PROCEDURES of the Chapter Operating Procedures 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. They may be re-elected in accordance with Section 8. ELECTION PROCEDURES of the Chapter Operating Procedures.

Section 10. Members-at-large of the Executive Committee may resign or be removed from office according to Section 4.5 THE EXECUTIVE COMMITTEE of the Chapter Operating Procedures. Vacancies shall be filled according to Section 4.5 THE EXECUTIVE COMMITTEE of the Chapter Operating Procedures.

#### *OTHER COMMITTEES*

Section 11. 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. Standing Committees shall be delineated in Section 5. STANDING COMMITTEES of the Chapter Operating Procedures.

**ARTICLE V  
MEETINGS**

Section 1. *OFFICERS*. The Officers of the Chapter shall meet as often as necessary to anticipate and meet the needs of the Chapter and in the manner set forth in Section 4.1 OFFICERS of the Chapter Operating Procedures.

Section 2. *EXECUTIVE COMMITTEE*. The Executive Committee shall meet as often as necessary to attend to the affairs of the Chapter and in the manner set forth in Section 4.5 EXECUTIVE COMMITTEE of the Chapter Operating Procedures.

Section 3. *CHAPTER*. General meetings of the Chapter shall be held as directed by the Executive Committee from September to May inclusive. In accordance with Article VIII Section 5 of the National Bylaws, a general meeting may take place at such other time as deemed necessary, with approval of the Executive Committee. There shall be a minimum of one (1) general meeting per year for the election of Officers (if scheduled) and Executive Committee class members, to hear reports from the Officers and Executive Committee on the condition of the Chapter, and to transact any other business that shall come before the Chapter.

Section 4. Guidelines for announcing and conducting business are specified in Section 6. MEETINGS of the Chapter Operating Procedures.

Section 5. 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 membership data update are handled by National AGO using the ONCARD (Online National Collection and Remittal of Dues) system. 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 according to the member's renewal date.

**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 voting 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 majority vote of the eligible 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 May 14, 2018, and voted on by the chapter May 14, 2018 in Birmingham, Alabama.