

**OPERATING PROCEDURES (By-Laws)**  
**To govern**  
**The Memphis Chapter of the American Guild of Organists**  
**Updated April 25, 2016**

**Section 1: NAME**

The name of this organization is the Memphis Chapter of the American Guild of Organists. Founded in February 1914 as the Tennessee Chapter, it was renamed the Memphis Chapter in 1954. It is a nonprofit, educational association of musicians, including those interested in or closely allied to church or synagogue music. The nonprofit status has been recognized and approved by the Internal Revenue Service.

The residence address of the current Dean is registered with the parent corporation, the American Guild of Organists.

The Memphis Chapter is a subordinate unit of the American Guild of Organists (hereinafter referred to as AGO), a nonprofit educational organization founded in 1896 with headquarters in New York, New York; like chapters are throughout the United States.

The official Chapter year (fiscal year) is July 1 to June 30.

**Section 2: MISSION STATEMENT**

The mission of the AGO is to enrich lives through organ and choral music. To achieve this we:

- Encourage excellence in performance.
- Inspire, educate and offer certification.
- Provide networking, mutual support, and nurture of future generations.
- Promote the organ and its use.
- Engage wider awareness of the organ and organ repertoire.

**Section 3: CLASSES of MEMBERSHIP**

All Chapter members are required to abide by the Code of Ethics of the AGO, to be guided by the Code of Professional Standards, and to support the mission of the Memphis Chapter. The Guild shall not discriminate on the basis of race, national origin, age, religious affiliation, gender, marital status, sexual orientation, disability or medical condition (including, but not limited to, Acquired Immune Deficiency Syndrome).

- A. **VOTING MEMBERS** shall consist of organists, choral conductors and other individuals who support the purposes of the Guild and have paid the dues and fees set by the National Council. Voting Members shall be eligible to 1) take Guild examinations for certification; 2) be nominated for election in the Chapter; 3) serve on Chapter Committees; 4) vote in Chapter, Regional and National elections; and 4) receive *The American Organist*, the official journal of the Guild.
1. **REGULAR MEMBER:** Under the age of sixty-five (65) years.
  2. **SPECIAL MEMBER:** Sixty-five (65) years and older, or under age twenty-one (21), or disabled.
  3. **STUDENT MEMBER:** Full-time student with a valid school ID
  4. **PARTNER MEMBER:** Must be affiliated with a General, Special, or Student member at the same household. Only one copy of *The American Organist* magazine is delivered per household.
  5. **DUAL MEMBER:** One with established primary membership through another Chapter, approved by the Chapter, and paid the dues and fees set by the AGO National Council. Dual Members are eligible to vote and hold office in both the primary and secondary Chapter, though each Member has only one vote in National or Regional elections.
  6. **STUDENT DUAL MEMBER:** Must have a Student voting membership with a primary chapter in order to be a Student Dual Member at a secondary chapter.
  7. **HONORARY MEMBER:** Carrying a high degree of prestige, this membership is bestowed upon a person making a distinguished contribution to the profession. They shall be nominated by two Voting Members of the Chapter and elected by the Chapter. No dues are expected, however, if the Chapter chooses to pay the portion of dues and fees set by the AGO National Council for this individual, then voting privileges are conferred; otherwise, the Chapter Honorary Member is not eligible to vote or be elected to Chapter or Guild offices.  
Any member may propose the honor, but the decision to confer the honor is reserved to elected officers.
  8. **LIFETIME MEMBER:** Lifetime membership is open to anyone upon payment of such monetary amount as may be established by National Council. This membership carries the full rights and privileges of the Voting Member throughout the lifetime of the member.
- B. **NON-VOTING MEMBERS** of the Chapter are:
1. **CHAPTER FRIENDS:** Friends support the purposes of the Guild and have paid dues and fees set by the Chapter. The privileges of this membership class shall be participation in Chapter activities and receipt of Chapter publications. Chapter Friends may not vote, may not serve as Elected Officers or Appointed Officers or on committees and do not receive the Guild publication *The American Organist*.

2. **CHAPTER HONORARY MEMBERS:** Honorary members have made a distinguished contribution to the furtherance of the purposes of the Guild and this Chapter. Such members shall not be required to pay dues or fees set by the National Council. The privileges of this membership class shall include the right to participate in all Chapter activities and to receive the Chapter publications. The Chapter Honorary Member is not eligible to vote or be elected to Chapter or Guild offices.

## **Section 4: CHAPTER GOVERNANCE**

### **A. EXECUTIVE COMMITTEE**

The Executive Committee is the representative governing body of the Chapter. The Executive Committee conducts the business of the Chapter when the full membership is not present. Elected Officers, appointed positions, standing committee chairs, and the two most recent Deans attend Executive Committee meetings. Appointed positions, standing committee chairs, and previous Deans have voice, but no vote.

The Executive Committee meets a minimum of four (4) times during the year. The Dean may call additional meetings. Members of the Executive Committee are also encouraged to attend all Chapter General Meetings.

### **B. ELECTED OFFICERS**

The eight (8) elected officers of the Memphis Chapter are Dean, Sub-Dean, Secretary, Treasurer, Registrar, and three (3) Members At-Large. The Dean, Sub-Dean, Secretary and Registrar are elected to a one-year term of office according to the procedures as outlined in Section 5 Election procedures, and may be re-elected for one year. The Treasurer serves a three (3) year term, with re-election permitted, without limit. Members-At-Large serve a three-year term on a rotating basis, as described in Section 5 Election Procedures.

1. **DEAN:** The Dean is the inspirational leader and chief executive officer of the Chapter and is expected to exemplify its goals and purposes.
  - Presides at all general meetings as well as Executive Committee meetings.
  - Nominates Appointed Officers and Chairs of all standing committees, which include but are not limited to: Membership Coordinator, Historian, Librarian, Newsletter Editor, Publicity Coordinator, Webmaster, Chaplain, Professional Development Coordinator, Placement Coordinator, Chapter Examinations Coordinator, and Education Coordinator.
  - Nominate chairperson of Nominations committee by December 1.
  - Makes recommendation to Executive Committee for nominating committee members by January 1.
  - Nominates persons to fill vacancies that occur among officers or members of the Executive Committee.
  - Creates new committees with the approval of the Elected Officers and correlates the work of elected officers and standing committees.

- Serves as *ex officio* member of all committees, excepting the Nominations Committee.
  - Submits reports at the General Meetings, including issues and recommendations considered appropriate for membership consideration.
  - Carries out directives and resolutions of the Chapter and Executive Committee and makes other such reports as needed by the business or policies of the Chapter.
  - Signs and countersigns all contracts and other instruments for and on behalf of the Chapter pertaining to the usual affairs of the Chapter as authorized by the Elected Officers.
  - Serves as primary Chapter liaison with the District Convener, Regional Councillor and Executive Director of the Guild.
  - Performs such other duties as are helpful for the functioning of the Chapter or required by the Executive Committee.
- 2. SUB-DEAN:** The Sub-Dean presides at General Chapter Meetings in the absence of the Dean of the Chapter. If the Dean is unable to serve a complete term, the Sub-Dean will exercise all the powers and duties of the Dean of the Chapter for the remainder of the elected term.
- Convenes program committee in January to plan and execute the upcoming year's regular monthly programs, presenting the itinerary to the Executive Committee prior to the regular May meeting. All programming events must be approved by majority vote of the Elected Officers, no member's approval being sufficient for confirmation of any event.
  - Aided by the Program Committee, finds and arranges for suitable venues for all Chapter meetings including arrangements for meals and meeting rooms.
  - Works closely with the Treasurer to ensure the financial support of all scheduled programming.
  - Works with any organization wishing to co-sponsor a program with the Chapter; the Program Committee will consider any documented proposal.
  - Performs such other duties as are incidental to the execution of this office or a task that the Executive Committee may direct.
- 3. SECRETARY:** The Secretary keeps printed records belonging to the Chapter.
- Records the minutes of Executive Committee meetings; minutes will include names of Executive Committee members present or absent as well as copies of submitted reports from all coordinators and committees.
  - Records the minutes of Chapter general business meetings and presents them at the subsequent Chapter meeting.
  - Provides pivotal duties in the election of new officers, working with the Nominations Committee and the Dean, as outlined in Section 6.
  - Makes reports and performs other duties as are required by the Executive Committee or incidental to the duties of the office.

- 4. TREASURER:** The Treasurer is the custodian of all financial records of the Chapter.
- Supervises and has custody of all financial records of the Chapter and keeps full, accurate accounts of the receipts and disbursements of the Chapter.
  - Causes all monies and credits to be deposited in the name of and to the credit of the Chapter in such accounts and depositories as may be designated by the Elected Officers.
  - Disburses, or supervises the disbursement of, all other funds of the Chapter (e.g. Billy J. Christian Memorial Concert Fund), in accordance with the authority granted by the Elected Officers, utilizing proper vouchers to correspond to the disbursements and keep accurate records thereof.
  - Secures second signature from Member-at-Large for Finance for expenditures more than \$2500.
  - Secures meal reservations from members for chapter meetings, via Email Coordinator. At each meeting the treasurer collects fees for meal and provides name tags for attendees.
  - Prepares and submits such reports or statements of the Chapter's finances and accounts as may be requested by the Executive Committee.
  - Signs and/or countersigns such instruments requiring his/her signature.
  - Makes periodic recommendations to the Executive Committee and the Program Committee on determining an annual budget for the Chapter and on the management of the Chapter's assets.
  - Performs such other duties incidental to the execution of this office that may be required by the Executive Committee.
- 5. REGISTRAR:** The Registrar is the custodian of the membership records of the Chapter and liaison with the National Office for records of membership.
- Receives annual dues report from National Headquarters.
  - Receives from AGO National Headquarters the Record of Membership, including information on (1) membership class (2) membership history (renewal, new member, reinstatement, etc.); and (3) dues category.
  - Gathers, prepares and distributes current information for the Chapter Directory to membership in early fall enlisting others to assist, if needed.
  - Informs the Newsletter Editor, Webmaster and Membership Coordinator of any changes in membership status.
  - Performs such other duties as are incidental to the execution of this office or a task that the Executive Committee may direct.
- 6. MEMBERS-AT-LARGE:** Three persons are charged to serve on the Executive Committee and represent the needs of the general membership of the Chapter. Each Member-at-Large has a particular area of focus while serving their term: Media, Finance, and Programs.
- Member-at-Large for Media (first election for term 2017-2020) Oversee and assist Publicity Coordinator, Newsletter Editor, and Webmaster in providing consistent and timely media information

- regarding the events of the chapter and other newsworthy events to appropriate sources, including Facebook, newspapers, WKNO, etc.
- Member-at-Large for Finances (first election for term 2018-21)  
Serve as alternate authorized signatory for all monetary transactions and all financial accounts. In the absence of the Treasurer carry out duties of Treasurer. Co-sign any transactions that are more than \$2500.00.
- Member-at-Large for Programs (first election for term 2019-2022)  
Assist Sub-Dean with implementation of programs.  
Serve on the program committee for each year of service.

## **C. APPOINTED POSITIONS**

The Elected Officers appoint other positions (appointed positions) after nomination by the Dean.

### **1. MEMBERSHIP COORDINATOR**

- Recruits new members for the Chapter
- Encourages Chapter membership
- Works with the Webmaster, to ensure that members needing dinner reservations by phone are contacted
- Works with the Registrar to monitor changes in membership status, addressing the needs of said members
- Takes an active role in welcoming all Chapter members into the programs and activities of the Chapter and encouraging hospitality

### **2. HISTORIAN**

- Keeps copies of all Chapter programs, any published article concerning the Chapter from local or national publications, any Chapter publications, scores, books, or concert programs submitted by Chapter members
- Keeps historical items in a place accessible to all Chapter members

### **3. LIBRARIAN**

- Maintains musical scores, books, and recordings belonging to the Chapter
- Keeps library materials in a place accessible to all Chapter members

### **4. NEWSLETTER EDITOR**

- Edits and publishes *The EnChamade*, the Memphis Chapter AGO newsletter
- Includes in *The EnChamade* announcements of Chapter meetings, notice of upcoming Chapter events and programs, a Community Calendar of related programs and events, a list of available positions for AGO musicians, a letter from the Chapter Dean and any other material the Executive Committee finds relevant.

- Makes *The EnChamade* electronically available to all Chapter members on the website
- Mails print versions of *The EnChamade* to those members who require a printed copy

## **5. PUBLICITY COORDINATOR**

- Using Facebook, webpage, newsletter and other media, publicizes all Chapter meetings, programs, recitals or activities of the Chapter as deemed necessary by the Executive Committee, working closely with the Sub-Dean, webmaster and newsletter editor as well as Program Committee
- Take pictures at all events and upload to appropriate media sources.
- Uses the AGO logo on all printed materials
- Reports Chapter events to THE AMERICAN ORGANIST on a regular basis as well as through local media

## **6. WEBMASTER**

- Maintains a current Chapter website
- Makes available on the website Chapter events for the calendar year, contact for Memphis Chapter leaders as deemed appropriate by the Executive Committee, a link to National AGO website, and any other information useful to Chapter members and the local community interested in organ related events in our area

## **7. EMAIL COORDINATOR**

- Distribute all chapter email communications, i.e. meal reservation request, concert announcements etc.

## **8. CHAPLAIN**

- Performs duties as requested by the Dean such as opening meetings with prayer
- Officiates at the Annual Guild Service of Officer Installation

## **9. PROFESSIONAL DEVELOPMENT COORDINATOR**

- Furthers the Guild's Mission by providing information to members about job expectations, salary guidelines and any other assistance that enables members and employers to reach agreement concerning compensation and duties
- Develops and nurtures relationships with institutions in the community, especially regarding ethical and professional dealings with, and conduct of, the Chapter members
- Carries out the policies and procedures set forth in the AGO Code of Ethics, including the Discipline

## **10. PLACEMENT COORDINATOR**

- Maintains a current list of positions available for church and synagogue musicians. Makes the list available to all Chapter members by means of website, newsletter or personal contact.
- Maintains a current list of Chapter members available for substitute work. Makes the list available to all Chapter members by means of website, Directory, or personal contact.

## **11. CHAPTER EXAMINATIONS COORDINATOR**

- Aids the members of the Chapter in preparing for AGO examinations for certification
- If the Memphis Chapter is chosen as an AGO Examination Center, the Coordinator is responsible for conducting AGO Certification Exams according to the guidelines provided from National AGO Headquarter.

## **12. EDUCATION COORDINATOR**

- Develops and administers educational programs occurring outside Chapter monthly meetings for continued musical, professional and spiritual growth of members
- Provides outreach to potential members
- Promotes AGO Exam/Certifications and helps members in preparation
- Recruits and trains interested persons as organists

## **Section 5: ELECTION PROCEDURES**

### **A. NOMINATIONS and ELECTION**

**NOMINATIONS COMMITTEE:** Consisting of five (5) persons who are Chapter (voting) members in good standing, one named to be chair; not more than two (2) may be Executive Committee members. The Nominations Committee is charged with nominating one (1) or more candidates for each office and an excess of candidates for any Member-at-Large position about to expire

- January 1: All Nominations Committee members will have been appointed by vote of the Elected Officers after the Dean's recommendation;
- February General Meeting: The Dean announces this Committee and the election process and timelines are explained.
- Before the March General Meeting, the Nominations Committee will meet to discuss possible candidates for each position, deciding and contacting each candidate. The Nominations Chair is responsible for assuring the good standing of any member placed into nomination.
- March General Meeting: The Nominations Committee Chair reports the recommended slate of officers for election. The slate, as prepared and

presented by the Nominations Committee, is not subject to discussion or approval by the Elected Officers or Dean. The slate is published on the website and in the next newsletter; ballots (electronic or postal) are mailed to each Chapter (voting) member.

- The process of nominating by qualified petition is: any additional nominations for filling an expired term may be made from the floor with a petition signed by five (5) (voting) members of the Chapter in good standing, submitting same petition to the Chapter Secretary within thirty (30) days of the announcement of the slate to Chapter membership.
- All voting information is also posted on the website and in the current issue of The EnChamade.

#### **B. ELECTION AND INSTALLATION of OFFICERS**

- April General Meeting: Ballots are prepared by the Chapter Secretary and mailed (electronic or postal) to each Chapter (voting) member. The Secretary makes extra ballots available to (voting) members who do not bring their ballot to the April meeting. (Voting) Members unable to attend may return their ballots via US Postal service postmarked no later than five (5) business days prior to the April meeting/voting time to insure that such ballots will be duly included in the election.
- Mail-in ballots shall be unsigned and mailed in an envelope with the (voting) member's signature across the envelope seal. Any unsigned envelope will not be counted.
- All ballots, delivered on-site and mailed, are collected by the Chapter Secretary, opened and tallied by at least two (2) Chapter (voting) members in good standing, one of whom is not serving on the present Executive Committee, at the April meeting. A plurality of votes cast is sufficient for election to each position. Election results are announced and posted on the website and in the newsletter.
- May General Meeting: Newly elected Chapter leaders are installed. Term of office begins on July 1 and ends June 30. In the interim prior to July 1, new officers confer with predecessors to learn the specific responsibilities of office.

**C. ELECTION of MEMBERS-at-LARGE:** Each Member-at-Large is elected for a term of three years, one-third (1/3) of the total number being selected in each year. Each elected member-at-large will have a specific area in which he/she will serve the membership: Member-at-Large for Media, Member-at-Large for Finance, and Member-at-Large for Programs. Members-at-Large serve the Executive Committee only for the term in which they are elected and until a successor is duly elected and officially installed. Member-at-Large for Media will be elected in 2017. Member-at-Large for Finance will be elected 2018. Member-at-Large for Programs will be elected in 2019. The election of each member-at-large will follow this rotation: Media, Finance and Programs.

#### **D. EXECUTIVE COMMITTEE VACANCY**

- Any resignation for a position on the Executive Committee must be submitted in writing to the Executive Committee. Upon acceptance by the Elected Officers, the resignation is effective immediately.
- The Dean may fill such vacancy on the Executive Committee by appointment with a qualified replacement to hold office and serve the unexpired term of the predecessor or a predetermined term length until a successor is duly elected and officially installed.

#### **E. REMOVAL from OFFICE**

- An officer may be removed from office due to inability or failure to fulfill responsibilities only by action of the elected officers. A simple majority vote (by the Officers) authorizes the Dean to send a formal written notice to the officer in question, stating that action is pending with the elected officers to remove such person from office.
- The Officer in question has a maximum of two (2) weeks to respond; after which time action to remove said officer requires a two-thirds (2/3) majority vote of the elected officers. In the event such action is taken against a Dean, the Sub-Dean will assume the responsibility of the office of Dean and act as the Chapter agent.

## **Section 6: STANDING COMMITTEES**

The Executive Committee has the power to appoint all standing committees and/or Chairs, as nominated by the Dean. The Standing Committee Chair then appoints members of the committee. New committees may be formed as the Chapter's needs dictate. The Chapter Dean serves as an *ex officio* member of all committees except the Nominations Committee. At least one meeting per year is required of all standing committees.

#### **A. PROGRAM COMMITTEE (Chair: Sub-Dean)**

- Plans all programming in the Chapter, including recital, concerts, lectures or other special presentations throughout the calendar year
- Proposes a program calendar with budget to the Finance Committee and the Executive Committee for approval
- Carries out appropriate logistics and makes all arrangements to ensure the smooth coordination and welcoming hospitality of Chapter events
- Works with the Education Coordinator to plan special chapter programs outside of those associated with monthly meetings

#### **B. SCHOLARSHIP COMMITTEE**

- Works with the Treasurer to oversee and manage funds to provide assistance to those seeking organ study (*Frances Milam Annual Scholarship Fund* for deserving high school students; *Mildred Ramsey Organ Lessons Scholarship* for students of any age)
- Solicits, evaluates, and approves applications for scholarships, getting any needed affirmations or recommendations, and awards these financial gifts

### **C. OPERATING PROCEDURES COMMITTEE**

- Keeps the Executive Committee advised of the contents of the National Bylaws; particularly as to the effect of any changes upon the Chapter's own Operating Procedures
- Advises the Executive Committee on necessary revisions to Operating Procedures and keeps records of all such policies and procedures as adopted by the Elected Officers, including amendments and additional policies created with applicable dates
- Conducts an annual review of the Operating Procedures to assure concord between the Memphis Chapter document and the most recent revisions of the AGO National Bylaws
- Confirms that the Operating Procedures continue to meet the needs of the Chapter
- Forwards updates in complete form to AGO National Headquarters whenever completed

### **D. FINANCE COMMITTEE (Chair: Treasurer)**

- Consists of Treasurer, Dean, and Sub-Dean and Member-at- Large for Finance.
- Prepares a proposed budget for each fiscal year, with the year beginning July 1 and ending June 30; submits budget to the Executive Committee no later than February
- Recommends to the Executive Committee any policies for financial responsibility relevant to future years

## **Section 7: CHAPTER MEETINGS**

Chapter General Meetings occur on the first Monday after the first Sunday of each month and are open to all Chapter Members. September meeting is best delayed one week because of national Labor Day holiday. The Executive Committee may approve additional general meetings at any other time. A quorum of 50% of the membership is necessary and sufficient to constitute a quorum for business transactions of the Chapter.

## **Section 8: AMENDMENT PROCEDURE**

Following adoption by the Elected Officers and approval by the Chapter membership, the AGO Regional Councillor and the AGO National Vice President, these OPERATING PROCEDURES and any provision thereof may be amended. Any proposed alteration or change must be published in the Chapter newsletter at least one month prior to the scheduled vote to allow membership to study proposed changes. A majority of membership votes cast shall be sufficient to amend any provision or add to these OPERATING PROCEDURES. Any amendment or addition thereto will be included in this document and added in numerical and dated sequence in order of enactment.

## **Section 9: DISSOLUTION**

In the event of dissolution of the Memphis Chapter, dissolution shall follow AGO National Bylaws, Article VII Section 7: Disbandment.

**WHEREFORE**, we, the undersigned Elected Officers of the Memphis Chapter of the American Guild of Organists, do hereby adopt the above and foregoing OPERATING PROCEDURES to govern the Memphis Chapter of the American Guild of Organists, the day and date mentioned above.

Carolyn Mason , Dean  
Robert Klingbeil, Jr., Sub-Dean  
Jean Jones, Secretary  
Joe Holloway, Treasurer  
Sondra Tucker , Registrar  
Aaron Foster, Member at Large  
André Duvall, Member at Large  
Jane Scharding Smedley, Member at Large