

**Operating Procedures
to Govern
New York City Chapter
American Guild of Organists**

On this September 26, 2011, the undersigned members of the Executive Board of the New York City Chapter of the American Guild of Organists do adopt the following version of the Chapter's Operating Procedures. This document is in accordance and agreement with the National Bylaws of the American Guild of Organists, as adopted April 13, 1896, and amended through April 12, 2008.

Section I. NAME.

The name of this organization is the *New York City Chapter of the American Guild of Organists* (hereinafter, "Chapter"), a subordinate unit of the national organization known as the American Guild of Organists, whose headquarters is in New York, N.Y.

Section II. STATEMENT OF FUNDAMENTAL PURPOSES.

The purpose of the American Guild of Organists is to promote the organ in its historic and evolving roles, to encourage excellence in the performance of organ and choral music, and to provide a forum for mutual support, inspiration, education, and certification of Guild members (Article II Section 1 of the National Bylaws). Nothing in these Operating Procedures is to be read, and none of the Chapter's activities pursuant to these Operating Procedures is to be undertaken or executed, in a manner inconsistent with the fundamental purposes of the Guild.

Section III. 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.

The membership of the New York City Chapter consists of two (2) classes: voting members and non-voting members.

a. The classes of voting members are:

- (1) Regular voting member;
- (2) Special voting member (age 65 and up, under 21, disabled);
- (3) Full-time Student (need school ID);
- (4) Partner voting member (2nd member at same address – no TAO subscription);
- (5) Dual voting member;
- (6) Dual Student voting member;
- (7) Lifetime voting member.

b. Non-voting members include:

- (1) Honorary Members;
- (2) Chapter Friends –
 - (a) The Chapter Friend category includes non-organists who support the Chapter and wish to attend Chapter events;
 - (b) Organists and choral conductors, whether currently active as performers or not, are not eligible to be Chapter Friends;
 - (c) Chapter Friends do not receive TAO.

All Chapter members:

- a. may submit articles to the newsletter and to any other Chapter publications, paper or electronic;
- b. receive the Chapter's newsletter, the Chapter Directory, and any electronic communications;
- c. may request listing in the Chapter's Substitute List on the Chapter's web site <http://www.nycago.org>;
- d. may purchase Chapter labels at a reduced rate.

Section IV. DUES OF THE CHAPTER.

Dues for voting members are determined by the National Council of the American Guild of Organists, and are to be collected and reported according to the instructions issued by the National Headquarters. The Chapter's Executive Board sets the dues for local non-voting members, as well as the cost of the newsletter subscriptions for non-Chapter members.

Section V. CHAPTER OFFICERS.

1. OFFICERS. The officers of the Chapter are: Dean, Sub-Dean, Secretary, Treasurer, Registrar, and two (2) Auditors. Twelve (12) members of the Chapter are elected to the Executive Board, according to the provisions of Section VII.2 below.

2. DUTIES OF THE DEAN. The Dean is the chief executive officer of the Chapter and has the following duties and responsibilities:

- a. Preside at all meetings of the Chapter and Executive Board;
- b. Nominate the chairs of all standing committees for appointment by the Executive Board;
- c. Nominate, at a called meeting, a person or persons to fill vacancies that may occur as the result of death, resignation, incapacity, removal, or disqualification of any officer or duly elected member of the Executive Board;
- d. Create, with the approval of the Executive Board, special project committees;
- e. Correlate the work of the officers and all committees;
- f. Serve as an ex officio member, with voice and vote, on all committees, excluding the Nominating Committee;
- g. Carry into effect all directions and resolutions of the Chapter and Executive Board and make such reports to the Chapter and Executive Board as may be necessary or required by the policies of the Chapter or Executive Board;
- h. Sign or countersign all contracts and other instruments for and on behalf of the Chapter pertaining to usual, regular, and ordinary affairs of the Chapter, as may be authorized by the Executive Board;
- i. Arrange for an annual audit of the Chapter's finances within three (3) months of the closing of the fiscal year (June 30);

- j. Serve as the Chapter's official representative to regional and national conventions. If the Dean is unable to attend, the Sub-Dean serves as the Chapter's representative. If neither of these officers is able to attend, the Executive Board appoints a representative;
- k. Perform such other duties as are incidental to the execution of this office or that may be required by the Executive Board;
- l. Serve for a maximum of two (2) consecutive terms of two (2) years each.

3. DUTIES OF THE SUB-DEAN. The Sub-Dean has the following duties and responsibilities:

- a. In the absence of the Dean of the Chapter, exercise all the powers and perform all the duties of the Dean;
- b. Serve as Chair of the Program Committee (see Section VIII and IX.7. below) and as such, be responsible for planning the program for the year;
- c. Sign or countersign contracts on behalf of the Chapter pertaining to the activities of the Program Committee, or as authorized by the Executive Board;
- d. Perform such other duties as are incidental to the execution of this office or that may be required by the Executive Board;
- e. Serve for two (2) years, with the possibility of subsequent re-elections, without limit on the number of years in office.

4. DUTIES OF THE SECRETARY. The Secretary has the following duties and responsibilities:

- a. Take minutes of the meetings of the Executive Board and general meetings of the Chapter and circulate them to all board members via mail or email prior to the next scheduled meeting. Such minutes are to include the names of those board members who are present and absent, as well as the reports of officers and committees;
- b. Keep an archive set of the minutes, including copies of all handouts distributed at each meeting;
- c. Issue notices for all meetings of the Executive Board;
- d. Oversee the annual election process (see Section VII), and notify all candidates of the outcome of the election;
- e. Conduct Chapter correspondence as necessitated by the duties of the position or the instructions of the Executive Board;

- f. Serve on the Chapter's Operating Procedures Committee, send copies of the Operating Procedures to each newly-elected Executive Board member, keep track of the changes initiated at the national level, and inform the Dean when changes in the Chapter's Operating Procedures are needed to conform to national practice conditions;
- g. Make such reports and perform such other duties as are incidental to the execution of this office or that may be required by the Executive Board;
- h. Serve for two (2) years, with the possibility of subsequent re-elections, without limit on the number of years in office.

5. DUTIES OF THE TREASURER. The Treasurer is the custodian of all financial records of the Chapter, and as such, has the following duties and responsibilities:

- a. Supervise all financial records of the Chapter and keep full and accurate accounts of the receipts and disbursements of the Chapter. These include:
 - (1) Assets, liabilities, and fund balances,
 - (2) Revenue and operating expenses,
 - (3) All other financial records and documents deemed necessary by the Executive Board;
- a. Cause all monies and credits to be deposited in a timely manner in the name and to the credit of the Chapter in such accounts and depositories as may be designated by the Executive Board;
- b. Send to National Headquarters the portion of membership dues that must be sent to National Headquarters;
- c. Act as a liaison between the Executive Board and the Centennial Millennium Fund (CMF) Committee. In this role, the Treasurer will provide the Executive Board with regular updates on the status of the fund. In addition, the Treasurer will be responsible for ensuring that annual requests for grant proposals are solicited from the NYC Chapter and others in accordance with the guidelines set forth by the CMF.
- d. Disburse, or supervise the disbursement of, all other funds of the Chapter, in accordance with the authority granted by the Executive Board, supported by proper documentation corresponding to the disbursements and the following authorization:

- (1) In lieu of a second signature on Chapter checks, the Treasurer must notify the Dean of all amounts to be disbursed, including the purpose for the disbursement, this notification to be documented prior to the disbursement;
 - (2) Checks drawn on the Centennial Millennium Fund (CMF) must be signed by both the CMF Chair and the Chapter Treasurer, with written notice to the Dean; in lieu of a second signature, the Treasurer must notify the Dean and CMF Chair of all amounts to be disbursed, including the purpose for the disbursement, this notification to be documented prior 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 Board;
 - f. Present the budget for approval to the Executive Board on a timely basis.
 - g. Sign or countersign instruments requiring the Treasurer's signature;
 - h. Perform such other duties incidental to the execution of this office that may be required by the Executive Board;
 - i. Serve for two (2) years, with the possibility of subsequent re-elections, without limit on the number of years in office.

6. DUTIES OF THE REGISTRAR. The Registrar is the custodian of the membership records of the Chapter, and as such, has the following duties and responsibilities:

- a. Collect all dues and deliver said monies to the Treasurer of the Chapter;
- b. Report to the National Membership Coordinator the names of all members who have paid dues, including the membership status (renewal, new member, reinstatement, subscribing, etc.) of each member, and send a copy of the list to the Dean and Treasurer of the Chapter;
- c. Gather by November 15 the information for the annual Chapter Membership Directory (copies of such information to be sent to the Dean, the Sub-Dean, the Treasurer, and the Directory Coordinator), and assist the Directory Coordinator publish the Directory;
- d. Provide membership forms upon request, including the national membership application, national reinstatement form, and Chapter membership renewal form;
- e. Register members at chapter events, or provide current membership list to the Program Chair for each chapter event.

- f. Oversee the sale and distribution of mailing lists;
- g. Send to members and for prospective members the dues statements, Chapter membership renewal forms, and other related items as may be deemed necessary by the Executive Board in a timely manner;
- h. Send national membership application and Chapter promotional information to new or prospective members;
- i. Serve on the Membership Development Committee if and as approved;
- j. Perform such other duties as are incidental to the execution of this office or that may be required by the Executive Board;
- k. Serve for two (2) years, with the possibility of subsequent re-elections, without limit on the number of years in office.

7. DUTIES OF THE AUDITORS. There shall be two (2) Auditors. The Auditors have the following duties and responsibilities:

- a. Examine the books of the Chapter that are maintained by the Treasurer. This examination shall take place as soon as possible following the close of the fiscal year of the Chapter, which must correspond with that of the national organization (currently July 1 – June 30).
- b. Serve for two (2) years, with the possibility of subsequent re-elections, without limit on the number of years in office.

8. EXECUTIVE BOARD. The Executive Board, comprised of members in good standing, is the governing body of the Chapter. It conducts the business of the Chapter when the full membership does not meet. Its actions are subject to review by the Chapter membership. The Executive Board consists of five (5) elected officers, two (2) auditors, and twelve (12) board members. All Chairs of standing committees, all past Deans, and all District, Regional, and National officers who are members of the Chapter may attend Chapter Executive Board meetings with voice, but no vote, as may other persons at the invitation of the Dean.

Section VI. CHAPTER MEETINGS.

1. EXECUTIVE BOARD MEETINGS. The Executive Board meets according to an annual schedule set by the Dean and approved by the Executive Board. Meetings may also be scheduled for such other times as are deemed necessary by the Dean. Regular attendance at the Executive Board meetings is required of Executive Board members; two (2) absences in a season may be cause for dismissal (see Section VII.4.c. below). The presence of a majority of elected Executive Board members constitutes a quorum.

Section VII. ELECTION PROCEDURES.

1. ELECTION OF OFFICERS. The biannual election of officers is to take place by May 1. A plurality of votes cast is sufficient for election. The election is to be concluded by May 31 of the election year. The term of office begins July 1. The length of the term of office for the Dean is limited to a maximum of two (2)-year terms. There is no limit on the number of consecutive two (2)-year terms of office to which the Sub-Dean, Secretary, Treasurer, Registrar and Auditors may be elected.

2. ELECTION OF EXECUTIVE BOARD MEMBERS. The duly-elected members of the Executive Board are divided into two (2) classes, each class having six (6) members and serving for four (4) years, one half of the Executive Board thus being elected at any one annual election. Elected members of the Executive Board hold office only for the term for which they were elected, their term ending on June 30. A period of one (1) year must elapse before an elected member will be eligible for reelection to the Executive Board.

3. VACANCIES ON THE EXECUTIVE BOARD. Any member of the Executive Board may resign from the Committee; such resignation, submitted in writing, is effective immediately upon its acceptance by the Executive Board. Vacancies on the Executive Board may result from but are not limited to resignation or death of a member, removal of a member for failure to fulfill the necessary responsibilities. Such vacancies may be filled by appointment by the Dean. A person appointed to fill an unexpired term must meet all qualifications to hold office.

4. REMOVAL FROM OFFICE. An officer or duly elected member of the Executive Board may be removed from office due to inability or failure to fulfill the required responsibilities only by action of the Chapter Executive Board as follows:

- a. Two (2) absences in a program year (September through June) may be cause for dismissal by a majority vote of the Executive Board;
- b. A simple majority vote of the Executive Board authorizes the Dean (or other officer designated by the Executive Board) to send a formal written notice to the officer in question, stating that a removal action is pending before the Executive Board. In the event of such action against the Dean, the Sub-Dean acts as the Chapter's executive officer;
- c. The officer in question has a maximum of two (2) weeks (or until the next meeting, whichever occurs later) to appeal the Executive Board's decision; after that action to remove said officer requires a two-thirds majority vote of the Executive Board.

Section VIII. PROGRAMMING POLICY.

All programs sponsored by the Chapter must have the approval of the Executive Board. The dates and costs of such programs must also be approved by the Executive Board. Any organization wishing to cosponsor a program with the Chapter should submit such a proposal to the Program Committee, with the understanding that confirmation of the event cannot be given until it is approved by the Executive Board.

Section IX. STANDING COMMITTEES.

The Executive Board has the power to appoint all standing committees and committee chairs. Chairs are nominated by the Dean, and each committee chair appoints the members of that committee. The Dean will serve as an ex officio member of all committees except the Nominating Committee.

1. ARCHIVES. This committee functions as the Chapter's historian and archivist and is to keep copies of Chapter recital programs, and newspaper or magazine articles concerning the Chapter, Chapter publications, and other memorabilia relating to the Chapter. This material concerning the

history of the Guild is to be kept in a place that is accessible to all members by appointment with the Archive Chair.

2. AGO COMPETITIONS AND CERTIFICATE EXAMINATION COMMITTEE. The competition committee is responsible for conducting student competitions in organ performance. Local competitions held in odd-numbered years are governed by the rules of the Regional Competition for Young Organists published in the June issue (in even numbered years) of The American Organist. Should local competitions be held at other times, they are governed by rules of the Chapter, as adopted by the Executive Board. The Competition Committee informs any prospective competitors of the competition, giving the date, location, and any other pertinent information in October of each year and to the general membership no later than November. The Competition Committee is responsible for publicizing the competition. The Committee submits to the Executive Board the names of three (3) or more persons to serve as judges. The certificate examination committee is responsible for conducting AGO examinations when the Chapter is an Examinations Center. The committee is also responsible for devising ways to aid members of the Chapter in their efforts to prepare themselves for the AGO examinations. The committee reports the results of examinations to the Executive Board.

3. ANNUAL DIRECTORY. The Directory Coordinator shall publish the annual Membership Directory. Information that may be included: official addresses of the Chapter and National Headquarters; officers and committee chairs; Regional councilors and district conveners; dues and fees; general information; information about the Newsletter, placement, changes of address, history of the Chapter; membership roster; AGO Code of Ethics and Code of Professional Standards; and any other material that the Executive Board may deem necessary.

4. NEWSLETTER. The Newsletter Editor is responsible for formatting, editing, publishing, and distributing the chapter newsletter.

5. PLACEMENT/SUBSTITUTE LIST. The Chair of this committee is responsible for providing a list of Chapter members who have indicated that they are available to serve as substitutes.

6. **PROFESSIONAL CONCERNS.** This committee, of which the Chapter's Professional Concerns Coordinator is the Chair, is responsible for developing Chapter policy and establishing relations with institutions in the community regarding the ethical and professional conduct of the Chapter's members. This committee is also responsible for carrying out the policies set forth in the National AGO Code of Ethics, including the Discipline.

7. **PROGRAM.** This committee, of which the Sub-Dean is the Chair, is responsible for all programming by the Chapter, including but not limited to the concerts, recitals, recital series, lectures, and other activities. The Program Committee proposes a program calendar and budget for the program year to the Finance Committee and Executive Board, and is responsible for carrying out the appropriate logistics, including sending advance publicity information to the Communications Coordinator.

8. **INTERNATIONAL PERFORMER OF THE YEAR AWARD.** The IPYA Committee is a sub-committee of the Program Committee, operating on a biannual schedule and is responsible for overseeing the selection process and for producing the event.

9. **NOMINATIONS.** This committee is to consist of at least three (3) Chapter members, a majority of whom are not on the Executive Board. The Nominating Committee nominates one (1) or more candidates for each office and an excess of candidates for membership at-large on the Executive Board in place of those whose terms of office are about to expire. The slate prepared by the Nominating Committee must be submitted to the Executive Board for acceptance at the January-February meeting, recorded in the minutes, published in the Chapter newsletter, and announced to the general membership by March 1. In addition, direct nominations may be made by petition signed by at least five (5) members of the Chapter in good standing and submitted to the Secretary for inclusion on the ballot prior to April 1 or within thirty (30) days of the announcement of the Nominating Committee's slate to the membership.

10. **OPERATING PROCEDURES COMMITTEE.** This committee is responsible for keeping the Executive Board advised of the contents of the National Bylaws, particularly as to the effect of the National Bylaws upon the Chapter. This Committee is also responsible for advising the

Executive Board of the corresponding policies that have been developed by the Chapter and keeping records of all such policies and procedures as adopted by the Executive Board, including such amendments and additional policies created by Executive Board action, with indication of the dates of such actions. The Secretary is a member of this committee and keeps the records.

11. CENTENNIAL/MILLENNIUM FUND. The Centennial/Millennium Fund (CMF) was established with revenue earned from the 1996 AGO National Convention, hosted by the New York City Chapter. Since that time, the funds have been invested and the accrued interest returned to the principal in a strategy for growth. An account has been established with Morgan Stanley Dean Witter, where the CMF is invested in the S&P 500 Index, yielding return for long-term growth. Future investments may remain with this fund or change, based upon current investment conditions and strategies.

- a. The complete principal is to remain invested in perpetuity. Up to 80% of the previous year's earnings will be available for distribution; the remainder be reinvested as principal.
- b. At the close (December 31st) of 2007 and at the close of future years, requests for grants may be received. Grants will be made only for projects which will "promote and enhance the pipe organ as a musical instrument to the general public."
- c. The NYC AGO Chapter may apply for such grants but they must be used for the above stated purpose, and not for ordinary operating expenses. At the end of the grant year, any money not awarded will be reinvested as principal.
- d. Three (3) Trustees will be responsible for monitoring the investment process and for receiving and approving grant applications. The trustees will serve for two-year terms, except that one trustee will initially serve for three (3) years, so that there will always be an overlap to provide continuity. The Trustees will meet three (3) times a year: in October and in April to review investment policy, and in January to review grant applications.
- e. Two (2) Trustees are to include the immediate past Dean and immediate past Treasurer, in accordance with the NYC AGO biennial elections. The third Trustee will be a member of the New York City community, non-member of NYC AGO, appointed by the NYC AGO Executive Board following the biennial election, the Trustee will be nominated by the Dean and approved by the Board.

12. WEBMASTER. The Webmaster is responsible for maintaining the chapter web site, designing and providing web pages for chapter events, the concert calendar, substitute list, past issues of the chapter newsletter, advertising information, names and contact information of board and committee members, chapter history, salary guidelines, and application forms. The webmaster is responsible for keeping the account up-to-date with the web server for the web site and email accounts.

Section X. SPECIAL PROJECT COMMITTEES.

The Dean appoints, with the approval of the Executive Board, the Chairs of Special Project Committees created to attain one-time purposes authorized by the Executive Board. [Examples of Special Project Committees are the Avery Fisher Hall Committee created by the Executive Board in 2005, and the periodic Pipe Organ Encounter committee.]

Section XI. AMENDMENTS TO OPERATING PROCEDURES.

Following adoption by the Executive Board and approval of the Chapter, these amended Operating Procedures and any provision thereof may be amended at any time by action of the Executive Board. A majority of votes cast is sufficient to amend any provision of or add to these Operating Procedures. Any amendment or addition thereto is to be included in this document and added in numerical sequence in order of enactment, complete with the date of such enactment.

WHEREFORE, we, the undersigned members of the Executive Board of the New York City Chapter of the American Guild of Organists, do hereby adopt the above and foregoing revisions to the Chapter's Operating Procedures to govern the New York City Chapter of the American Guild of Organists, as of the date mentioned above.

Keith S. Tòth, Dean

David Enlow, Sub-Dean

Christopher Barrett Jennings, Registrar

Mary Wannamaker Huff, Secretary

F. Anthony Thurman, Treasurer

Steven E. Lawson, Auditor

Renée Anne Louprette, Auditor

Neal Campbell, Class of 2012

John Edward Cantrell, Class of 2012

Christopher Creaghan, Class of 2012

Sebastian M. Glück, Class of 2012

John T. King, Class of 2012

Daniel Kirk-Foster, Class of 2012

Christopher Babcock, Class of 2014

Louise Basbas, Class of 2014

Bernadette Hoke, Class of 2014

James Kennerley, Class of 2014

Matthew Lewis, Class of 2014

Deanna Muro, Class of 2014