

BYLAWS OF THE OLD DOMINION THEATRE ORGAN SOCIETY

Adopted September 18, 2014

ARTICLE I Name, Principal Office

Section 1.1. NAME. The name of the organization shall be Old Dominion Theatre Organ Society, hereinafter referred to as ODTOS. ODTOS is affiliated with the American Theatre Organ Society, hereinafter referred to as ATOS, under a charter granted June 26, 2014, and is also known as the Old Dominion Chapter, ATOS.

Section 1.2. USE OF NAME. It is hereby expressly stated that the use of the name of the organization, ODTOS, the parent association, ATOS, the publications of ODTOS or of ATOS, or the letterheads of ODTOS or ATOS, must be for the good of the entire membership of both groups and not for personal gain.

Section 1.3. PRINCIPAL OFFICE. The principal office for the transaction of the business of ODTOS shall be located at such place as may be determined by the Board of Directors. The Board is hereby granted full power and authority to change the principal office from one location to another.

Section 1.4. ATOS BYLAWS. The ATOS Bylaws, as applicable, shall be part of these Chapter Bylaws and are hereby incorporated by reference.

ARTICLE II Purpose

Section 2.1. NONPROFIT. ODTOS is a nonprofit non-stock corporation formed under the laws of the Commonwealth of Virginia and section 501(c)(3) of the Internal Revenue Code. ODTOS is exclusively for public and charitable purposes and not for the private gain of any person.

Section 2.2. PURPOSE. The purpose of ODTOS, as set forth in the Articles of Incorporation, shall include:

- a. The preservation and enhancement of the theatre organ.
- b. To encourage education in music and the enjoyment of the theatre organ;
- c. To further public appreciation of the theatre organ and its music through educational programs and concerts; and
- d. To encourage talented musicians to preserve the art of theatre organ playing through competitions and awards.

ARTICLE III Governance

Section 3.1. NUMBER AND QUALIFICATION OF OFFICERS. Any ODTOS Primary Member as defined in Article IV Section 4.2 who is at least 18 years of age at the time of nomination may serve as an Officer. The number of Officers is four (4): President, Vice- President, Secretary, and Treasurer. All Officers must remain ODTOS Primary Members in good standing during their term of office. Failure to maintain an ODTOS Primary Membership will constitute resignation of the Officer's position.

Section 3.2. BOARD MEMBERS. The Board of Directors (hereinafter referred to as the Board) shall consist of the four (4) Officers: President, Vice- President, Secretary, and Treasurer.

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Section 3.3. EX-OFFICIO BOARD MEMBER. The immediate past President shall serve as an ex-officio (non-voting) member of the Board for one year following his/her term of office.

Section 3.4 COMPENSATION. Officers and Board members shall not be compensated.

Section 3.5 NONLIABILITY OF BOARD MEMBERS. No Board member shall be personally liable for the debts, liabilities, or other obligations of ODTOS.

Section 3.6. POWERS. Subject to the limitations of the Articles of Incorporation, these Bylaws, and applicable law, all of the corporate powers of ODTOS shall be exercised by or under the authority of the Board, and all business, property, and affairs of ODTOS shall be managed by or under the direction of the Board.

ARTICLE IV Membership

Section 4.1. MEMBERSHIP. Any person who shares an interest in the purposes of ODTOS as defined in Article II Section 2.2 may apply to become a member. Membership in ODTOS shall be open to all persons without regard to race, sex, sexual orientation, religion, national origin, disability, or age. Applications for membership shall be approved by the Board, or by a committee charged by the Board with responsibility for such decisions, or by the ODTOS Secretary. The procedure for approval of membership applications shall be determined by the Board.

Section 4.2. CLASSES OF MEMBERSHIP. There shall be two (2) classes of membership: "Primary Member" and "Associate Member." Membership in ODTOS is available to any person but subject to termination as defined in Article IV Section 4.5.

Section 4.3. PRIMARY MEMBER.

- a. Benefits of Membership.** A Primary Member shall have the right to vote on any matter of business placed before the membership, to receive a subscription to the official newsletter of ODTOS, to serve as an Officer, to serve on committees of the Board, to attend Board meetings and to attend membership meetings and other ODTOS events. A Primary Member must also have and maintain membership in the American Theatre Organ Society.
- b. Family Membership.** A Primary Membership may be a family membership comprised of one or more adults and/or dependent children living at the same address. A family membership is entitled to one vote and to one subscription to the official newsletter of ODTOS. Only one individual in a family membership, who must also be an ATOS member, may serve as an Officer at any one time.
- c. Membership Dues.** Annual membership dues shall be determined by the Board.

Section 4.4. ASSOCIATE MEMBERS.

- a. Benefits of Membership.** An Associate Member shall be entitled to receive a subscription to the official newsletter of ODTOS and to attend membership meetings and other ODTOS events. An Associate Member need not maintain membership in the American Theatre Organ Society. An Associate Member shall not be entitled to vote on matters of business placed before the membership, nor shall an Associate Member be eligible to hold any office.
- b. Becoming a Primary Member.** An Associate Member may become a Primary Member by joining and maintaining membership in the American Theatre Organ Society.
- c. Membership Dues.** Annual membership dues shall be determined by the Board.

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Section 4.5. NONTRANSFERABILITY OF MEMBERSHIP. No member may transfer their membership and all rights of membership shall cease upon the member's death or the dissolution of ODTOS.

Section 4.6. TERMINATION OF MEMBERSHIP. ODTOS membership may be terminated by a two-thirds majority vote of the Primary Members. Written notice of termination, stating the effective date and the reason(s) for the action, shall be sent immediately to the member by first class, certified, or registered mail. The effective date of termination shall be at least 15 days after the mailing of the notice. Any person whose membership has been terminated shall be entitled to a prorated refund of current dues paid.

Section 4.7. AUTOMATIC TERMINATION OF MEMBERSHIP. ODTOS membership will be automatically terminated when any member's dues become in arrears by 90 days or more.

Section 4.8. RESIGNATION OF MEMBERSHIP. Any member may resign from ODTOS by submitting to the Secretary a written statement of resignation, specifying a future date on which the resignation is to become effective. A member resigning from ODTOS shall not be entitled to any prorated refund of dues.

ARTICLE V Election of Officers

Section 5.1. TERM OF OFFICE. All elected Officers shall serve for a term of two (2) years beginning on January 1st of the year following election and ending on December 31st of the second year following election. A Primary Member may only serve in a specific officer position for two consecutive terms. Officers elected in June 2014 shall serve through December 31, 2016.

Section 5.2. PRESIDENT. The President shall:

- a. Act as the chief executive officer of ODTOS.
- b. Subject to the direction of the Board, the President shall be generally responsible for the supervision, direction, and control of ODTOS.
- c. The President shall preside at all meetings of the membership and the Board.
- d. The President shall be an ex-officio (non-voting) member of all committees except the Nominating Committee.

Section 5.3. VICE-PRESIDENT. The Vice-President shall:

- a. In the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers and be subject to all of the restrictions of the President.
- b. In the case of resignation, removal, or incapacity of the President, the Vice-President shall accede to the office of President and the Board shall designate another Primary Member as Vice-President for the unexpired term.

Section 5.4. SECRETARY. The Secretary shall:

- a. Maintain all ODTOS records including the minutes of all membership and Board meetings, which shall include the time and place of the meeting, how called or authorized, the notice given, the names of those present, and the proceedings thereof.
- b. Maintain the Membership List of all member names, addresses, phone numbers, available email addresses, date joined, ATOS membership status, and class of membership

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- c. Maintain a file of all official documents and contracts having legal significance to ODTOS.
- d. The Secretary shall cooperate with the ATOS Executive Secretary regarding the ATOS membership status of ODTOS members.

Section 5.5. TREASURER. The Treasurer shall:

- a. Keep or cause to be kept adequate, correct books of cash, other ODTOS assets, and expenditures.
- b. Sign checks; dispense funds in the payment of properly approved bills and debts.
- c. Send bills for membership dues by November 1 of each calendar year; make provision for payment of dues; and report on the status of membership payments at regular intervals.
- d. The Treasurer shall deposit, or cause to be deposited, monies in such repositories as are designated by the Board and shall render to the President or the Board, upon request, statements of the financial condition of ODTOS.

Section 5.6. OFFICER NOMINATION AND ELECTION PROCEDURES.

- a. **Schedule and Notice of Elections.** The election of Officers shall take place each even numbered year (every two (2) years) at the Annual Meeting beginning in 2016. Notice of the election and election procedures shall be published in the ODTOS official newsletter or included in a special mailing, which in either case shall be sent to the membership at least two weeks prior to the date of the meeting.
- b. **Election Procedure.** Nominations for Officers, including those from the Nominating Committee, shall be made from the floor at the Annual Meeting. Nomination and election of Officers shall be conducted in the following order: (1) President; (2) Vice-President; (3) Secretary; (4) Treasurer. The election of each officer shall be finalized before nomination and election of subsequent officers.
- c. **Voting.** Officers shall be elected by a majority of the Primary Members voting. If there are two or more nominees for the same position, voting shall be conducted by secret ballot.

Section 5.7. VACANCIES. Vacancies caused by death, resignation, or removal of any Officer shall be filled by appointment by the Board, or by the President subject to confirmation by the Board, except for the Office of President, which shall be filled as described in Article V Section 5.3. Any such appointment shall be for the balance of the unexpired term of the Officer being replaced. Appointed Officers must meet the qualification requirements as set forth in Article III Section 3.1.

Section 5.8. REMOVAL. The Primary Members may remove any Officer elected or appointed for malfeasance in office. An Officer may be removed under this Section by a two-thirds majority vote of the Primary Members during an Annual or Special Meeting of the membership.

ARTICLE VI Committees

Section 6.1. APPOINTMENT OF COMMITTEES. The Board may authorize such committees as it deems necessary or appropriate to further the objectives of ODTOS. The President shall appoint all committees authorized by the Board.

Section 6.2. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.

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Section 6.3. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee consisting of at least one (1) Board member and two (2) Primary Members at a Board meeting at least 30 days prior to each even numbered year's Annual Meeting, beginning in 2016, to develop a slate of candidates for each office. The Nominating Committee shall elect a Chairman who will be responsible for conducting the election at the Annual Meeting.

Section 6.4. AUDIT COMMITTEE. The President shall appoint an Audit Committee of at least three (3) Primary Members to review and examine the Treasurer's financial report. The Audit Committee shall present its findings at the first Board meeting after February 1st of the year following the year covered by the report.

ARTICLE VII Membership Meetings

Section 7.1. ANNUAL MEETING. ODTOS shall have one Annual Meeting of the membership, which shall take place on or about the first Sunday of October of each year. At the Annual Meeting, the President shall make an oral report of ODTOS activities during that year and any Committee reports shall be presented. If it is an election year, the person who is the President at the beginning of the Annual Meeting shall conduct the balance of the Annual Meeting following the election of Officers, even if a new President has been elected. In election years, the Nominating Committee shall conduct the portion of the Annual Meeting relating to elections in accordance with the provisions of Article V Section 5.6. The failure to conduct or hold an Annual Meeting does not affect the validity of any action of ODTOS.

Section 7.2. SPECIAL MEETINGS. A special meeting of the membership may be called at any time for any purpose by the President or by the Board. A special meeting of the membership shall be called if at least 5% of the Primary Members sign, date, and deliver to any Officer of ODTOS one or more written requests for a special meeting describing the one or more purposes for which the meeting is to be held. At a special meeting so called, only matters set forth in the meeting notice shall be considered.

Section 7.3. NOTICE.

- a. Method of Notice.** Notice of the time, date, and place of any Annual or Special meeting of the membership shall be sent to the membership by email or first-class mail not more than sixty (60) days and not less than ten (10) days prior to the meeting date.
- b. Waiver of Notice.** A Member may waive any notice required by these Bylaws or by applicable law before or after the date and time stated in the notice. Except as otherwise provided herein, such a waiver must be in writing, be signed by the member entitled to notice, and be delivered to ODTOS for inclusion in the minutes or filing with ODTOS records.
- c. Effect of Attendance.** A Primary Member's attendance at a meeting waives objection to all of the following: (1) lack of notice or defective notice, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; (2) consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

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Section 7.4. QUORUM AND VOTING.

- a. Number Required.** The quorum required for the transaction of any business at a meeting of the membership shall be 25% of the current Primary Members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Primary Members present shall be the action taken unless otherwise specified by the Articles of Incorporation, these Bylaws, or applicable law.
- b. Loss of Quorum.** The Primary Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Primary Members to leave less than a quorum, in which case only an adjournment may be approved by the remaining Primary Members.

Section 7.5. CONDUCT OF MEETINGS. Membership meetings may be conducted through the use of any means of communication by which all Primary Members so participating may simultaneously hear or read each other's communications during the meeting, and by which all communication during the meeting is immediately transmitted to each participating Primary Member, and each participating Primary Member is able to immediately send messages to all other participating Primary Members. A Primary Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.6. ACTION BY WRITTEN CONSENT. Any action required or permitted to be approved by the membership may be taken without a meeting if the action is approved by a majority of the Primary Members within the time period defined for approval. The action must be evidenced by written consent describing the action taken, signed and dated by the required number of Primary Members, and delivered to ODTOS for inclusion in the minutes or filing with the corporate records.

Section 7.7. ACTION BY WRITTEN BALLOT. Any action required or permitted to be made by the membership may be taken by written ballot if ODTOS delivers a written ballot to every Primary Member on the matter. Approval of any action submitted to the membership by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot includes a ballot transmitted or received by electronic means.

ARTICLE VIII Board Of Directors Meetings

Section 8.1. REGULAR MEETINGS. The Board shall hold at least one (1) regular meeting during each calendar year at a time and place fixed by the Board.

Section 8.2. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the President or by any two (2) Board members.

Section 8.3. NOTICE OF SPECIAL MEETINGS.

- a. Method of Notice.** Notice of the date, time, and place of each special meeting of the Board shall be given to each Board member not less than 48 hours before the meeting if given personally, by telephone, or by electronic transmission and/or electronic mail (email), and not less than five (5) days before the date of the meeting if given by first class mail.

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- b. Waiver of Notice.** Any Board member may waive any notice required by the Bylaws before or after the date and time stated in the notice. Except as otherwise provided by these Bylaws or by operation of law, the waiver must be in writing, signed by the Board member entitled to notice, and filed with the minutes or ODTOS records.
- c. Effect of Attendance.** A Board member's attendance at or participation in a meeting waives any required notice of the meeting unless the Board member upon arriving at the meeting or before the vote on any matter not noticed in conformity with the Bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected action.

Section 8.4. QUORUM AND VOTING.

- a. Number Required.** The quorum required for the transaction of any business by the Board shall be a majority of the members of the Board in office immediately before any Board meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board present shall be the action taken unless otherwise specified by the Articles of Incorporation, these Bylaws, or applicable law.
- b. Loss of Quorum.** The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Board members to leave less than a quorum, in which case only an adjournment may be approved by the remaining Board members.

Section 8.5. CONDUCT OF MEETINGS. Any or all Board members may participate in any meeting of the Board by, or conduct the meeting through the use of any means of communication by which all Board members so participating may simultaneously hear or read each other's communications during the meeting, and by which all communication during the meeting is immediately transmitted to each participating Board member, and each participating Board member is able to immediately send messages to all other participating Board members. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8.6. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if consent in writing setting forth the action is signed, including electronic signature as defined in Article X Section 10.10, by a majority of the Board members then in office.

ARTICLE IX Dues and Finance

Section 9.1. DUES. ODTOS annual membership dues shall be determined by the Board but may be changed no more than once per calendar year. Any change in membership dues shall become effective on the first day of the following calendar year. Dues shall be paid to the Secretary prior to January 1st of each calendar year. Primary Members shall also separately maintain membership with the American Theatre Organ Society. The annual dues so paid shall be the total of the Primary Members and Associate Members financial obligation to ODTOS. The term of membership shall be the calendar year for which the initial membership or renewal dues are paid. Dues will be prorated for memberships commencing within the calendar year. Membership dues will begin on January 1, 2015.

Section 9.2 NONLIABILITY. No member shall be personally liable for the debts, liabilities or obligations of ODTOS.

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Section 9.3. FISCAL YEAR. The fiscal year of ODTOS shall be from January 1st through December 31st.

ARTICLE X

Rules

Section 10.1. PERSONNEL APPOINTMENT. As soon after the election as reasonably practicable, the President shall appoint, subject to approval by the Board, any Chairperson or position the President or the Board shall deem necessary. Incumbents in appointed positions serve at the pleasure of the President and are automatically terminated at the conclusion of the President's term. Incumbents may be replaced earlier at their request or at the pleasure of the President.

Section 10.2. APPLICABLE LAW. ODTOS shall abide by all federal, state, and local law. These Bylaws shall be construed in accordance with the provisions of the Commonwealth of Virginia law.

Section 10.3. SIGNATURE AUTHORITY. No member, other than the President, shall undertake any activity or enter into any agreement, written or oral, in the name of ODTOS without the specific prior approval of the Board. Any action or signature of the President shall be subject to the approval of the Board.

Section 10.4. INSURANCE. The Board shall be responsible for obtaining adequate insurance for ODTOS activities and assets.

Section 10.5. ACQUISITIONS. Any proposal for acquiring any asset must be submitted to the Board in writing. The Board must approve acquisitions and any expenditure involved.

Section 10.6. CORPORATE FILINGS. It shall be the duty of the Board to direct the Secretary and Treasurer to file, in a timely manner, all corporate reports required by Federal and State agencies.

Section 10.7. ARTIST AND VENUE CONTRACTS. There shall be a written contract between ODTOS and any artist engaged to perform for any event that is open to the public and for which admission is charged. There shall be a written contract between ODTOS and the venue engaged for each such event that is open to the public and for which admission is charged.

Section 10.8. PRIVACY OF MEMBERSHIP LIST. The ODTOS Membership List shall be held in confidence and electronic copies securely maintained in password protected, encrypted form. To ensure continuity of operations, identical electronic copies of the Membership List will be maintained by the Secretary and one other Officer assigned by the Board. The Membership List will not be shared, sold, or used for any purpose other than ODTOS functions.

Section 10.9. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of *Robert's Rules of Order* shall govern all meetings when applicable and practicable, provided they do not conflict with these Bylaws, with any special rules of order the Board may adopt, or with any provisions of applicable law.

Section 10.10. ELECTRONIC SIGNATURE. Any action required or permitted to be taken "in writing" under these Bylaws may be taken by means of an electronic signature. An electronic signature means any electronic sound, symbol, or process, attached to or logically associated with the writing and executed or adopted by a person with intent to authenticate the writing.

Section 10.11. PROXIES. Voting by proxy or by absentee ballot shall not be permitted on any matter.

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ARTICLE XI Dissolution

Section 11.1 WITHDRAWAL FROM ATOS. ODTOS shall cease to exist as a Chapter of ATOS if ATOS withdraws the Chapter's Charter, or by a two-thirds vote of the Primary Membership resigning the charter providing such action on the part of either shall permit the continuation of ODTOS as set forth in its Articles of Incorporation. ATOS shall not have any property rights in the assets of ODTOS.

Section 11.2 DISSOLUTION. ODTOS may be dissolved by two-thirds vote of the Primary Members and in accordance with the laws of the Commonwealth of Virginia providing for such dissolution.

Section 11.3 DISTRIBUTION OF ASSETS. In the event of dissolution of ODTOS, after paying or adequately providing for the payment of the debts, obligations and liabilities of ODTOS, the remaining assets of ODTOS shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Such nonprofit fund, foundation or corporation shall conform to the purpose for which ODTOS was established as defined in Article II of these Bylaws.

ARTICLE XII Amendments

Section 12.1. AMENDMENTS. These Bylaws may be amended by a vote of the majority of the Primary Members of the Board then in office, except that Bylaws affecting the following must be approved by the affirmative vote of a majority of the Primary Members of ODTOS:

- a. A Bylaw specifying or changing the number of Officers;
- b. A Bylaw increasing the term of office of Officers;
- c. A Bylaw modifying the quorum of Primary Members; and
- d. A Bylaw repealing, restricting, or expanding proxy rights.

Section 12.2. EFFECTIVE DATE. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board or Primary Members of ODTOS in adopting them provide that they are to become effective at a later date.