

Garden State Theatre Organ Society, Inc. By-Laws

PREAMBLE

- Article 1. The name of the Society shall be Garden State Theatre Organ Society, Inc., hereinafter referred to as GSTOS. The fiscal year shall be January 1 to December 31. GSTOS was incorporated in 1973 in the State of New Jersey under guidelines set forth by the Internal Revenue Service for a Non-Profit 501(c)(3) Corporation.
- Article 2. The purposes for which GSTOS is formed are:
- A. To preserve the historical tradition of the theatre pipe organ in American music and in the theater by:
 - 1. Restoring, in their original theaters where possible, the remaining specimens of the instrument and encouraging theater management to preserve them and use them for public entertainment purposes.
 - 2. Collecting and preserving for posterity recorded examples of the musical sounds of all the remaining theatre organs.
 - 3. Arranging for removal of instruments from theaters scheduled for demolition or major change, and rehabilitation, and reinstallation of these instruments in proper venues.
 - 4. Constructing or acquiring, when funds permit, a theatre-museum for preservation, study, and exhibition of theatre organs and theatre organ music.
 - B. To contribute to the musical education and cultural enrichment of the public by:
 - 1. Presenting concerts and shows featuring theatre organ music.
 - 2. Encouraging and training of new performers on the theatre organ.
 - 3. Preserving historical manuscripts; scores of theatre organ musical compositions; and publications, recordings, and illustrative material on the theatre organ and its history.
 - 4. Commissioning new music and arrangements for the theatre organ.
 - 5. Working with organizations of allied interests such as museums, libraries, educational institutions, musical and

historical societies to preserve the heritage of the American musical theatre, the motion picture (particularly silent films), and the varied programs of the American motion picture presentation house.

6. Preserving and expanding, through workshops, lectures, and demonstrations, the traditional crafts of theatre organ playing, composition, design, building, and maintenance.
 7. Publishing articles about the theatre organ and its music in local newspapers, magazines, and GSTOS bulletins.
- C. To pass on to future generations the musical heritage of the theatre organ through programs specifically designed for young people.
 - D. To give the members of GSTOS an opportunity to share and enjoy their common interest in theatre organs and theatre organ music in social fellowship.

Article 3. It is hereby expressly stated that the use of the name of GSTOS, the publication of GSTOS, or the letterheads of GSTOS must be for the good of the entire membership and not for personal gain. Each member will be held responsible for any such use, in poor taste, of the good name of GSTOS. Furthermore officers or representatives of GSTOS may not use their position for personal benefit or for the benefit of other organizations or corporations.

SECTION I - MEMBERSHIP

Article 1. The voting membership of GSTOS shall consist of individuals who are members of ATOS or families (parents or partners and their children under the age of 18, at least one of whom is a member of ATOS), interested in furthering the purposes of GSTOS as stated in Article 2 of the Preamble. More than one individual from a family may have individual membership in GSTOS with one family membership in ATOS.

Article 2. There shall be one class of voting membership. To be considered a voting member, an individual or family must have their annual dues current. A GSTOS family membership is entitled to only one vote in any election or referendum of GSTOS. Only one member of the family may vote on behalf of the family. An individual member is entitled to one vote.

Article 3. Individuals or families may become Non-Voting Members (NVM) on payment of current GSTOS dues. NVM are entitled to receive all regular member communications (including Newsletters) from GSTOS. NVM are welcome at all GSTOS events. NVM may not vote or hold office.

Article 4. Honorary Membership

- A. In recognition of exceptional service to GSTOS and its purposes, an individual may be chosen by the members from time to time to enjoy the privileges of honorary membership, that is, membership without the payment of dues for the ensuing fiscal year and such privilege being renewable each year at the discretion of the membership.
- B. The members may also elect to bestow a lifetime honorary membership upon an individual who has made a significant contribution that furthers the goals of GSTOS.
- C. Honorary members and Lifetime Honorary members shall enjoy full voting privileges providing they maintain active membership in ATOS.

Article 5. Membership dues are not refundable. However, the membership may, by a two-thirds majority vote at a meeting where a quorum is present, return the dues and deny the privilege of membership to any person whose membership it is felt would be detrimental to the stated purposes of GSTOS. Such denial shall continue in effect until such time as the members may reinstate such individual by a two-thirds majority vote.

SECTION II - MEETINGS

- Article 1. There shall be a minimum of six (6) member meetings per year. They shall feature but not be limited to the following topics:
- A. February: Treasurer's annual report on the prior fiscal year.
 - B. April: Seasonal programming report for activities scheduled for September of the current year through August of the following calendar year (program year). In an election year: Nominating committee shall present a slate of officers; Acceptance of nominations by petition and from the floor; Appointment of election tellers.
 - C. September: The annual meeting. In an election year, installation of officers to be held as early as possible within the month.
 - D. November: Annual Budget proposals for upcoming fiscal year; Crew Chief reports on status of organs. Membership approval of budget.
 - E. Two unspecified meeting dates. Time, location and purpose to be announced.

Article 2. Written notice of any meeting of the membership shall be required, at least ten (10) days, but not more than sixty (60) days, in advance of any such meeting. Notices of meetings published in Pedals and Pipes will satisfy this requirement.

- Article 3. A Special Meeting of the membership may be called at any time by the President or any two officers or shall be called by the President at the written request of ten (10) or more members, at a time and place designated by the person(s) calling for the meeting.
- Article 4. The rules contained in the current edition of Democratic Rules of Order by Fred and Peg Francis (<http://www.democratic-rules.com/>) shall govern GSTOS in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules GSTOS may adopt.
- Article 5. The officers shall present a proposed Annual Budget to the membership at the November business meeting. A simple majority of a quorum shall be required to approve the budget.
- Article 6. All proposed business shall be presented in the form of motions at meetings. A simple majority of a quorum, as described in Section III, Article 1, shall be required for passage of such motions.

SECTION III - ELECTION RULES AND VOTING PROCEDURES

- Article 1. Quorum
- At all meetings of the members, the lesser number of either twenty (20) voting members or ten (10) percent of the membership eligible to vote at the time of the meeting shall constitute a quorum.
- Article 2. Candidates Presented for Election
- A. The membership shall elect a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The same person may hold any two offices except the President, but no officer shall execute, acknowledge, or verify any document required by law in more than one capacity. No two members of the same household may serve as officers concurrently.
- B. To be qualified for election, each nominee must be a voting member of both GSTOS and ATOS and must be willing to serve in the office to which he or she has been nominated. Each nominee shall have been a member of GSTOS for a minimum of two years. The names and biographies of all nominees must be presented to the members not later than the scheduled business meeting in April.
- C. Campaigning shall be limited by Standing Rules.
- D. If there shall be only one candidate for an office, providing the candidate meets the requirements of the office, they shall be elected automatically by a single vote cast on behalf of membership by the Secretary.

- E. In the event of the vacancy of the office of President, the First Vice President shall assume the office of President to fill the unexpired term. In the event of the vacancy of any other office, the President shall propose a replacement subject to ratification at the next meeting.

Article 3. Election of Officers

- A. The election of officers shall be held in June of each election year.
- B. The President shall appoint the Chief Teller and two additional members to form the Committee of Tellers. The Tellers may not be candidates for any office.
- C. The Committee of Tellers shall send written notice of the election and official ballots together with suitable information provided by the candidates for each office of not more than 500 words to every voting member, postmarked not later than June first (1st) of each election year.
- D. The Committee of Tellers shall ensure that each ballot is valid. Each ballot must be marked and dated by the voting member and returned not later than twenty-one (21) days following the postmark on the original mailing. Such return date shall be stipulated in the mailing.
- E. All completed mail-in ballots shall be counted, as soon as possible, upon the close of the election by the Committee of Tellers. Returned ballots bearing a postmark later than the date specified on the ballot or an illegible postmark on a ballot received after the date specified on the ballot will not be counted. Election results will be reported to the President as soon as they are available and reported to the members at the next business meeting. The Committee of Tellers shall also report the election results to the Secretary by July 15 for publication in the GSTOS newsletter, Pedals and Pipes.
- F. All mail-in ballots shall be placed in a sealed envelope and given to the Secretary for confidential storage for a minimum of two years. In the event they are needed to validate any election discrepancies, the ballots may be opened and recounted at a regular business meeting.

Article 4. Nominations

- A. The President shall appoint a Nominating Committee of two or more members provided that at least one member of the nominating committee shall be a past or present officer. The Nominating Committee shall recommend to the members the names of persons to be submitted for election as officers. The Nominating Committee shall verify that each candidate for any office shall be both qualified and willing to serve in the office for

which they are nominated. The Nominating Committee shall make every effort to provide a minimum of two (2) candidates for each office.

- B. The President shall appoint the members of the Nominating committee no later than March first of each election year.
- C. The Nominating Committee shall publish their slate of candidates to the membership not later than the scheduled business meeting in April.

Article 5. Nomination by Petition

- A. Any voting member may be nominated by petition for any office. The petition must be signed by three (3) voting members. One must be that of the nominee. The petition must be received by the Secretary by April 30th of the election year.
- B. The Secretary shall accept nominations by petition and nominations from the floor at the prescribed meeting. The Secretary shall certify that any such nominee is eligible to serve.

SECTION IV - ADMINISTRATION

Article 1. The business, property and activities of GSTOS shall be administered by five (5) Officers: President, First Vice President, Second Vice President, Treasurer, and Secretary.

Article 2. The Officers shall administer GSTOS in accordance with the Articles of Incorporation, the New Jersey Nonprofit Corporation Act, these By-Laws and their Amendments, and the Standing Rules and Motions passed by the membership at business meetings.

Article 3. If an Officer also serves as a board member, owner, or officer in another organization with whom GSTOS is conducting business, and there is a conflict of interest, the Officer shall reveal the conflict and recuse himself/herself from the deliberations and voting on the issue(s) affecting both organizations.

Article 4. The Officers shall serve for two (2) years. No person shall serve more than two consecutive full terms in the same office. Installation of officers shall be at the September business meeting. The tenure of office for each officer shall end at the September Installation meeting in the next even-numbered year.

A. THE PRESIDENT

- 1. Shall execute the directives of the membership as expressed through motions passed at business meetings of GSTOS.

2. Shall have general charge and supervision over and responsibility for the affairs of GSTOS in the best interests of the membership.
3. Shall have the authority to sign contracts and other corporate documents on the behalf of GSTOS.
4. Shall have the responsibility for negotiating contracts, having them approved by the membership, keeping track of contracts and renegotiating contracts in a timely manner before they expire.
5. Shall preside at meetings of the membership of GSTOS. In the absence of the President, meetings shall be presided over by the First Vice President, Second Vice President, Treasurer or Secretary in that order.
6. The President shall supervise the other officers as necessary to carry out the business of GSTOS.
7. The President shall have the authority to act in an emergency on matters of policy and business relating to GSTOS when approval by the membership is impossible to obtain immediately and the delay necessary to obtain such approval would result in substantial hardship to the best interests of GSTOS. No such action may be taken without first obtaining the consent of two other officers of GSTOS. All such actions, shall be reviewed for the members at the next business meeting.

B. THE FIRST VICE PRESIDENT

1. Shall generally assist and understudy the President.
2. Shall be responsible for scheduling time, date and location of all business meetings.
3. Shall be responsible for planning and approval of all public performances subject to budget requirements.
4. Shall be the Officers representative to and/or the chair of the Programming Committee.
5. Shall have such duties and possess such authority as may be delegated by the President.
6. Shall assume the duties and responsibilities of the President in the event the President is temporarily or permanently not able to serve.

C. THE SECOND VICE PRESIDENT

1. Shall be the liaison between the organ crews and the Officers.
2. Shall ensure that the crew chiefs report the status of the various organ installations at meetings and as otherwise necessary.
3. Shall be responsible for maintaining an inventory of GSTOS owned instruments, tools, and equipment.
4. Shall have such duties and possess such authority as may be delegated by the President.

D. THE TREASURER

1. Shall be responsible for the funds and securities of GSTOS.
2. Shall be responsible for keeping regular books of account(s) for GSTOS.
3. Shall have the responsibility of the management of the assets of GSTOS.
4. Shall receive all gifts, donations, bequests, and proceeds on behalf of GSTOS.
5. Shall supervise disbursements of the monies of GSTOS in payment of authorized obligations or such disbursements as the members may designate through votes at business meetings.
6. Shall be responsible for correspondence relative to the financial records of GSTOS.
7. Shall report on the finances of GSTOS at each business meeting or at any other time upon the request of the President.
8. Shall be responsible for preparing written financial reports annually.
9. Shall perform such other duties as shall be assigned by the President.

E. THE SECRETARY

1. Shall be responsible for notifying the membership of meetings as prescribed in these By-Laws.
2. Shall be responsible for keeping the minutes of all meetings.

3. Shall have charge of the Corporate Seal.
4. Shall be responsible for handling all correspondence and maintain all records and files.
5. Shall be responsible for keeping a record of attendance at all meetings.
6. Shall be responsible for keeping and publish to the membership the minutes of all business meetings.
7. Shall be responsible for keeping a record of all Standing Rules available at all business meetings.
8. Shall perform such other duties as assigned by the President.

Article 5. Removal From Office

If any officer should fail to carry out the responsibilities of his/her office, a petition may be presented by three (3) voting members at a regular business meeting. It will be placed on the Agenda of the next business meeting. A resolution to remove him/her from office can be adopted by a 2/3's majority, when a quorum is present.

Article 6. Committees

- A. Committees may be formed from time-to-time to assist in meeting the mission and goals of GSTOS through motions passed at business meetings.
- B. Certain Standing Committees are critical to the mission and goals of GSTOS and are required by these By-Laws as permanent committees. The required Standing Committees are: the Program Committee, the Publicity Committee, the Finance Committee, and one or more Organ Crews to maintain organs under our care.
- C. As outlined in Section III, Article 4A, A Nominating Committee must be formed before March of each even year to solicit, verify eligibility and present candidates for each office.
- D. The President shall appoint the chair for each committee. The chair may select committee members from the membership as needed. The President may appoint a new chair at any time, with the approval of a majority of the officers.
- E. Committee members serve at the pleasure of the committee chair unless the committee membership is explicitly stated in the enabling motion.
- F. The officers are ex-officio members of all committees except the Nominating Committee.

- G. Actions taken at a meeting of any such committee shall be kept in a record of its proceedings, which shall be reported to the Officers, and the membership as required.

Article 7. Compensation

- A. Neither members nor officers shall receive any fee, salary, or remuneration of any kind for their services as members and/or officers. Members may be reimbursed for reasonable expenses incurred in conducting the affairs of GSTOS that are over and above attendance at regular meetings according to rules to be established as standing rules at a business meeting.
- B. No officer or member may use his/her position or the name of GSTOS to solicit or promote any other business or corporation or solicit employment.

Article 8. Acquisition and disposal of GSTOS assets

No officer shall obligate GSTOS to the acquisition or disposal of any fixed asset or any liability in excess of \$1000 without prior authorization by vote at a business meeting.

Article 9. Double signature checks

- A. The signatures of two officers shall be required on any check, disbursement, electronic or otherwise, over \$500.
- B. An operating account with a balance of no more than \$5,000. shall be maintained in a separate account for single signature checks.
- C. Under no circumstances may the two signatures be of officers from the same household or residing at the same address.
- D. One of the signatures should be that of the Treasurer. If the Treasurer is unavailable, one of the signatures should be that of the President. Every effort should be made to obtain the Treasurer's prior consent by fax, email or other written means before another Officer may provide the second authorization or signature.

Article 10. Standing Rules and Resolutions

- A. Standing Rules and Resolutions shall contain only such rules as may be adopted without previous notice by a majority vote of a quorum at any business meeting.
- B. They may be adopted from time to time as needed in order to accommodate operational details.
- C. Standing Rules may be created, modified, suspended or rescinded at any meeting by majority vote. Any rule restricting

the reconsideration of motions shall not apply to Standing Rules.

- D. At any meeting they may be suspended by the majority vote of a quorum or they may be amended or rescinded by a majority vote of a quorum.
- E. A majority vote of a quorum may suspend any standing rule for the present meeting.
- F. These rules may not interfere with the freedom of any meeting and therefore require no notice in order to adopt them.
- G. No standing rule, or. resolution, or motion is in order that conflicts with the Articles of Incorporation, or by-laws, or rules of order, or existing standing rules.

Article 11. Amendment of By-Laws

- A. Notice of any proposed amendment and a scheduled meeting date for voting on the proposed amendment must be given to the membership in writing at least ten (10) and less than thirty (30) days before the meeting.
- B. A proposed Amendment to these By-Laws may be accepted by a two-thirds majority vote of those voting members present at any regular or special meeting of the membership at which a quorum is present.
- C. Then the proposed Amendment shall only take effect upon ratification by a simple majority of the voting members by mail ballot.

Article 12. Force and Effect of By-Laws

- A. These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act) and the Certificate of Incorporation as they may be amended from time to time.
- B. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.
- C. If any provision of these By-laws is inconsistent with Federal and/or State law and/or regulation, the remainder of this document remains in effect.

SECTION V - DISSOLUTION

- Article 1. The Officers may, by majority vote, offer the membership the option to dissolve GSTOS only after GSTOS is unable to muster a quorum for

six consecutive meetings. No two of the meetings shall be in the same month.

Article 2. Upon the decision by the officers to dissolve GSTOS, the officers shall direct an attorney to prepare and mail a ballot to all voting members. The members shall have at least thirty days to return their ballots to the attorney. A two-thirds majority of returned ballots shall be required to ratify the decision to dissolve GSTOS. The attorney shall report the results of the ballot to the officers as soon as the possible after the close of the ballot period.

Article 3. Distribution of Assets

- A. Upon the dissolution of GSTOS, the Officers shall first pay or make provision for the payment of all liabilities of GSTOS.
- B. All remaining assets of GSTOS shall be transferred to one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and whose goals are similar to those of GSTOS.
- C. First preference shall be given to the American Theatre Organ Society (ATOS) if it qualifies under subsection 'B' above. (Contact information for ATOS is published in THEATRE ORGAN - Journal of the American Theatre Organ Society.)
- D. If ATOS is not to be the sole beneficiary of GSTOS assets, the membership shall be given a choice of other qualified organizations whose goals are similar to those of GSTOS.
- E. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction where the principal office of GSTOS is then located. Such distribution shall be exclusively for such purposes or to such organization or organizations as said court shall determine conform to the requirements set forth above.

END OF BY-LAWS

Date: April 30, 2006

VDM May 20, 2006

GPA October 12, 2006

GPA October 26, 2006 – Dissolution clause added.

VDM November 3, 2006 Final

File Committee By-Laws 10-26-06 0-1 07 07 Nov 06 Final 2 18 07 Format -
Officers

Review 2 25 07 (4 09 07) - Ratified 4 29 and 6 03 07

November 5, 2007 - Grammatical correction in SECTION IV - ADMINISTRATION - Article 10 - Standing Rules and Resolutions - C (Agenda item # 4 - November 3, 2007 Business Meeting)

END OF DOCUMENT

EXCERPT FROM
GARDEN STATE THEATRE ORGAN SOCIETY
Minutes - Business Meeting Continued
Sunday, June 3, 2007 - 1:00 P.M.
Rahway Senior Center, 1306 Esterbrook Avenue, Rahway, NJ

George Andersen moved to ratify the proposed By-laws as approved at the April 29 and June 3, 2007 meetings; that the current officers be grand-fathered into the equivalent positions in the new By-laws; that any unfilled office shall be filled according to the procedures set forth in these new By-laws; that for one time only the second vice president will be excluded from the provision for term limits; that these By-laws shall be effective June 3, 2007; that the Secretary be directed to print and distribute a copy of these By-laws by mail to all Garden State Theatre Organ Society members; and that Katherine Lordi, Esq., be directed to file to change the name of Garden State Theatre Organ Society to Garden State Theatre Organ Society, Inc. and to file the By-laws with the New Jersey Secretary of State; and to be paid for these legal services. Seconded by Bill Furcht. The motion passed with unanimous approval.

September 10, 2007