

BYLAWS OF THE ORGAN HISTORICAL SOCIETY

Adopted August 13, 2014

ARTICLE I NAME

Section 1. Name

The Organ Historical Society (the Society) is a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.

Section 2. Non-profit status

The purposes for which the corporation is organized are educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Society shall not be conducted or operated for profit and no part of the income of the Society shall benefit any member or individual, except in payment for contracted services rendered or for the legal defense of a Society official carrying out the duties of an official position.

Section 3. Fiscal year

The fiscal year of the Society shall be determined by the Board of Directors.

ARTICLE II OBJECT

The Organ Historical Society celebrates, preserves, and studies the pipe organ in America, in all its historical styles, through research, education, advocacy, and music.

ARTICLE III MEMBERSHIP

Section 1. Classes of membership

Membership shall be open to all persons without regard to race, religion, gender, sexual orientation, national origin, marital status, disability, or any other classification.

- A. General members shall have all rights and privileges of the Society.
- B. Honorary members are those individuals who have made a distinguished contribution to the furtherance of the purposes of the Society and are:
 - 1. Nominated by five (5) general members,
 - 2. Approved by both the Board of Directors and by the general members of the Society at an annual meeting;
 - 3. Entitled to all rights and privileges of the Society.
- C. Organizational affiliate members are non-voting organizations that:
 - 1. Receive the journal of the Society and
 - 2. Pay dues and fees set by the Board of Directors.

Section 2. Privileges

- A. A general member shall be considered in good standing if all obligations are met and shall have privileges to:
 - 1. Hold elective office;
 - 2. Serve on committees;
 - 3. Vote in national elections of the Society;
 - 4. Receive the journal of the Society;
 - 5. Access the members' only section of the web site;
 - 6. All rights contained in the parliamentary authority, defined in Article VIII; and
 - 7. Other privileges and benefits established by the Board of Directors.

Section 3. Dues

Members' dues shall be established by the Board of Directors.

- A. There shall be no dues for honorary members.

Section 4. Termination of membership

Membership may be terminated for:

- A. Lapsed dues. Dues in arrears for three months after the member's annual due date shall result in loss of membership.
- B. Resignation. Any member in good standing may resign from the Society on written notice to the Secretary; resignation does not discharge any debts to the Society.

- C. Expulsion. A member may be expelled when:
1. Charges have been preferred by a member;
 2. The Board of Directors appoints a committee of three to five impartial members to investigate and recommend specific disciplinary action; and
 3. The Board of Directors determines that expulsion is warranted based on the findings and recommendation of the committee.

Section 5. Chapters

A chapter of the Society is a group of individuals who are members of the Society and share an interest in organs of a particular geographic area, organs by a particular organ builder, organs sharing distinguishing characteristics, or some other aspect consistent with the objects of the Society.

- A. The Board of Directors may organize and disband chapters and establish procedures governing the organization, operation, and disbanding of chapters.
- B. Chapters shall be governed under the bylaws of the Society. Chapters shall establish their own operating procedures, which shall not be in conflict with these bylaws.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting

- A. The annual meeting of the Society shall be held in conjunction with the national convention, but no later than October 1, at a time and place designated by the Board of Directors.
- B. Notice of the meeting shall be published in official Society printed and electronic publications and posted on the web site sixty days prior to the meeting. The agenda for the meeting shall be published electronically two weeks before the meeting and provided in print with convention materials.
- C. An item of business for the agenda may be proposed to the Chair by ten or more members no later than thirty days in advance of the meeting. The Board of Directors shall determine by majority vote whether such items are placed on the agenda. The membership may consider additional business during the annual meeting by amending the agenda.
- D. The quorum for the annual meeting shall be 75 members.

Section 2. Special Meetings

A special meeting may be called by the Chief Executive Officer or by the Board of Directors, and shall be called by the Secretary on receipt of a petition signed by ten percent of the members of the Society.

- A. A special meeting shall be held at the time and place designated by the Board of Directors or the Secretary calling the meeting.
- B. Notice of the meeting shall be published in official Society printed and electronic publications and posted on the web site thirty days but not more than forty-five days prior to the meeting, stating the purpose for the meeting; no other business shall be transacted.
- C. The quorum for a special meeting shall be 250 members.

ARTICLE V OFFICERS

Section 1. Officers

The Chair, Vice Chair, Secretary, and Treasurer are the officers of the Society and shall have the powers and duties set forth in these bylaws and the parliamentary authority.

Section 2. Duties of Office

- A. The Chair shall:
 - 1. Serve as the official Society representative and spokesperson, unless such duty is delegated;
 - 2. Serve as a non-voting member of all committees, except the Nominating Committee;
 - 3. Prepare the agenda for all annual and special meetings;
 - 4. Appoint a parliamentarian for each meeting;
 - 5. Coordinate all administrative activities; and
 - 6. Present an annual report on the state of the Society.
- B. The Vice-Chair shall
 - 1. Exercise the duties of Chair in the Chair's absence; and
 - 2. Serve for the unexpired term in the event the office of the Chair becomes vacant.

- C. The Secretary shall:
1. Maintain all official membership and voting records including, but not limited to minutes and attendance for all meetings;
 2. Maintain a repository of all records of the organization, including the corporate seal.
- D. The Treasurer shall be an appointed, non-voting member of the Board and shall:
1. Maintain all financial records in accord with generally accepted accounting procedures;
 2. Maintain banking accounts, deposit receipts, and make disbursements;
 3. Prepare and present a budget proposal annually;
 4. Prepare an annual report for publication in the journal of the Society;
 5. Serve as a non-voting member of the Endowment Fund Advisory Committee;
 6. Prepare and file all reports required by federal, state and local laws; and
 7. Be bonded in such amount as the Board of Directors shall determine.
- E. A Chief Executive Officer shall be employed by the Board of Directors to manage the operations of the Society.

Section 3. Terms of Office

- A. The Chair, Vice-Chair, and Secretary shall be members of the Board of Directors elected by the Board of Directors for a term of two years and may serve no more than two consecutive terms in the same office.
- B. The Treasurer shall be appointed by the Board of Directors to a three-year term and shall serve no more than two consecutive terms.

Section 4. Vacancies

- A. A vacancy in the office of Chair shall be filled automatically by the Vice-Chair.
- B. A vacancy in any office except the Chair and Treasurer shall be filled for the unexpired term of office by majority vote of the current Board of Directors, if more than three months remains in the unexpired term. A vacancy in the office of Treasurer shall be filled immediately by majority vote of the current Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Composition

- A. The Board of Directors shall comprise five Directors, two or three elected in alternating even-year elections. A Director shall:
1. Serve as the Board liaison to one or more standing committees and may be appointed by the Chair to serve as chair of a committee.
 2. Serve in other capacities determined by the Board of Directors.

Section 2. Duties

- A. The Board of Directors shall be the Society's official governing body responsible for the Society's affairs. To that end, it shall also:
1. Perform all duties entrusted to officers and directors of a nonprofit corporation;
 2. Provide strategic direction;
 3. Debate and determine policies;
 4. Oversee the business and financial affairs;
 5. Employ staff and consultants sufficient for the needs of the Society; and
 6. Elect the officers.

Section 3. Terms of Office

- A. Directors shall hold office for four years or until their successors are elected.
- B. A Director shall serve no more than two consecutive terms in the same office.
- C. The terms of newly elected Directors shall begin at the conclusion of the annual meeting of the Society held in an odd-numbered year, but in any case no later than on October 1 of that calendar year.
- D. A vacancy in the position of Director shall be filled by the Board of Directors.

Section 4. Meetings

- A. Regular meetings of the Board of Directors shall be held at least three times each year at such times and places as designated by a majority vote of the entire Board of Directors.
- B. Special meetings of the Board shall be called by the Secretary when requested by the Chief Executive Officer or at the request of any three Directors.

- C. Notice to each Board member shall be given at least fourteen days prior to a regular meeting and at least three days prior to a special meeting. Notice may be waived in writing before, during, or after the meeting.
- D. Meetings may be held in person or by conference call, provided that all participants can hear and speak to one another at the same time. Notice of any matter and voting may use postal or electronic mail.
- E. A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors require an affirmative vote of a majority of the Directors present.
- F. The Board of Directors may also take action without a meeting by unanimous written consent of all members of the Board. Any action taken in such a manner shall be reported in the minutes of the next board meeting.

Section 5. Nominating Committee

- A. The Nominating Committee shall nominate candidates for election by the members.
 - 1. The Nominating Committee shall have five (5) members.
 - a. Two members shall be Directors selected by the Board of Directors;
 - b. One member shall be appointed by the Board of Directors from the general membership of the Society; and
 - c. Two members shall be elected by the members during an election held in odd-numbered years, with the candidates receiving the highest number of votes declared elected.
 - 2. The term of office shall be for two years and shall not be renewable.
 - 3. The Nominating Committee shall elect one of its members as chair.
- B. The Nominating Committee shall prepare slates for Director and Nominating Committee position elections.
 - 1. In even numbered years the committee shall present a slate of candidates at the annual meeting for the director positions being vacated, for voting and installation in the following odd numbered year.
 - 2. In odd numbered years the committee shall present a slate of no more than five candidates for the two Nominating Committee positions for election at that annual meeting.
 - 3. A slate of candidates shall be published on the Society's website within fourteen days of its announcement at the annual meeting and in the next available issue of the journal of the Society.

4. Additional nominations for candidates to be members of the Nominating Committee may be made by petitions signed by at least seventy-five (75) members. Such petitions shall be postmarked no later than sixty days after the publication of the slate.

Section 6. Election

- A. Voting shall be conducted by electronic or postal ballot. Candidates receiving the greatest number of votes for each position shall be declared elected. In case of a tie vote for any office, that position shall be re-balloted between the two tied candidates.
- B. The Board of Directors shall have the option to employ the services of an independent professional firm to conduct the election.

Section 7. Removal From Office

- A. When an officer or Director is absent from three consecutive regular meetings, the position shall be declared vacant and the Board shall fill the vacancy.
- B. Any Director may be removed in accordance with the provisions of law and the Pennsylvania Nonprofit Corporation Law of 1988, as amended, by the persons entitled to elect such Director, whenever, in their judgment, the best interests of the Society would be served by such removal.

Section 8. Indemnification

- A. The Society shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any other applicable laws, any member who, by reason of being or having been an officer or Director and was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, provided that the member has:
 1. Performed the duties of the office described in these bylaws;
 2. Refrained from actions that constitute self-dealing, willful misconduct, or recklessness; and
 3. That the personal liability of officers, Directors, and other employees and agents of the Society shall be limited to the fullest extent permitted by law.

ARTICLE VII COMMITTEES

Section 1. General Provisions

- A. The Board of Directors shall appoint the members and chairs of committees.
- B. Standing committees shall have at least three members.
- C. The provisions of these bylaws that govern meetings, action without meetings, notice and waiver of notice, and voting requirements of the Board of Directors shall apply to committees and their members.
- D. Each committee may establish its policies and operating procedures, subject to the approval of the Board of Directors.

Section 2. Standing Committees.

- A. Endowment Fund Advisory Committee (EFAC)
 - 1. The purpose of the EFAC is to recommend to the Board of Directors for its approval:
 - a. A professional investment firm to guide and implement the investments of the Society;
 - b. An investment policy; and
 - c. A spending policy.
 - 2. The EFAC shall provide the Chief Executive Officer and Treasurer a quarterly report of the holdings, asset allocation, income, and expenditures of the Endowment Funds.
- B. Library and Archives Advisory Committee
 - 1. The purpose of the OHS Library and Archives Advisory Committee is to:
 - a. support the collection, preservation, cataloging, interpretation, and availability of library materials of all types for the use of students, scholars and other serious users.
 - b. encourage the use of the collection of the OHS Library and Archives for scholarly purposes;
 - c. publish, sponsor, and encourage scholarly publications; and
 - d. organize conferences and symposia pertaining to the organ.
 - 2. With the concurrence of the Board of Directors and the Chief Executive Officer, the Library and Archives Advisory Committee shall provide oversight, advice, and support for the Archivist and the OHS Library and Archives.
 - a. coordinate with the Publications Advisory Committee when undertaking any publications;

- b. recommend an annual budget for the OHS Library and Archives for approval by the Board of Directors; and
- c. recommend to the Board of Directors an Archivist and other personnel necessary to conduct the business of the OHS Library and Archives.

C. Publications Advisory Committee

1. The purpose of the Publications Advisory Committee is to advise on all publication related activities of the Society, including
 - a. the journal;
 - b. annual publication for the national convention; and
 - c. monographs on subjects related to the organ published under the imprint of the Society.
2. The Publications Advisory Committee shall:
 - a. recommend to the Board of Directors a Director of Publications and other personnel necessary to conduct the publications business;
 - b. recommend an annual budget for Publications for approval by the Board of Directors; and
 - c. with the concurrence of the Board of Directors and the Chief Executive Officer, provide oversight, advice, and support for the Director of Publications.

D. Membership and Development Committee

1. The purpose of the Membership and Development Committee is to assist the Chief Executive Officer with membership services and fund-raising activities. The Membership and Development Committee shall:
 - a. promote the maintenance and growth of the OHS membership
 - b. encourage contributions to the OHS of miscellaneous, restricted, and endowed funds
 - c. seek foundation and government grants for the Society
 - d. assist with planning and implementing a capital campaign
 - e. provide an annual report for the Board on OHS development efforts.

Section 3. Special Committees

Special committees shall be created and appointed by the Board of Directors as necessary to fulfill the objectives of the Society and shall serve until completion of their assignments or until dissolved by Board action.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised, eleventh edition, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with applicable law, these bylaws, or any special rules of order the Society or the Board of Directors may adopt.

ARTICLE IX AMENDMENTS

Section 1. Amendments to the bylaws may be proposed by the Board of Directors or by a written petition addressed to the Secretary, signed by twenty percent of the members.

Section 2. Amendments proposed by petition shall be submitted, with recommendations of the Board, to the members for a vote within three months of the date when the petition was received by the Secretary.

Section 3. The bylaws may be amended at any time by a two-thirds affirmative vote by mail or electronic ballot of the members.

ARTICLE X DISSOLUTION

The Society may be dissolved at any time by the written consent of two-thirds of the members. In the event of dissolution, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Society, nor any proceeds thereof, nor any assets of the Society shall be distributed to any member of the Society. All remaining assets and property of the Society, if any, shall, after all debts are satisfied, be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes, that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, and has a purpose compatible with the purpose of the Society.

Provisos Relating to Transition

PROVISO: When officers take office in 2015, the incumbent Treasurer shall be considered to be starting a second three year term and not eligible for reappointment.

(See Art. V, Sec. 3B)

“PROVISO: The incumbent officers, with terms ending at the close of the 2015 annual meeting, shall retain those offices until the close of the 2015 annual meeting.”

“PROVISO: The incumbent councilors, with terms ending at the close of the 2015 annual meeting, shall be directors until the close of the 2015 annual meeting.”

