

BYLAWS OF THE DAIRYLAND THEATRE ORGAN SOCIETY

August 2007

ARTICLE I Name, Principal Office

Section 1.1. NAME. The name of the organization, a not-for-profit corporation organized under the laws of the State of Wisconsin, shall be Dairyland Theatre Organ Society, Inc., and hereinafter referred to as DTOS. DTOS is a chapter of the American Theatre Organ Society (ATOS).

Section 1.2. PRINCIPAL OFFICE. The principal office for the transaction of the business of DTOS shall be located at such place as may be from time to time 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.

ARTICLE II Purpose

Section 2.1. NOT FOR PROFIT. DTOS is a not-for-profit non-stock corporation formed under the laws of the State of Wisconsin. DTOS is exclusively for public and charitable purposes and not for the private gain of any person.

Section 2.2. PURPOSE. The purpose of DTOS, as set forth in the Articles of Incorporation, includes the promotion of education in music and a common interest in the enjoyment of the theatre organ, the appreciation of its sound, its music, its traditions and history, its legends and memories, the promotion of interest in the restoration and preservation of theatre organs, the holding of organ concerts, and the education of others in the riches of the theatre organ tradition.

ARTICLE III Membership

Section 3.1. CLASSES OF MEMBERSHIP. There shall be two classes of membership: Primary Member," and "Honorary Member." Membership in DTOS is available to any person without regard to race, color, religion, sex, marital status, sexual orientation, national origin, handicap, disability, or age.

Section 3.2. PRIMARY MEMBER.

a. Benefits of Membership. A Primary Member (herein also "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 DTOS, to serve as a Director or Officer of the Board, to serve on committees of the Board, to attend Board meetings and to attend membership meetings and socials of DTOS. A Primary Member must also have and retain 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 copy of each regularly issued Bartola newsletter, and only one individual in a family membership may serve on the Board of Directors at any one time.

c. Membership Categories and Dues. Primary Membership shall include the categories Regular, Contributing, Sustaining, Sponsor, Patron and Lifetime Member. The dues covering each category of membership shall be from time to time determined by the Board.

Section 3.3. HONORARY MEMBER.

a. Nomination. The Board of Directors may from time to time nominate any person to receive an Honorary Membership if the Board feels that such person has demonstrated an outstanding degree of interest in the theatre pipe organ and the purposes of DTOS. The term of the Honorary Membership shall be at the discretion of the Board and shall be so stated at the time the individual is nominated to receive an Honorary Membership.

b. Election. The Members present at any annual or special meeting of DTOS shall vote whether to bestow an Honorary Membership on any person the Board has nominated for such a membership. A two-thirds majority of the Members present at such a meeting will be necessary to bestow an Honorary Membership.

c. Benefits Of Membership. An Honorary Member who maintains ATOS membership shall continue to enjoy the same benefits and privileges of a Primary Member except that the Honorary Member shall no longer be required to pay DTOS annual membership dues for duration of his Honorary Membership.

Section 3.4. SUBSCRIBERS. Any person may become a DTOS Subscriber. A Subscriber shall be entitled to one copy of each regularly issued Bartola newsletter, may attend membership meetings, and socials of DTOS. A Subscriber need not have or maintain separate membership in the American Theatre Organ Society. A Subscriber shall have no right to vote on matters of business placed before the membership, nor shall a Subscriber be eligible to hold office on the Board.

Section 3.5. TRANSFER OF MEMBERSHIP. No member may transfer his or her membership.

Section 3.6. TERMINATION AND RESIGNATION OF MEMBERSHIP. Any membership may be terminated for cause by an affirmative vote of two-thirds of the members of the Board. 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. The member being terminated shall have the right of appeal to the Board not less than five (5) days before the effective date of termination. Such appeal may be made orally or in writing; if oral, the Board shall notify the member in a timely manner of the date, time and place of the hearing. The decision of the Board following an appeal shall be final. Any person whose membership has been terminated by the Board action shall be entitled to a prorated refund of dues paid.

Any member may resign from DTOS 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 DTOS shall not be entitled to any prorated refund of dues, fees, or assessments.

ARTICLE IV Board Of Directors

Section 4.1. POWERS. Subject to the limitations of the Articles Of Incorporation, these Bylaws, and applicable law, all of the corporate powers of DTOS shall be exercised by or under the authority of the Board of Directors (herein the "Board"), and all business, property, and affairs of DTOS shall be managed by or under the direction of the Board.

Section 4.2. NUMBER AND QUALIFICATION OF OFFICERS AND DIRECTORS. The Board shall consist of nine (9) individuals which shall be limited to the six (6) Officer positions of President, Vice President, Recording Secretary, Treasurer, Financial Secretary, and Bartola Editor, and three (3) Directors-At-Large (herein "Director(s)"). Any Member having held continuous membership in DTOS for the six months prior to election may serve on the Board. There shall be no restriction on the number of consecutive terms on the Board to which a Member may be elected.

Section 4.3. EX-OFFICIO DIRECTOR. The immediate past President shall serve as an ex-officio (non-voting) member of the Board for one year following his term of office.

Section 4.4. BOARD NOMINATION AND ELECTION PROCEDURES.

a. Schedule And Notice Of Elections. Elections for positions on the Board shall take place each year at the Annual Meeting. Notice of the election and election procedures shall be published in the Bartola 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. Any nominations for Officers and Directors, including those from the Nominating Committee, shall be made from the floor at the Annual Meeting. Nomination and election of Officers and Directors shall be conducted in the following order: (1) President; (2) Vice-President; (3) Recording Secretary; (4) Treasurer; (5) Financial Secretary; (6) Bartola Editor; (7) Directors.

c. Voting. Board members shall be elected by the Members. If there are two or more nominees for the same Board position, voting shall be conducted by secret written ballot.

Section 4.5. VACANCIES. Vacancies caused by death, resignation, or removal of any Board member shall be filled by appointment by the Board of Directors, or by the President subject to confirmation by the Board. Any such appointment shall be for the balance of the unexpired term of the Board member being replaced.

Section 4.6. REMOVAL. The Members may remove, with or without cause, any director elected by them. A director or officer may be removed under this Section only if the number of votes cast to remove the director or officer would be sufficient to elect the director or officer at an Annual Meeting to elect directors and officers.

ARTICLE V Committees

Section 5.1. APPOINTMENT OF COMMITTEES. The Board may from time to time authorize such committees as it deems necessary or appropriate to conduct the business and further the objectives of DTOS. The President shall appoint all committees authorized by the Board. Any committee having the authority of the Board shall have two or more Directors appointed to it.

Section 5.2. POWER AND AUTHORITY OF COMMITTEES. Subject to any limitation in the Bylaws, Articles of Incorporation, or by operation of law, the Board may delegate to the Executive Committee or to any other committee having the authority of the Board, any of the powers and authority of the Board in the management of the business and affairs of DTOS, except in the following:

- a. The approval of any action for which the Wisconsin Nonprofit Corporation Law also requires the approval of members of DTOS;
- b. The filling of vacancies on the Board or in any committee which has the authority of the Board;
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable;
- e. The appointment of committees of the Board or the members thereof; or
- f. The approval of any expenditure greater than \$1000.

Section 5.3. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, Vice-President, Recording Secretary, and Treasurer.

Section 5.4. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee consisting of at least two Board members at a Board meeting prior to the Annual Meeting. The Nominating Committee shall be responsible for conducting the Board election at the Annual Meeting.

Section 5.5. AUDIT COMMITTEE. The President shall appoint an Audit Committee 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 VI Officers

Section 6.1. TERM OF SERVICE. All duly elected Officers shall serve for a term of one (1) year, beginning on December 1st of the year in which elected and ending on November 30th of the following year.

Section 6.2. PRESIDENT. The President shall be the chief executive officer of DTOS and, subject to the control and supervision of the Board, shall be generally responsible for the supervision, direction, and control of DTOS. The President shall preside at all membership meetings and meetings of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 6.3. VICE-PRESIDENT. The Vice President shall, 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.

Section 6.4. RECORDING SECRETARY. The Recording Secretary shall keep a book of the minutes of all membership meetings and Board meetings, which shall include the time and place of the meeting, how called or authorized, the notice thereof given, the names of those present at all meetings, and the proceedings thereof. The Recording Secretary shall maintain a list of all names, addresses,

phone numbers and available email addresses of memberships as provided by the Financial Secretary. The Recording Secretary shall also maintain a file of all official documents and contracts having legal significance to DTOS.

Section 6.5. TREASURER. The Treasurer shall keep or cause to be kept, and maintain adequate, correct books of account of cash and other assets of DTOS. 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 DTOS.

Section 6.6. FINANCIAL SECRETARY. The Financial Secretary shall keep a record of all members; send bills for membership dues approximately one month before existing memberships expire; make provision for payment of dues at meetings or socials and to receive new members; turn over all collected dues to the Treasurer along with a record of such payments -- keeping a copy for himself which has been signed by the Treasurer and which is available for audit; report on status of paid-up memberships at regular intervals; maintain a register of names, addresses, phone numbers and available email addresses of Members, Bartola Subscribers, and Concert Patrons; send Bartola subscription renewal notices as required; provide the Recording Secretary with updated copies of members; and shall cooperate with the ATOS Executive Secretary regarding the ATOS membership status of DTOS members.

Section 6.7. BARTOLA EDITOR. The Bartola Editor shall publish the official newsletter of DTOS from time to time with a frequency to be determined by the Board. The Bartola shall be the official newsletter publication of DTOS and shall be a medium for transmitting official notices to the membership, as well as items of general interest, coming events, reviews of concerts, correspondence and such other items as may be appropriate.

ARTICLE VII Directors

Section 7.1. TERM OF SERVICE. Each duly elected Director shall serve for a term of three (3) years, beginning on December 1st of the year in which elected and ending on November 30th of the year in which the term expires. A term of less than three years may be served pursuant to Section 4.5. Each year at least one Director shall be elected by the members in accordance with these Bylaws.

Section 7.2. DUTIES OF DIRECTORS. The Directors shall serve in any capacity the Board may from time to time determine.

ARTICLE VIII Membership Meetings

Section 8.1. ANNUAL MEETING. DTOS shall have one Annual Meeting of the membership (herein "Annual Meeting") which shall take place on or about the first Sunday of November of each year. At the Annual Meeting, the President shall make an oral report of the activities DTOS during that year and any Committee reports shall be presented. The person who is the President at the beginning of the Annual Meeting shall conduct the balance of the Annual Meeting following election of officers and directors, even if a new President has been elected. The Nominating Committee shall conduct the portion of the Annual Meeting relating to elections in accordance with the provisions of Section 4.4. The failure to conduct or hold an Annual Meeting does not affect the validity of any action of DTOS.

Section 8.2. 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 members entitled to vote sign, date, and deliver to any Officer or Director of DTOS 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 8.3. 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 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 DTOS for inclusion in the minutes or filing with DTOS records.

c. Effect Of Attendance. A 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.

Section 8.4. QUORUM.

a. Number Required. The quorum required for the transaction of any business at a meeting of the membership shall be 10% of the votes entitled to be cast on a matter.

b. Loss Of Quorum. The 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 members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 8.5. ACTION BY WRITTEN CONSENT. Any action required or permitted to be approved or taken by the membership may be taken without a meeting if the action is approved by at least 50% of the voting power of the membership. The action must be evidenced by one or more written consents describing the action taken, signed by the required number of members, and delivered to DTOS for inclusion in the minutes or filing with the corporate records. All signatures shall be dated and, in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members shall be counted.

Section 8.6. ACTION BY WRITTEN BALLOT. Any action required or permitted be taken by the membership may be taken by written ballot if DTOS delivers a written ballot to every member entitled to vote 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 IX
Board Of Directors Meetings**

Section 9.1. 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 9.2. 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 9.3. 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 (e-mail), and not less than five (5) days before the date of the meeting if given by first class mail.

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 DTOS 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 to action.

Section 9.4. 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 shall be the action of the Board, unless a greater number is required 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, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 9.5. 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 9.6. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Board members then in office.

**ARTICLE X
Dues And Finance**

Section 10.1. DUES. Each Member or Subscriber shall pay to DTOS dues in such sum as shall from time to time be determined by the Board. Such dues shall be paid prior to January 1st of each calendar year and will be effective through December 31st of that same year. Primary Members shall also separately maintain membership with the American Theatre Organ Society (ATOS). The annual dues so paid shall be the total of the Member's or Subscriber's financial obligation to DTOS.

Section 10.2. FISCAL YEAR. The fiscal year of DTOS shall be from October 16th of the current year through October 15th of the following year.

**ARTICLE XI
Rules**

Section 11.1. PERSONNEL APPOINTMENT. As soon after the election as reasonably practicable, the President shall appoint, subject to approval by the Board, the following (1) Publicity Chairperson; (2) Social Chairperson; (3) Historian; (4) Auditing Chairperson; (5) Concert Chairperson; and (6) any other Chairperson or position the President or the Board shall from time to time deem necessary.

Section 11.2. APPLICABLE LAW. DTOS shall abide by all federal, state, and local law. These Bylaws shall be construed in accordance with the provisions of Wisconsin law.

Section 11.3. SIGNATURE AUTHORITY. No member, other than the President, shall undertake any activity or enter into any agreement, written or oral, in the name of DTOS 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 11.4. INSURANCE. The Board shall be responsible for obtaining adequate insurance for DTOS activities and assets.

Section 11.5. ACQUISITIONS. Any proposal for acquiring any asset must be submitted to the Board in writing. The Board must approve acquisitions and any expenditures involved.

Section 11.6. CORPORATE FILINGS. It shall be the duty of the Board to direct the Recording Secretary and Treasurer to file all corporate reports required by Federal and State agencies.

Section 11.7. ARTIST AND VENUE CONTRACTS. There shall be a written contract between DTOS 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 DTOS and the venue engaged for each such event that is open to the public and for which admission is charged.

Section 11.8. PRIVACY OF MAILING LISTS. The DTOS concert announcement mailing list shall be held in confidence. Sharing the mailing list with any third person or organization shall require the approval of the Board.

ARTICLE XII Dissolution

Section 12.1 DISTRIBUTION OF ASSETS. In the event of winding up and dissolution of DTOS, after paying or adequately providing for the payment of the debts, obligations and liabilities of DTOS, the remaining assets of DTOS shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which 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.

ARTICLE XIII Amendments

Section 13.1. AMENDMENTS. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office, except that Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the members of DTOS:

- a. A Bylaw specifying or changing the number of Directors;
- b. A Bylaw increasing the term of office of Directors;
- c. A Bylaw increasing the quorum of members; and
- d. A Bylaw repealing, restricting, creating or expanding proxy rights.

Section 13.2. EFFECTIVE DATE. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board or members of DTOS in adopting them provide that they are to become effective at a later date.

ARTICLE XIV Miscellaneous

Section 14.1. PROXIES. No voting by proxy or by absentee ballot shall be permitted on any matter.

Section 14.2. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of *Robert's Rules of Order* shall govern all meetings of members and of the Board 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 14.3. 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 a writing and executed or adopted by a person with intent to authenticate the writing.