

BYLAWS  
OF  
METROLINA THEATRE ORGAN SOCIETY  
(Non-profit Corporation With Members)

ARTICLE I.

NAME

The name of the corporation shall be the Metrolina Theatre Organ Society, hereinafter referred to as MTOS, a chapter of the American Theatre Organ Society, hereinafter referred to as ATOS. The Metrolina Theatre Organ Society is a non-profit corporation incorporated under the statutes of the State of North Carolina.

ARTICLE II.

PURPOSE

The purpose of MTOS shall be to preserve and further the use and understanding of the theatre pipe organ and its music by preserving the historical tradition of the theatre pipe organ and by contributing to the musical education and cultural enrichment of the public.

ARTICLE III.

OFFICES

- Section 1.     **Principal Office.** The principal office of the corporation shall be located at 4146 Sheridan Drive, Charlotte, North Carolina 28205.
- Section 2.     **Registered Office.** The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- Section 3.     **Other Offices.** The corporation may have other offices at such other places either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

## ARTICLE IV.

### MEMBERSHIP

Section 1. **Voting Members and Qualification.** There shall be one class of voting members of the MTOS known as Regular, Household, or Honorary members, which members shall be limited to members in good standing of ATOS.

A. **Regular Members.** Any person who is a member in good standing of the ATOS and is interested in the theatre pipe organ and its music and who agrees to abide by these bylaws, may be elected to membership as a Regular Member in the MTOS for a term of one year, renewable annually, upon payment of such annual dues as are set forth from time to time by the MTOS Board of Directors.

1. Application may be made to the Membership Chairman for submission to the Board of Directors.
2. Election to membership shall be by the Board of Directors and shall require a majority vote by the Board of Directors at any regular or special meeting with a quorum present.

B. **Household Members.** Members of the same household residing at the same address, at least of one of whom is a member in good standing of the ATOS, who are interested in the theatre pipe organ and its music and who agree to abide by these bylaws may be elected to membership as Household Members in the MTOS for a term of one year, renewable annually, upon payment of such annual dues as are set forth from time to time by the MTOS Board of Directors. Such members shall have only one vote, and only the ATOS member may serve on the ATOS Board of Directors.

1. Application may be made to the Membership Chairman for submission to the Board of Directors.
2. Election to membership shall be by the Board of Directors and shall require a majority vote by the Board of Directors at any regular or special meeting with a quorum present.

C. **Honorary Members.** Honorary members may be elected from time to time by a two-thirds vote of the members upon recommendation by two-thirds vote of the Board of Directors. Honorary members shall be exempt from any assessment of local dues.

1. The term "Honorary Membership" shall be at the discretion of the Board of Directors.
2. Honorary members shall be persons of stature whose interest in music and in the purpose of MTOS are such that the members

desire to bestow recognition and appreciation upon them.

- Section 2. **Other Classes of Members.** The MTOS Board of Directors may from time to time establish other classes of members. The privileges, rights and duties of such other class or classes of members shall be provided by the MTOS Board of Directors, subject to the terms of these bylaws, as amended from time to time. Any person interested in the theatre pipe organ and its music and who agrees to abide by these bylaws shall be eligible for such membership in MTOS.
- A. Application may be made to the Membership Chairman for submission to the Board of Directors.
  - B. Election to membership shall be by the Board of Directors and shall require a majority vote by the Board of Directors at any regular or special meeting with a quorum present.
- Section 3. **Entitlements.** Regular, Household and Honorary Members shall enjoy all the benefits and privileges of full membership, including the right to vote at meetings of the MTOS and to serve on the MTOS Board of Directors. Household members shall have only one vote, and only the ATOS member may serve on the MTOS Board of Directors.
- Section 4. **Termination of Membership.** The membership of any member shall terminate upon the occurrence of any of the following:
- A. Any member may resign by giving notice to the Membership Chairman.
  - B. Any member in arrears of his dues on January 31st shall automatically be suspended by the Board of Directors until reinstated by the Board of Directors upon payment of his dues.
  - C. Any member who after a hearing by the Board of Directors, is held to be in violation of MTOS rules and regulations (that is, of such a character as to indicate that the member is unwilling or unable to conform his conduct to such rules and regulations or shall be guilty of any misconduct which reflects upon or damages the reputation of MTOS or its members or the purpose for which is formed) shall forfeit his membership.
- Section 5. No member shall undertake any activity in the name of MTOS without prior approval of the Board of Directors.
- Section 6. **Property Rights.** No member shall any right or interest in any property or assets of the MTOS.
- Section 7. **Nonliability.** No member shall be liable for debts, liabilities or obligations of the MTOS.
- Section 8. **Nontransferability.** No member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall

cease upon the member's death or the dissolution of the MTOS.

## ARTICLE VI

### MEETINGS

- Section 1. The MTOS shall have no fewer than four (4) membership meetings each year.
- Section 2. Time and place of meetings shall be determined by the Program Committee. The President or his appointee shall send written notice of meetings no less than two weeks prior to the meetings. The Board of Directors may designate any place either within or without the State of North Carolina as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.
- Section 3. Guests may attend a maximum of three (3) meetings before membership in good standing is required in order to attend future meetings, unless exception is granted by the Board of Directors.
- Section 4. Members present shall constitute a quorum for the transaction of all business; decisions shall be by majority vote of those present and voting unless otherwise stated in these bylaws.
- Section 5. Special meetings of the membership may be called by the President or upon written petition to the Secretary by not fewer than ten members in good standing. Written notice of such meetings shall be sent to all members, officers, and Directors stating the purpose of such meeting. Notice shall be sent not less than one week in advance of the date fixed.
- Section 6. The annual meeting of the corporation shall be held in January of each year or at such other time as set by the Board of Directors. The election of directors shall be held at the annual meeting, or the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.
- Section 7. The installation of officers shall be held at the first business meeting following the annual meeting.
- Section 8. **Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.
- Section 9. **Voting by mail.** Where directors or officers are to be elected by members or any class or classes, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## ARTICLE VII.

### BOARD OF DIRECTORS

- Section 1. **General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the corporation shall be vested in the Board of Directors.
- Section 2. **Number, Term, and Qualifications.** The number of directors constituting the Board of Directors shall be a minimum of five (5) and a maximum of thirteen (13) elected from the membership as Directors, and the immediate Past President (ex officio). The immediate Past President shall be on the Board of Directors to help provide continuity and interpretation of the rules and regulations. The Board of Directors shall plan and manage the affairs of MTOS in order that membership meetings be relieved of as much business as possible. The action of the Board of Directors shall be fully reported to the MTOS and be subject to any action taken by the membership present and voting at a regularly scheduled meeting. Each director shall hold office until his death, resignation, retirement, disqualification, or his successor shall have been elected or qualified. Each director shall hold office for a term of three (3) years. Directors need not be residents of the State of North Carolina.
- Section 4. **Election of Directors.** At the initial meeting in 1997, the initial directors shall be elected to serve terms as follows: one (1) director to serve for a term of one (1) year; two (2) directors to serve a term of two (2) years, and two (2) directors to serve for a term of three (3) years. Thereafter, the directors shall be elected for a term of three (3) years at the respective annual meeting and their term of offices shall begin at the close of the annual meeting at which they were elected. Directors shall be elected at any annual or special meeting of the members by a majority of the members then present. Each director elected shall hold office until his successor is elected and qualifies. If any director so demands, the election of directors shall be held by ballot.
- Section 5. **Removal.** Any director may be removed at any time with cause by the members by such vote as would be required to elect a member of the Board of Directors. Any director who has had more than two (2) unexcused absences from regular meetings of the Board of Directors during any fiscal year shall be cause for a formal review of such attendance failure at the next succeeding regular Board meeting. The offending director shall be notified of such review and requested to attend and show cause why they should not they should not be removed from the Board. Upon a two-thirds (2/3) affirmative vote by the remaining Board members, the Director may be removed and a vacancy shall be declared to exist.
- Section 6. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the

affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall serve out the remaining unexpired term of his predecessor in office.

- Section 7. **Compensation.** No director shall receive compensation for any services he may render to the corporation in his capacity as a director or officer; however, the directors may be reimbursed for their actual expenses in the performances of their duties.

## ARTICLE VIII.

### OFFICERS

- Section 1. **Officers of the corporation.** The officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and Past-President, and such and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.
- Section 2. **Appointment and Term.** The officers of the corporation shall be appointed by the Board of Directors. Each officer shall hold office until his death, resignation, retirement, removal, disqualification or his successor shall have been appointed.
- Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby or when such removal is required by these Bylaws.
- Section 4. **Resignation.** An officer may resign at any time by communicating his resignation to the corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.
- Section 5. **President.** The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Board of Directors. He may sign and execute instruments in the name of the corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he

shall perform all duties as may be prescribed by the Board of Directors from time to time. He shall act for the Board of Directors and the MTOS in matters of urgency when it is impossible to assemble or to poll a majority of the Board of Directors, and when delay would be injurious or not in the best interests of the MTOS, and in other matters of administrative detail which are demonstratively in accord with board policies established by custom, resolution and the Bylaws.

Section 6. **Vice-President.** In the absence of the President or in the event of the President's death, inability or refusal to act, unless otherwise determined by the Board of Directors, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, and execute instruments in the name of the corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and the Vice-President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors. In the case of resignation by the President or his incapacity, the Vice-President shall accede to the office of President and the Board of Directors shall designate another member for the role of the Vice-President for the unexpired term.

Section 7. **Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) sign such instruments as may require his signature; (e) have an up-to-date copy of these Bylaws on hand at meetings of the Board of Directors and at regular or special business meetings; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. In the case of the resignation of the Secretary or his incapacity, the Board of Directors shall appoint another to fill the unexpired term.

Section 8. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such depositories as shall be selected by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities and the Board of Directors may designate those person upon whose signature or authority such funds may be disbursed: (b) be responsible (i) for

maintaining adequate financial accounts and records in accordance with generally accepted accounting practices, (ii) for the preparation of appropriate operating budgets and financial statements, (iii) for the preparation and filing of all tax returns required by law; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, or by these Bylaws. In the case of the resignation of the Treasurer or his incapacity, the Board of Directors shall appoint another to fill the unexpired term.

Section 9. **Validity of Signatures.** In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the corporation shall cease to be an officer or hold an office different from that at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in such office until such delivery.

Section 10. **Compensation.** No officer shall receive compensation for any services he may render to the corporation in his capacity as an officer; however, the officers may be reimbursed for their actual expenses in the performance of their duties.

## ARTICLE IX.

### COMMITTEES AND BOARDS

Section 1. There shall be standing or special committees as shall be appointed by the President who shall be an ex-officio member of each committee. The committees may include non-Board members.

## ARTICLE X.

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **Checks and Drafts.** All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers,

agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

- Section 4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

## ARTICLE XI.

### CERTIFICATES OF MEMBERSHIP AND THEIR TRANSFER

- Section 1. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or Vice-President and by the Secretary and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.
- Section 2. **Issuance of Certificates.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of the above Article IX, Section 1.

## ARTICLE XII.

### GENERAL PROVISIONS

- Section 1. **Seal.** The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.
- Section 2. **Waiver of Notice.** Whenever any notice is required to be given to any director by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- Section 3. **Fiscal Year.** The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 4. **Indemnification.** The corporation shall indemnify its officers and directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended (or the applicable statute in place), and such officers and directors shall be deemed to have relied upon this Part.

Section 5. (a) **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

(b) **Payment of Dues.** Dues shall be payable in advance on the first day of January in each fiscal year.

(c) **Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or such other date when such dues became payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article IV of these Bylaws.

Section 6. **Amendments.** Except as otherwise provided by law by the Articles of Incorporation herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided by these Bylaws.

#### CERTIFICATE OF SECRETARY

The undersigned, having been elected to the office of Secretary of the corporation, does hereby certify that the foregoing are the true Bylaws of the corporation, duly adopted by the Board of Directors on \_\_\_\_\_, 1997.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary