

J.A.T.O.E. By-Laws

Adopted

September 2, 2018

Section I - Name

The name of the organization is the "Joliet Area Theater Organ Enthusiasts," (J.A.T.O.E.).

JATOE is a chapter of the American Theater Organ Society (ATOS) and is a non-profit organization.

Section II - Purpose

JATOE is an organization dedicated to the education of the public by preserving and furthering the use and understanding of the Theater Pipe Organ and its music issuing a publication concerning its activities. JATOE, in connection with the purposes stated above proposes to promote and encourage its members to:

- A. Preserve the historical tradition of the Theater Pipe Organ in American music and theater by:
 - 1. Restoring the remaining specimens of the instrument.
 - 2. Collecting and preserving for posterity recorded examples of the musical sound of the remaining Theater Pipe Organs.
 - 3. Arranging for removal, rehabilitation and reinstallation of instruments no longer wanted in their original settings.
 - 4. Furthering the future acquisition of a Theater Museum to preserve, study and exhibit the Theater Pipe Organ.
- B. Contribute to the musical education and cultural enrichment of the general public by:
 - 1. Presenting concerts and shows featuring the Theater Pipe Organ music.
 - 2. Encouraging the education and training of new performers on the Theater Pipe Organ.
 - 3. Preserving historical manuscripts, scores of Theater Pipe Organ musical compositions and other memorabilia.
 - 4. Commissioning new music and arrangements for the Theater Pipe Organ.
 - 5. Preserving and expanding, through workshops, lectures, and demonstrations, skills of Theater Pipe Organ playing, building, voicing, and maintenance.
 - 6. Encourage an interest in and enjoyment of Theater Pipe Organ music by the general public.
- C. Members are encouraged to join the National Organization, the American Theater Organ Society. (ATOS)

Section III – Membership & Benefits

- A. Classes and Benefits of Membership.** There shall be Four (4) classes of membership known as **Primary, Student, Honorary, and Lifetime.**
- B. A Primary Member** is the one whose name appears on the application and demonstrates an interest in furthering the stated goals of JATOE.

Primary Membership includes the right to:

- a. Vote (one vote per primary member)
- b. To receive a subscription to the “Relay Chatter”
- c. To hold office
- d. To attend board meetings
- e. To chair or serve on committees
- f. Attend membership meetings and socials of JATOE.
- g. Can bring family and friends to socials

The class “**Primary Member**” shall include the following categories:

- a. Regular (pays regular yearly dues)
- b. Student (10-21yrs of age pays 1/2 the regular yearly dues)
- c. Supporting (pays \$50.00 yearly dues)
- d. Sponsoring (pays \$100.00 yearly dues)
- e. Sustaining (pays \$150.00 yearly dues)
- f. Honorary (by action of the Board)
- g. Lifetime Membership (by recommendation of the Board and approval by the membership)

- C. A Student Membership** is divided into two (2) levels for a person who attends school, is the age of 10 to 21, and shows an interest in furthering the stated goals of JATOE and the theater pipe organ. A copy of the students school ID is required as proof of being a student each year. ***All students under the age of 16 must be accompanied by an adult. Anyone over the age of 21 and is a full time student may also apply for this discounted membership.***

Student Membership I, (age 10, but under 18 years old) includes the right to:

- a. To receive a subscription to the “Relay Chatter”
- b. Attend membership meetings and socials of JATOE.

Student Membership II, (Age 18 to 21 years old) includes the right to:

- a. Vote
- b. To receive a subscription to the “Relay Chatter”
- c. To hold office
- d. To attend board meetings
- e. To chair or serve on committees
- f. Attend membership meetings and socials of JATOE.

D. An Honorary Member(s) is a person who has had this status bestowed upon him/her by JATOE with the unanimous recommendation of the Board of Directors. The term Honorary Membership shall be at the discretion of the Board of Directors and shall be stated at the time the individual is placed in nomination for this honor.

E. An Honorary Member includes the right to:

- a. Vote
- b. To receive a subscription to the "Relay Chatter"
- c. To attend board meetings
- d. To chair or serve on committees
- e. Attend membership meetings and socials of JATOE.
- f. Shall pay no dues for a period of one (1) year
- g. The term of this membership is for one (1) year.

F. A Lifetime Member(s) is a person who has this honor bestowed upon him/her by the JATOE membership with the unanimous recommendation and approval of the Board of Directors. The Lifetime Member has shown by example, outstanding loyalty, and dedication to JATOE. This honor recognizes his/her commitment demonstrated towards the programs, activities, and ideals of JATOE. The Lifetime Membership shall be at the discretion of the Board of Directors.

A Lifetime Membership includes the right to:

- a. Vote
- b. To receive a subscription to the "Relay Chatter"
- c. To hold office
- d. To attend board meetings
- e. To chair or serve on committees
- f. Attend membership meetings and socials of JATOE.
- g. Shall pay no yearly dues for life.

The dues covering each category of membership shall be determined under the provisions of Section IV – Dues.

G. Membership is open without regard to race, color, religion, sex, national origin, handicap, sexual orientation, or age of mature adults. All membership applicants must be of legal age, eighteen (18) or have written parental consent if under 18.

H. Any member (Primary, Student II, Honorary, and Lifetime) may serve on or chair a committee if appointed by the chapter president. Only a Board Member may serve as JATOE representative at the ATOS convention, unless a primary member designee is appointed by the board.

I. The Board of Directors shall be empowered to remove any member from the membership for good cause and sufficient reason. Cause and reason for removal shall be established on objective evidence presented to the Board of Directors in written form and signed by the person making the charge. Some examples of cause for removal from membership are but not limited to:

- a. Mischievous activities which result in antagonisms or are deleterious to the best interests of JATOE.
- b. Acting in the name of JATOE without Board approval.

The member against whom such charges have been presented may present evidence in his/her behalf to the Board of Directors.

Section IV – Dues

- A.** Chapter dues shall be determined by the Board of Directors and approved by a majority vote of members at a regular business meeting.
- B.** Dues cover one calendar year.
- C.** New members' dues shall be determined by the remaining months in the year. The yearly amount shall be divided by 12, and then multiplied by the number of months left in the calendar year. New members will not be charged for the month in which they join.
(Example, yearly dues are \$30.00, member joins May 15th, \$30.00 divided by 12 = \$2.50 a month x 7 remaining months = \$17.50. Student Dues shall be one half the cost of a regular membership and the above formula would also apply.
- D.** Dues must be paid by January 31st of each year. If delinquent dues are paid by March 15th, full membership will be restored.
- E.** Any member whose membership has lapsed, may not hold office, chair or serve on a committee, vote on any issue, or receive the Relay Chatter newsletter until reinstated.

Section V - Officers and Directors

- A.** The business, property, and money of JATOE shall be controlled and administered by the Board of Directors. The Board of Directors, hereinafter referred to as "The Board" shall consist of four officers named in Section V, "B" and from a minimum of one to a maximum of three directors. The entire Board must be an odd number for voting purposes. All are elected from the primary membership. A Primary member shall be eligible to serve as an officer or Board Member only if that member has been a member in good standing for a period of twelve consecutive months preceding the election.
- B.** The Officers consist of:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
- C.** All elected officers shall serve for a term of two (2) years from July 1st to June 30th of the second year.
- D.** There shall be no restriction on the number of terms for which an officer or board member may be elected consecutively.
- E.** The Board shall hold a minimum of two (2) meetings per year, one in the spring, and one in the fall or as any officer or Board Member requests.
- F.** Notification of the time and place of regularly scheduled Board Meetings shall be published in the "Relay Chatter" prior to the date of the given meeting if possible. The President may call an emergency meeting of the Board at any time without notice. The reason for the meeting and the outcome shall be published in the next issue of the "Relay Chatter".
- G.** The quorum required to conduct business shall be four (4) Board members.
- H.** When a Board member is absent from two (2) consecutive meetings, either without notice, or with a reason for the second absence which is not acceptable to the majority of the Board present at the second meeting:
 - a. The Secretary shall advise the member that he/she must be present at the next meeting or communicate his/her reason for the absence in writing to the Board.
 - b. If he/she is absent for the next meeting and has not given a reason acceptable to the majority of the Board present at the meeting, the Board shall take such action as it finds appropriate, including removal from the Board. The Board shall notify him/her in writing of such action.

- I. Vacancies, except for President, shall be filled by appointment by the President with approval of the Board. Appointments shall be for the balance of the term of the member being replaced. If the Presidency becomes vacant, the Vice President immediately assumes the office of President, after which the vacancy in the Vice President is filled as previously specified.
- J. The past President shall serve as ex-officio member of the Board for two (2) years following his/her term so there is a continuity of the activities of JATOE.

Section VI – Duties of Officers

A. President

The President shall serve as the presiding officer of the Board and of meetings of the membership and shall act on all matters of policy and business relating to the club. He/she shall sign all contracts and other official documents approved by the Board. He/she shall be an ex-officio of all committees.

B. Vice-President

The Vice-President shall assist the President as necessary and shall assume the functions of the President in his/her absence. He/she shall coordinate all committees and report to the Board the progress of any committee whose chairperson is not present.

C. Secretary

The Secretary shall record minutes of all meetings and Board meetings of JATOE noting major points of discussion, all motions made, whether seconded or not, and recording the votes on the foregoing. He/she shall read the minutes of all previous meeting as appropriate, provide and keep attendance sheets for all members at official functions, take charge of all documents belonging to the organization, notify members of meetings as specified in the by-laws, conduct correspondence as directed by the President, read important correspondence at meetings as directed and serve as official registered agent for JATOE with the State of Illinois.

D. Treasurer

The Treasurer shall receive and record all membership fees and other moneys which accrue to JATOE and deposit or cause them to be deposited in a Federally Insured Bank Account(s). He/she shall record all other assets accruing to JATOE, establish, and maintain account books, ledgers, etc. as directed by the Board which will properly and adequately reflect all financial transactions of JATOE. He/she shall prepare a written financial report for each business meeting of the membership and all Board of Directors meetings, prepare an annual financial report to be presented at the last business meeting of the calendar year, prepare all books, ledgers, and accounts for audit not later than June 1st of each calendar year or as directed by the President.

Section VII – Meetings

There shall be a minimum of four (4) socials for the general membership per year. In non-election years there shall be a minimum of two (2) business meetings, one in the spring, and one to be held in the fall. In election years there shall be an additional business meeting for the purpose of nominations to be held in April. The spring annual meeting will provide for yearly reports of all committees and officers. Notice of business meetings must be made to all JATOE members either by mail, email (email is the preferred way) and /or our web site postmarked or posted at least 10 days prior to the meeting. A quorum shall consist of twenty percent (20%) of the voting members on the day of the meeting plus two (2) current officers. It is the responsibility of individual members to sign in the attendance sheet provided and kept by the secretary at each meeting and/or social. All meetings shall be conducted according to the latest edition of Roberts Rules of Order.

Section VIII – Elections

Elections of the officers and Board members shall be held in May in the odd numbered years. Newly elected officers and Board members shall take office July 1st of the same year. Candidates for officers and directors shall be nominated at a business meeting to be held in April of the odd numbered years. All candidates must be current primary members of JATOE and been a member of the same period of at least 12 months prior to nominations to be considered for the position,

All nominations for officers and directors should be from the floor, all nominations must be seconded, and the nominee must be present or he/she has indicated in writing a willingness to run for a particular Board position. Nominations of officers shall proceed in the following order:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Director(s) at Large

Nominations shall be closed by a motion from the floor which carries or by declaration of the President when no more nominations from the floor are forthcoming. No more nominations may be made from the floor after nominations have been closed at the meeting. A member may run for and/or hold only one (1) office on the Board of Directors at a time. The election of officers and directors may be by secret printed ballot with provisions for write in candidates in each category. Candidates receiving a plurality of votes cast for each position shall be declared elected to the position named. In the event of a tie, additional secret written consisting vote(s) shall be taken immediately until the time that a plurality exists. No one shall vote who is delinquent in dues. The Board shall appoint an election committee of one or more members not running for office at the spring meeting. The membership chairman in conjunction with the Treasurer shall provide the election committee with a current Primary Membership list. The duties of the election committee shall consist of preparing and distributing one (1) ballot to each voting member, bearing a significant marking. All ballots must be mailed and post marked to all qualified voting members no later than seven (7) days after the nomination meeting. Elections must be held and all ballots received no later than thirty (30) days from nominations. The election committee will be in charge of collecting and securing marked ballots and counting and certifying the same, delivering tallied ballots and results to the Secretary to be announced and recorded and destroying all unused ballots. The tallied ballots must be kept for one year. No proxy ballots will be allowed at any election.

If during nominations, it is seen by the Board that the positions of President, Vice-President, Secretary, Treasurer and Directors at Large are the same members now holding those positions, and are nominated again and accept, and/or there is no one else nominated for each position and it would be an unopposed election, then the Board can decide to bypass the formal secret ballots and by show of hands, providing twenty percent (20%) of the Membership are present, and elect the officers and Board members at the meeting. This procedure will also apply to any business that requires membership votes on issues. The Secretary will record all.

Section IX – Removal from Office

The Board of Directors shall be empowered to impeach and remove from office for good cause and sufficient reason(s) any officer or Director. Cause and reason for impeachment or removal from office and /or director shall be established on objective evidence presented to the Board of Directors in written form and signed by the person making the charge. Some examples of cause for removal are:

- a. Malfeasance
- b. Misfeasance
- c. Gross neglect of duties
- d. Mischievous activities which result in antagonism or are deleterious to the best interests of JATOE

The officer or director against whom such charges have been presented shall have no vote, but may present evidence in his/her behalf to the members of the Board of Directors.

Section X – Rules

1. JATOE shall abide by all applicable statutes of the State of Illinois. ***This provision may not be amended.***
2. Notwithstanding any other provisions of these articles, JATOE shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or a corresponding provision of any future United States Internal Revenue law). ***This provision may not be amended.***
3. It is the duty of the board to direct the Secretary and Treasurer to file all reports required by Federal and State agencies.
4. NO Officer, Director, or member shall undertake any activity or enter into any agreement, written or oral in the name of JATOE. The activities director shall be empowered to negotiate with artists for socials and programs but the final contract must have Board approval.
5. JATOE shall not propagandize or otherwise attempt to influence legislation not directly associated with the goals of the club. JATOE shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
6. The use of the chapters name, logo, letterhead, or properties owned and/or controlled by JATOE must be for the good of the chapter, its goals, and/or all of its members, and shall not be used for personal profit or gain and/or conflict of interests.
7. As soon after the election as practical, the President may, with approval of the Board appoint the following:
 - a. Organ Crew Chief
 - b. Newsletter Editor
 - c. Membership Chairman
 - d. Activities Director
 - e. Refreshment Director
 - f. Publicity Chairman
 - g. Any other person or position the President deems necessary.
 - h. All appointees must be members in good standing.
8. The President may poll the Board for its opinion on any matter which requires action before the Board can meet. A record of the opinions given by each Board member and a final decision of the

President shall be recorded in the official minutes of JATOE. The President may act in such cases if the majority of the polled quorum of the Board members agrees on the proposed action.

9. If the President is absent from any meeting, the order of succession to conduct a meeting shall be:
 - a) Vice-President
 - b) Secretary
 - c) Treasurer
10. In the event the President cannot attend an ATOS regional or National meeting to represent JATOE, the President may appoint a proxy from among the current Primary Members, provided attendance of such person as a proxy for the President is permitted by then current ATOS by-laws.
11. A meeting shall be called by the President or Board of Directors at the written request of twenty percent (20%) of the Membership.
12. The Board shall be responsible for obtaining adequate insurance for JATOE activities and assets.
13. There shall be a written contract between JATOE and the artist engaged for each concert that is open to the public and for which admission is charged if JATOE engages the artist.
14. There shall be a written contract between JATOE and the theater or facility engaged for each concert that is open to the public and for which admission is charged if JATOE is engaging the theater or facility.
15. There shall be a written agreement with any theater or facility owning an organ for which JATOE expends funds.
16. The Board of Directors may approve an expenditure up to five thousand dollars (\$5000.00) by a simple majority. Expenditures exceeding five thousand dollars (\$5000.00) must be approved by the membership at a business meeting.
17. An audit shall be performed and certified correct not later than the last meeting of each fiscal year. Special audits may be requested as necessary.
18. All disbursements of JATOE funds must be made by check. Checks to be valid must have two (2) signatures of the following:
 - a. Treasurer
 - b. President
 - c. Vice-PresidentAll expenditures in excess of one hundred dollars (\$100.00) must have prior approval of the Board. All bills and expenditures of JATOE funds must be presented at a regularly scheduled board meeting for approval of the Board of Directors. No Checks shall be written without proper documentation.
19. The fiscal year of JATOE shall be from July 1st to June 30th. The calendar year of JATOE in January 1st to December 31st.
20. Any proposal for obtaining an organ, a substantial part of one or other assets must be submitted to the Board in writing. The Board must approve acquisitions and any other expenditures involved before the acquisition can be made.
21. Any organ maintenance in the name of JATOE must have adult supervision without exception. No non-members may work on a JATOE organ crew or project unless authorized by the Board of Directors.
22. Unauthorized access to and tours of the pipe chambers, lofts, rooms, blowers, console interior, etc of organs maintained by JATOE shall be expressly prohibited except as authorized by the JATOE Board and/or Facility Management.
23. The JATOE Relay Chatter shall be the official newsletter of the club and shall be the medium of transmitting official notices to the membership as well as items of interest, reviews of shows, correspondence and such other items as may be appropriate.
24. No one except the Publicity Chairperson or the President may submit articles, photos, press releases, etc. to any public or private media. Items submitted by the Publicity Chairperson must have approval of the President and/or the Board.

25. Any member in possession of any properties, records, and/or related material belonging to JATOE must return same to a current Board member within ten (10) days from cessation of the member's duties and/or membership.

Section XI- Inurement of Income

No part of the net earnings of JATOE shall inure to the benefit of, or distribution to, its members, Board of Directors, Officers or other private persons except that JATOE shall be authorized and empowered to pay reasonable compensation for services rendered.

Section XII- Dissolution Clause

Upon dissolution of JATOE, the Board of Directors shall, after paying or making provisions for payment of all liabilities of JATOE, dispose of the assets of JATOE exclusively for the purpose of JATOE in such a manner or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify exempt organization under section 501 (c) (3) of the Internal Revenue Code or corresponding of any future U.S. Internal Revenue law revisions. All excess moneys shall revert back to the American Theater Organ Society for the benefit of the Barton Grande Theater Pipe Organ located in the Rialto Square Theater, 15 East Van Buren St, Joliet, Illinois 60432 along with the charter. If the Barton Grande Theater Organ does not remain in the Rialto Square Theater, then all monies revert to The American Theater Organ Society. (ATOS)

Section XIII-Amendments

A. Presentation

Purposed amendments to the by-laws shall be presented at a general business meeting for consideration of the entire membership. Proposed amendments shall be submitted to the entire membership at least one (1) month prior to a general business meeting.

B. Voting on Proposed Amendments

The proposed amendments to the by-laws shall be voted on at the next general business meeting following submission by mail, and/or email to the membership.

C. Adoption of Amendments

The proposed amendments to the by-laws shall be adopted when two thirds (2/3) affirmative vote is cast by the Primary Members at the meeting provided by part B of this section.

D. Distribution of By-Laws

A copy of the by-laws shall be sent to each new member at the time he/she joins JATOE. A copy of any amendments to the by-laws shall be made available upon request, by email or mail, to each member after adoption.