

OPERATING PROCEDURES

THE AMERICAN GUILD OF ORGANISTS Lexington Chapter #528

On May 15, 2009, the undersigned officers and members of the Executive Committee of the Lexington Chapter of the American Guild of Organists adopted the following OPERATING PROCEDURES, hereafter referred to as OPERATING PROCEDURES, to govern this chapter, which are in accordance and agreement with the National Bylaws of the American Guild of Organists, adopted April 13, 1896, and as amended through January 27, 2002.

1. NAME

The name of this non-profit educational organization shall be the Lexington Chapter of the American Guild of Organists (hereafter, Chapter), a subordinate unit of the national organization known as the American Guild of Organists, whose headquarters are in New York, NY.

2. STATEMENT OF FUNDAMENTAL PURPOSES

Article II, Section 1 of the National Bylaws is incorporated by reference as if fully set out herein. Nothing in these OPERATING PROCEDURES shall be read, and none of the Chapter's activities pursuant to these OPERATING PROCEDURES shall be undertaken or executed in a manner inconsistent with the fundamental purposes of the Guild.

3. CLASSES OF MEMBERSHIP

Article III, Sections 1-3 and Article VII, Section 3 of the National Bylaws are incorporated by reference as if fully set out herein.

4. OFFICERS

The officers of the Chapter shall be the Dean, Sub-Dean, Secretary, Treasurer, and Registrar. The Treasurer and Registrar may be the same person. The Dean shall appoint such other officers as the Executive Committee shall deem necessary. All officers serve a term of two (2) years and may be re-elected.

5. EXECUTIVE COMMITTEE MEMBERS-AT-LARGE

Four (4) members in good standing of the Chapter shall be elected to the Executive Committee according to the provisions of paragraph 16 below.

6. DUTIES OF THE DEAN

The Dean shall be the chief executive officer of the chapter and as such shall carry out the following duties and responsibilities:

- a. Preside at all meetings of the Chapter and Executive Committee at which he or she is present
- b. Have the power to appoint the directors of all standing committees
- c. Appoint persons to fill vacancies that may occur as the result of death, resignation, incapacity, removal or disqualification of any officer or member of the Executive Committee, such appointments subject to the approval of the Executive Committee
- d. Appoint committees and coordinate the work of the officers and standing committees
- e. Appoint a certified public accountant who is not a member of the Chapter to audit the Chapter's financial records and provide recommendations for improvement no less than once every two years
- f. Serve as an ex officio member of all committees except the Nominating Committee
- g. Submit reports at the general meetings of the Chapter covering such matters and making such recommendations as he or she feels should be brought to the attention or consideration of the members of the Chapter
- h. Carry into effect all directions and resolutions of the Chapter and Executive Committee and make such other reports to the Chapter and Executive Committee he or she shall deem necessary, or which may be required by the policies of the Chapter or Executive Committee
- i. Sign and countersign all contracts and other instruments for and in behalf of the Chapter pertaining to the usual, regular and ordinary affairs of the Chapter as authorized by the Executive Committee
- j. The immediate past dean may serve as an ex-officio member of the Executive Committee for two (2) years.

k. Perform such other duties as may be incidental to the execution of this office or which may be required by the Executive Committee

7. DUTIES OF THE SUB-DEAN

The Sub-Dean, in the absence of the Dean of the Chapter, shall exercise all the powers and perform all the duties of the Dean. He or she will serve as director of the Program Committee and, as such, be responsible for planning the program for that year. The Sub-Dean shall perform such other duties as are incidental to the execution of this office or which may be required by the Executive Committee. In the case of the Dean's resignation or death, the Sub-Dean will succeed to the office of Dean.

8. DUTIES OF THE SECRETARY

The Secretary shall have custody of the records of the chapter and shall be responsible for recording the proceedings of the meetings of the Chapter and the Executive Committee. Such minutes of the Executive Committee are to include the names of those members who are present and absent and copies of the reports from the Treasurer and Registrar. The Secretary shall keep, or cause to be kept, lists of the members of the chapter in their respective classes. The Secretary shall issue, or cause to be issued, notices for all meetings of the Executive Committee. He or she shall make such reports and perform such other duties as are incidental to the execution of this office or which may be required by the Dean or Executive Committee.

9. DUTIES OF THE TREASURER

The Treasurer shall be custodian of all financial records of the Chapter and, as such, shall have the following duties and responsibilities:

- a. Supervise and have custody of all financial records of the Chapter and keep full and accurate accounts of the receipts and disbursements of the Chapter. Those records shall include:
 - i. Assets, liabilities and fund balances
 - ii. Revenue and operating expenses
 - iii. All financial records and documents deemed necessary by the Executive Committee
- b. Cause all money and credits to be deposited in the name and to the credit of the Chapter in such accounts and depositories as may be designated by the Executive Committee
- c. Send to the national Treasurer the portion of membership dues that must be sent to National Headquarters
- d. Disburse, or supervise the disbursement of all other funds of the Chapter, in accordance with the authority granted by the Executive Committee, taking proper vouchers to correspond to the disbursement
- e. Prepare and submit such reports or statements of the Chapter's finances and accounts as may be requested by the Executive Committee
- f. Sign and/or countersign such instruments requiring his or her signature
- g. Have the Chapter's financial records reviewed bi-annually by independent auditors appointed by the Dean and Executive Committee
- h. Perform such other duties incidental to the execution of this office, which may be required by the Executive Committee

10. DUTIES OF THE REGISTRAR

The Registrar shall be custodian of the membership records of the Chapter and, as such, shall perform the following duties and responsibilities:

- a. Collect all dues and deliver said money to the Treasurer of the Chapter
- b. Report to the National Secretary the names of all members who have paid dues, such list to include the class of membership of each member, a copy of such list to be sent to the Treasurer of the Chapter
- c. Gather membership information for the Chapter's Yearbook and send copies of such information to the Director of the yearbook committee, the Treasurer and the Newsletter editor
- d. Provide membership forms on request, which shall include the national membership application, national reinstatement form and Chapter membership renewal form
- e. Send, or cause to be sent, the following items and other such items as may be deemed necessary by the Executive Committee:
 - i. Dues statements (on a timely basis)
 - ii. Chapter membership renewal forms

- f. Send national membership application to new and/or prospective members
- g. Perform other such duties incidental to the execution of this office as may be required by the Executive Committee

11. DUTIES OF THE HISTORIAN

The Historian shall keep a copy of each recital program, any article appearing in newspapers or magazines concerning the Chapter, a copy of all Chapter publications, and all books, music, programs or concerts and recitals sent to him or her by members of the Chapter. The Historian shall keep the history of the Guild in such a place so that it shall be accessible to all members. As the Chapter accumulates data, a permanent archive may be established.

12. DUTIES OF THE NEWSLETTER EDITOR

The editor of the Chapter newsletter shall be responsible for gathering and publishing all necessary items and information for the benefit of the members of the Chapter. Such items of information shall include, but not be limited to, announcements of forthcoming general meetings of the Chapter, calendar of future programs and events, list of vacancies for church and synagogue musicians, letter from the dean, and any other item of interest to the Chapter as may be deemed appropriate by the Executive Committee. Publication times and deadline dates are to be published regularly.

13. DUTIES OF THE PUBLICITY DIRECTOR

The Publicity Director shall be responsible for all publicity concerning general meetings, recitals and any other activities of the Chapter, as the Executive Committee shall deem necessary. He or she shall be responsible for composing and sending in a timely fashion to the editor of THE AMERICAN ORGANIST short articles about the activities of the chapter to be included in the Chapter News section of the magazine.

14. DUTIES OF THE CHAPLAIN

The Chaplain shall perform those duties deemed appropriate to the office, and as directed by the Dean and the Executive Committee.

15. EXECUTIVE COMMITTEE & BOARD OF DIRECTORS

The Executive Committee shall consist of all elected and appointed officers, all duly elected members-at-large. The Board of Directors shall consist of the Executive Committee and all Directors of all standing committees, and all District, Regional and National officers who are members of the Chapter.

16. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

The duly elected members of the Executive Committee shall be divided into two (2) classes: Officers and Members-at-large. Officers are elected every two (2) years to serve in the place of the retiring Officers. On a rotating basis Members-at-large are elected to serve a three (3) year term, and are identified by their respective term expiration year. Every year, the Executive Committee must hold an election to replace the Member-at-large whose term expires. Executive Committee members shall be eligible to serve again one (1) year after retirement from the Executive Committee. (Any Executive Committee member who was appointed mid-term to fill a vacancy is eligible to be elected at the next regularly scheduled election.)

17. VACANCIES ON THE EXECUTIVE COMMITTEE

Any member of the Executive Committee may resign from the position with such resignation submitted in writing, effective immediately upon its acceptance by the Executive Committee. Vacancies on the Executive Committee, which may result from, but not be limited to, resignation or death of a member, removal of a member for failure to fulfill his or her responsibility, may be filled by appointment by the Dean, subject to approval by the Executive Committee. A person appointed to fill such a vacancy shall meet all Chapter membership qualifications to hold office and shall be able to execute the duties of said office as set forth in the OPERATING PROCEDURES. He or she shall serve the unexpired term of his or her predecessor.

18. STANDING COMMITTEES

Standing Committees shall be established to carry out the work of the Chapter. The Dean shall appoint directors of Standing Committees; the Directors of the individual committees shall appoint members of the Standing Committees. The Dean shall serve as a member ex officio of all Standing Committees.

19. PROFESSIONAL CONCERNS COMMITTEE

The Professional Concerns Committee shall be responsible for developing Chapter policy and establishing relations with institutions in the community regarding the ethical and professional conduct of the Chapter's members. The director of this committee shall be the Chapter's Professional Concerns Director. This committee shall also be responsible for carrying out the policies set forth in the national AGO Code of Ethics, including the disciplinary section.

20. PLACEMENT COMMITTEE

The Placement Committee shall be responsible for maintaining a current listing of positions available for church and synagogue musicians. Such list will be available to all members by means of direct personal contact with the Placement Director and will be published in the Chapter's newsletter and website.

21. PROGRAM COMMITTEE

The Program Committee, of which the Sub-Dean shall be the Director, shall be responsible for all of the Chapter's regular season programming. This committee shall be responsible for proposing a program calendar and budget for the season to the Executive Committee, and carrying out the appropriate logistics and making all arrangements (with the Hospitality Director) to insure the smooth coordination of Chapter events. The committee shall also assist the Dean in any capacity deemed necessary. When choosing sites for its activities, the Chapter shall select, wherever possible, locations that are in accord with the Guild policy of nondiscrimination, and which are accessible to those with physical disabilities.

22. EDUCATIONAL CONCERNS COMMITTEE

Chaired by the Chapter's Education Concerns Director, this committee shall be responsible for bringing to the attention of the membership various opportunities for continuing education, devising ways of helping members prepare for the AGO examinations, conduct in odd numbered years the Chapter level of the National Young Artists Competition in Organ Performance (NYACOP), conduct the AGO examinations should the Chapter become a national examination center, and undertake such other duties as may be deemed necessary by the Executive Committee.

23. YEARBOOK COMMITTEE

The Yearbook Committee shall solicit paid, display advertising and publish the Chapter's annual Directory. Information to be included: official addresses of local Chapter and National Headquarters, officers and committee directors, Regional Councillor and District Convener, membership roster, patrons and sponsors lists, AGO Code of Ethics, advertisements, and any other material that the Executive Committee deems necessary.

24. TELEPHONE/ E-MAIL COMMITTEE

The Telephone/E-Mail Committee, under the supervision of its Director, shall establish a network for telephoning/e-mailing all members of the Chapter as a principal means of communication. Such telephone/e-mail network shall be used for any event requiring reservations, for general communication as necessary, and for other purposes as may be deemed necessary by the Executive Committee.

25. HOSPITALITY COMMITTEE

The Hospitality Committee shall be responsible for the social aspects of all Chapter events, making all provisions that the Dean or Sub-Dean (as Program Director) shall deem necessary.

26. MEMBERSHIP COMMITTEE

The Membership Committee shall work to obtain new members for the Chapter.

27. AD HOC COMMITTEES

From time to time, as it feels necessary, the Executive Committee may direct the formation of special committees to deal with special events or situations. As with the Standing Committees, the Directors of such ad hoc committees shall be appointed by the Dean with the approval of the Executive Committee; members of such ad hoc committees shall be appointed by the Committee Director.

28. NOMINATING COMMITTEE

The Nominating Committee shall consist of five (5) members, not more than two (2) of whom may be members of the Executive Committee. The Dean, with the approval of the Executive Committee, shall appoint the Director of the Nominating Committee, who shall appoint the remaining four (4) members. The Nominating Committee shall nominate one (1) or more candidates for each office and an excess of candidates for membership-at-large on the Executive Committee for those whose terms are about to expire. The slate prepared by the Chapter Nominating Committee shall be delivered to the Executive Committee, recorded in the minutes and announced to the Members of the Chapter prior to March 1 of the election year. Additional nominations may be made by petition signed by at least five (5) Chapter Voting Members in good standing. Such petitions must be received by the Secretary prior to April 1, or within thirty (30) days after the notification of the members of the Chapter Nominating Committee's slate, whichever is later. Ballots including the Chapter Nominating Committee slate and candidates nominated by qualified petition shall be prepared by the Secretary and distributed either by mail or email (in the form of proxies) or at a general Chapter meeting. Sufficient care must be taken to ensure that either the mailed ballot or emailed ballot of notification of the meeting at which voting is to take place reaches every eligible Voting Member. The election shall be concluded by May 31 of the election year. A plurality of votes cast in person or by proxy shall be sufficient for election.

29. GENERAL MEETINGS OF THE CHAPTER

General meetings of the Chapter shall be held on the first program of the season and on the last program. A general meeting may take place at such other time as deemed necessary, with approval of the Executive Committee. Twenty (20) members shall be necessary and sufficient to constitute a quorum for the transaction of the business of the Chapter.

30. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall be called to meet in the Fall (September, October, and/or November) to complete the annual membership drive, in February to empower the Nominating Committee, in the Spring (March and/or April) to empower the Membership and Program committees, and in May and/or June to finalize the budget for the upcoming fiscal year (July 1 thru June 30), and/or at such other times as may be deemed necessary by the Dean and Executive Committee. Regular attendance by Executive Committee members is expected at Executive Committee meetings. At all meetings of the Chapter 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. Directors of Standing Committees, and all District, Regional and National officers who are members of the Chapter may attend Executive Committee meetings, but may not have voting privileges.

31. ELECTION & INSTALLATION OF OFFICERS & EXECUTIVE COMMITTEE MEMBERS

The election of officers shall take place in alternate years via US Mail or email at the April general meeting of the Chapter. A majority of votes cast in person, by mail, by email, or by proxy shall be sufficient for execution. The Officers and Executive Committee members who are elected at the April general meeting shall be installed at the May general meeting, and the term of office shall begin July 1.

32. AMENDMENTS TO OPERATING PROCEDURES

Following adoption by the Executive Committee and approval by the Chapter, Regional Councilor and National Councilor for Organizational Concerns, these OPERATING PROCEDURES and any provision thereof may be amended at any time by action of the Executive Committee. A majority of votes cast shall be sufficient to amend any provision of or to add to the OPERATING PROCEDURES. Any amendment or addition to these OPERATING PROCEDURES shall be included in this document and added in numerical sequence in the order of enactment, complete with the date of such enactment.

33. DUES OF THE CHAPTER

Dues of the Chapter are a combination of both National and Local dues. National dues are determined by AGO National and Local dues are set by the Executive Committee of the Local Chapter.