

Bylaws of the  
**CHICAGO AREA THEATRE ORGAN ENTHUSIASTS**

A CHAPTER OF THE  
AMERICAN THEATRE ORGAN SOCIETY

APPROVED 1974  
REVISED  
2017

**ARTICLE 1-NAME**

The name of this organization is “Chicago Area Theatre Organ Enthusiasts” (CATOE). CATOE is a chapter of the American Theatre Organ Society. CATOE is a not-for-profit corporation, incorporated under the statutes of the State of Illinois.

**ARTICLE 2-PURPOSE**

The purpose of CATOE shall be to promote interest in the Theatre Pipe Organ through educational and musical programs by:

- A. Encouraging the education and training of performers on the instrument.
- B. Presenting concerts and shows featuring pipe organ music.
- C. Preserving and expanding, through workshops, lectures and demonstrations, the skill of pipe organ playing, building, and maintenance.
- D. Maintain, rehabilitate, relocate and/or when possible restore in theatres and other venues, specimens of the instrument.

**ARTICLE 3-MEMBERSHIP**

Membership shall be open to those persons who are interested in furthering the purpose of CATOE, and are members in good standing of ATOS.

**SECTION 1.** A properly completed application form and annual dues shall be filed with the Publicity/Membership Director.

**SECTION 2.** Applicant under 18 years of age must present a signed parental consent form.

**SECTION 3.** There shall be two classes of members of CATOE, Regular and Honorary members.

A. Regular Membership - Shall include one or more adults and dependent children (under the age of 18) living at the same address. The member of the family in whose name the application is filed will be known as the Regular member.

B. Honorary Membership - Upon written nomination by a member and approval by the Board of Directors, Honorary Membership in CATOE shall be bestowed upon individuals who have furthered the purpose of CATOE to an outstanding degree. The term of Honorary Membership shall be at the discretion of the Board of Directors.

#### **ARTICLE 4-DUES**

**SECTION 1.** Upon recommendation of the Board of Directors, the amount of the annual CATOE dues shall be set, with the approval of the membership at a business meeting.

**SECTION 2.** Dues shall cover the period of January 1 through December 31.

**SECTION 3.** New members approved prior to September 1 shall be liable for the current year dues; those approved after this date shall be considered dues paid through December 31 of the following year and shall enjoy full membership privileges.

**SECTION 4.** Dues must be paid by January 1 or membership will lapse. If delinquent dues are paid by March 1, full membership will be restored. During membership lapse, voting privileges are forfeited. After March 1, reinstatement is by action of the Board of Directors.

#### **ARTICLE 5-BOARD OF DIRECTORS, OFFICERS, AND DUTIES**

**SECTION 1.** Officers for the Corporation are the same as the elected officers for each term.

**SECTION 2.** The Board of Directions shall consist of President, Vice President, Secretary, Treasurer, and one Directors

**SECTION 3.** The term of office shall be July 1 to June 30 as defined in Article 7 Section 10.

**SECTION 4.** A quorum for Board meetings shall consist of a majority of Board members.

**SECTION 5.** The following duties of officers and directors are intended not to be comprehensive nor restrictive.

**President** - Shall serve as Chairman of the Board of Directors, shall preside at all meetings and act on matters of policy and business relating to CATOE. Shall sign all contracts and other official documents approved by the Board of Directors. Shall be member ex-officio of each committee, except the Nominating Committee.

**Vice-President** - Shall aid and assist the President; shall take the President's place when absent and while so presiding has the full power of the President.

**Secretary** - Shall keep and have full charge of the book of minutes and keep said minutes up to date, to be presented at each meeting. Minutes shall contain major points of discussion, all motions made, if seconded or not, and record of vote. Shall give notification of all meetings. Shall send letters and correspondence per direction of the Board of Directors.

**Treasurer** - The Treasurer shall keep or cause to be kept and maintain adequate, correct books of account showing the receipts and disbursements of CATOE, and an account of its cash and other assets, if any. The Treasurer shall deposit or cause to be deposited all monies of CATOE with such depositories as are designated by the Board of Directors, and shall disburse the funds of CATOE as may be ordered by the Board of Directors. Shall have account books available for inspection at any time by the Board of Directors and give an annual audited financial report as stated in Article 6, Rule 4.

**Director** - Shall serve in any capacity designated by the President or Board of Directors.

## **ARTICLE 6-RULES**

**RULE 1.** If the office of President is vacated, the Vice-President succeeds to the office.

**RULE 2.** The President shall nominate and the Board shall confirm, by simple majority, within 30 days all vacancies except that of President.

**RULE 3.** If the President is absent from any meeting, the order of succession to the chair is Vice-President, Secretary, and Treasurer.

**RULE 4.** The fiscal year of CATOE shall be July 1 through June 30. The Treasurer's financial report of the fiscal year shall be examined by an audit committee in September, which will be appointed by the Board of Directors. They shall present their findings to the Board of Directors; these results will also be included in the official newsletter of CATOE.

**RULE 5.** No member shall obligate CATOE in any activity or contract, without prior approval of the Board of Directors.

**RULE 6.** A Regular member is the only person that is eligible to vote and to hold elective office.

**RULE 7.** The right to vote is limited to the Regular and Honorary members of CATOE who are actually present at the time the vote is taken. No proxy voting.

**RULE 8.** The President may appoint a Sergeant-at-Arms, Tape Librarian, Historian, Program Chairman, Educational Chairman, Publicity Chairman or any position or committee he deems necessary, except a nominating committee.

**RULE 9.** Robert's Rules of Order Newly Revised shall govern CATOE in all cases to which they are applicable and in which they do not conflict with these bylaws.

**RULE 10.** The Board of Directors shall be responsible for obtaining adequate insurance for CATOE activities.

**RULE 11.** Any proposal for obtaining an organ or substantial portion thereof must be submitted to the Board of Directors in writing. Approval of such acquisition and cost must be voted on at a meeting of the membership.

**RULE 12.** It shall be the duty of the Board of Directors to direct the Secretary and Treasurer of the corporation to file all corporate reports and tax returns required by the United States of America and the State of Illinois.

**RULE 13.** There shall be a written contract between CATOE and Artist for each show that is open to the public and admission charge is made.

**RULE 14.** There shall be a written contract between CATOE and Venue for each show that is open to the public and admission charge is made.

**RULE 15.** The concert announcement mailing list is the property of CATOE and shall be for the exclusive use of CATOE, and shall not be available to any other person or organization, except as may be provided by the Board of Directors in cooperation with other related organizations. The maintenance of this list shall be the responsibility of the Publicity/Membership Director

**RULE 16.** The use of the chapter's name, letterhead, logo or properties owned and/or controlled by CATOE must be for the good of the chapter, its goals and/or all its members, and shall not be used for personal profit or gain and/or conflict of interest. The name & logo shall appear on all appropriate printed material.

**RULE 17.** Any organ maintenance in the name of CATOE must have adult supervision without exception. No non-members may work on a CATOE organ crew or project unless authorized by the Board of Directors.

**RULE 18.** The VOX CATOE shall be the official newsletter of the club and shall be the medium of transmitting official notices to the membership as well as items of general interest; reviews of shows, correspondence and such other items as may be appropriate.

**RULE 19.** Any person in possession of any properties, records, and/or related materials belonging to CATOE must return same to a current Board member within ten (10) days from cessation of the person's duties and/or membership or upon demand by the Board of Directors.

## **ARTICLE 7-ELECTIONS**

**SECTION 1.** Candidates for officers and directors shall be nominated at a business meeting in April, following which nominations are closed.

**SECTION 2.** Election of officers and directors shall be held at a business meeting in May, and those elected shall assume the duties of office on July 1. No nominations may be made at this meeting.

**SECTION 3.** Nominations for officers and directors shall be made from the floor. All nominations must be seconded, and the nominee must be present, or has indicated in writing a willingness to run. All nominees must be a current member in good standing of CATOE and ATOS for at least twelve months prior to the nomination. Nominees for the position of President must have served on the Board of Directors for at least one complete term. An individual may not accept nomination for more than one position.

**SECTION 4.** If uncontested, the election of officers and directors shall be by show of hands at the spring business/nomination meeting. If one or more position is contested an election committee shall be appointed and ballots will be mailed to all current CATOE members.

**SECTION 5.** Elected officers and directors may be elected for additional terms.

**SECTION 6.** Only Regular members in good standing and at least 18 years of age are eligible to serve as officers or directors.

**SECTION 7.** A member may hold only one office on the Board of Directors at one time.

**SECTION 8.** Nominations and election of officers and directors shall proceed as follows: 1) President. 2) Vice-President. 3) Secretary. 4) Treasurer. 5) 1 Director.

**SECTION 9.** Election to office of contested positions will be as a result of candidate(s) receiving a plurality of votes cast.

**SECTION 10.** Officers and directors shall be elected for two-year terms in even numbered years.

### **ARTICLE 8-BUSINESS MEETINGS**

**SECTION 1.** There will be at least two (2) business meetings per calendar year.

**SECTION 2.** Written notice of business meetings must be made to all CATOE members, postmarked at least 10 days prior to the meeting.

**SECTION 3.** A quorum shall consist of 20 members or 50% of the total membership, whichever is the smaller number, including a quorum of the Board of Directors at the time a meeting is called to order.

### **ARTICLE 9-MONETARY OPERATING PROCEDURES**

**SECTION 1.** The Board has the authority to approve any operating expense.

**SECTION 2.** The Board has the authority to approve any expense pertinent to the presentation of pipe organ concerts, including promotion, building rental, organ rental fees, and artist fees. Before a concert or public show can be finalized, a line-item budget must be presented and approved by the Board. No commitments for any aspect of the concert can be finalized before Board approved.

**SECTION 3.** The Board has the authority to approve any expense pertinent to the restoration of pipe organs.

**SECTION 4.** The Board has the authority to approve any expense relating to educational programs.

**SECTION 5.** Checks written on CATOE accounts must be signed by the Treasurer and one of the following designated officers: President, Vice-President, or Secretary. All funds must be deposited in federally insured accounts.

**NOTE:** The Board of Directors may approve an expenditure up to \$5000 by a simple majority; above \$5000 must be approved by the membership at a meeting.

#### **ARTICLE 10-BYLAWS**

**SECTION 1.** Proposed amendments to the bylaws shall be submitted to the Board of Directors at a regularly scheduled Board-of-Directors meeting. Upon approval of the Board of Directors, the Board shall submit for consideration to the entire voting membership by mail, all proposed amendments to the bylaws at least 10 days prior to a business meeting.

**SECTION 2.** Proposed amendments to the bylaws shall be adopted when a two-thirds (2/3) affirmative vote is cast by members present at a general business meeting in accordance with Article 8 Section 3 at the next business meeting after submission by mail.

**SECTION 3.** A copy of the bylaws shall be made available upon request to each prospective member. A copy of any amendments to the bylaws shall be sent to each member after adoption.

#### **ARTICLE 11-DISSOLUTION**

No part of the net earnings or assets of this organization shall inure to the benefit of any member or person. In the event of dissolution of the organization, all net earnings and assets of all nature whatsoever shall be donated to organizations selected by the Board of Directors, which have qualified under Section 501 (c) (3) of the Internal Revenue Code of the United States and are acceptable under the Statutes of the State of Illinois with the approval of the members at a business meeting following the Provision of Article 8 Section 3.