

Garden State Theatre Organ Society By-Laws

Article 1. The name of the Society shall be “The Garden State Theatre Organ Society, Inc.” herein after referred to as the Society. The abbreviation for the Society shall be GSTOS.

Article 2. The Society shall be a non-profit organization devoted entirely to furthering the ideals set forth in Article 3.

Article 3. The purposes for which this Society is formed are:

- (a) To preserve the historical tradition of the theatre organ in American music and theatre by:
 - (i) Restoring, in their home theaters where possible, the remaining specimens of the instrument and encouraging theatre management to preserve them and use them for public entertainment purposes.
 - (ii) Collecting and preserving for posterity recorded examples of the musical sounds of all the remaining theatre organs.
 - (iii) Arranging for removal, rehabilitation, and reinstallation of instruments in theaters scheduled for demolition or major change.
 - (iv) Constructing or acquiring, when funds permit, a theatre-museum for preservation, study, and exhibition of theatre organs and theatre organ music.
- (b) To contribute to the musical education and cultural enrichment of the public by:
 - (i) Presenting concerts and shows featuring theatre organ music.
 - (ii) Encouraging and training of new performers on the theatre organ.
 - (iii) Preserving historical manuscripts; scores of theatre organ musical compositions; and publications, recordings, and illustrative material on the theatre organ and its history.
 - (iv) Commissioning new music for the theatre organ.
 - (v) Working with organizations of allied interests such as museums, libraries, educational institutions, musical and historical societies to preserve the heritage of the American musical theatre, the motion picture (particularly silent films), and the varied programs of the American motion picture presentation house.
 - (vi) Preserving and expanding, through workshops, lectures, and demonstrations, the traditional crafts of theatre organ playing, composition, design, building, and maintenance.
 - (vii) Publishing in local newspapers, magazines, and Society bulletins articles about the theatre organ and its music.
- (c) To give the members of the Society an opportunity to share and enjoy their common interest in theatre organs and theatre organ music in social fellowship.

Article 4. It is hereby expressly stated that the use of the name of the Society, the publication of the Society, or the letterheads of the Society must be for the good of the entire membership and not for personal gain. Each member will be held responsible for any such use, in poor taste, of the good name of the Society.

SECTION I MEMBERSHIP

Article 1. The membership of the Society shall consist of individuals or families (parents and children under the age of 23) interested in furthering the purposes of the Society as stated in Article 3

of the Preamble.

- Article 2. There shall be one class of membership. To be considered a member, an individual or family must have paid dues for the current fiscal year as defined in Section IV. A family membership is entitled to only one vote in any election or referendum of the Society. Only one member of the family may vote on behalf of the family. An individual member is entitled to one vote.
- Article 3. In recognition of exceptional service to the Society and its purposes, an individual may be chosen by the membership from time to time to enjoy the privileges of honorary membership — that is, membership without the payment of dues, both GSTOS and the American Theatre Organ Society (ATOS), for the ensuing fiscal year — such privilege being renewable each year at the discretion of the membership.
- Article 4. Membership dues are not refundable, however, the membership may, by a two-thirds majority vote, return the dues and deny the privilege of membership to any person whose membership it is felt will not further the stated purposes of the Society. Such denial shall continue in effect until such time as the members may reinstate such individual by a two-thirds majority vote.

SECTION II MEETINGS

- Article 1. The policies of the Society shall be determined at an Annual Meeting of the members, to be held in September of each year on a date and at a place to be designated by the Officers.
- Article 2. A Special Meeting of the membership may be called at any time by the President or shall be called by the President at the written request of ten (10) or more members, at a time and place designated by the President.
- Article 3. Regular meetings will be held throughout the year as scheduled by the Officers. A portion of each meeting shall be devoted to the business of the Society. There shall be a minimum of six (6) meetings per year. A quorum for a regular meeting shall be the number of voting members present provided that the Society's members were sent notices postmarked at least ten (10) days in advance of the meeting.
- Article 4. At an Annual or Special meeting of the members, twenty (20) members shall constitute a quorum.
- Article 5. Written notices of meetings of the membership shall be required, including the Annual Meeting of the members, and as may be provided for elsewhere in the By-Laws.
- Article 6. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules the Society may adopt.

SECTION III ADMINISTRATION

- Article 1. The business and property of the Society shall be administered by three Officers, who shall be three (3) members, elected by the membership, as follows: one (1) President, one (1) Vice-President, and one (1) Secretary/Treasurer.

If the Society is unable to find one person to hold the position of Secretary/Treasurer, the Society may elect one person to serve as Secretary and another person to serve as Treasurer.

Article 2. The member elected to serve as President must be elected in accordance with Section III, Article 5. In the event of the President's subsequent resignation, unavailability, disability, or death, a general membership meeting shall be called to choose a new President.

Article 3. The Officers shall serve for two (2) years. The number of terms to which an Officer may be elected to the same position shall be limited to two (2) consecutive terms.

Article 4. The duties of the officers shall be as follows:

THE PRESIDENT shall:

1. Preside at meetings of the membership of the Society, or arrange for a member to serve as the Acting President in the absence or unavailability of the President, Vice President, and Secretary/Treasurer.
2. Call meetings of the membership including special meetings at the request of the members.
3. Act on matters of policy and business relating to the society when approval by the membership is impossible to obtain immediately and the delay necessary to obtain such approval would result in hardship to the best interests of the society. All such actions shall, however, be reviewed with the members at the next regular meeting. To facilitate such emergency actions in the absence of the Secretary/Treasurer, the President or the Vice-President shall be authorized to sign checks or otherwise dispense the moneys of the Society.
4. Appoint such committees and individuals to responsibilities as deemed necessary in carrying out the business of the Society. The President will be an ex-officio member of all committees.

THE VICE-PRESIDENT shall:

1. Generally assist and understudy the President.
2. Assume the duties and responsibilities of the President in the President's temporary absence or incapacity.
3. Supervise the work of the committees, projects, and task forces as the President may direct.

THE SECRETARY shall:

1. Take care of correspondence relative to the finances and records of the Society.
2. Sign, on behalf of the Society, contracts and other corporate documents.
3. Handle official correspondence and maintain the Society's official records and files.
4. Assist other Officers or members in the preparation of reports, as necessary.
5. Keep a record of attendance and minutes of all meetings. At the request of the Secretary/Treasurer, or at the discretion of the President, the President may appoint a Recording Secretary to assist with these duties.
6. Keep, and upon request, publish to the membership the minutes of all annual and special meetings of the membership.

THE TREASURER shall:

1. Keep full account of all receipts and expenditures of the Society. The President may designate an assistant to the Treasurer to account to the Treasurer for receipts and expenditures for a special Society activity.
2. Receive, on behalf of the Society, gifts and donations of cash or property for the Society's programs.

3. Sign checks and otherwise dispense the moneys of the Society in payment of authorized obligations incurred by the Society or in such disbursements as the members may designate.
4. Report on the finances of the Society at meetings of the membership or at any other time upon the request of the President.
5. Prepare written financial reports annually for the benefit of the membership. Prepare reports for the Federal Government as required or have them prepared by a qualified individual or tax accountant.

Article 5. Elections of officers shall be held annually between the first (1st) day and the thirty-first (31st) day of June. Written notice of the election and official ballots, together with suitable biographical information about each of the nominees shall be provided, by mail, to every member as of May thirty-first (31st) of that year. Nominees may be offered by petition signed by at least three (3) individual members and by a Nominating Committee appointed by the President and consisting of no less than three (3) and nor more than five (5) members selected from the general membership. The nomination will be announced at a regular meeting of the membership held during the month of May of that year at which time other nominations will be accepted from the floor. To be qualified for election, each nominee must be a member in good standing and must be willing to serve in the office to which he or she has been nominated. It shall be the duty of the Nominating Committee to verify these facts for each nominee. The Nominating Committee shall provide a minimum of two (2) candidates for each office. When only one candidate for an office can be found, if the nominating committee certifies that candidate, the candidate will be considered elected unanimously. Campaigning by any member is not permitted.

Election ballots shall be counted directly upon the close of the election by a Committee of Tellers consisting of three (3) members appointed by the President: a Chief Teller plus two members. The members of the Committee cannot be candidates for any of the elective posts involved. The Chief Teller shall report the election count to the President and the Secretary/Treasurer for publication to the membership at the earliest possible time. The President shall advise all candidates of the outcome of the election immediately after the Chief Teller has reported the results.

Article 6. The term of office for each officer shall be two years, from September first (1st) of an even year (i.e., 1994) to August thirty-first (31st) of the next even year (i.e., 1996). The installation of officers shall be at the Annual Meeting held in September following the election.

Article 7. In the event of the death or resignation of any Officer, the vacancy shall be filled within sixty (60) days in accordance with the election procedures above.

SECTION IV DUES AND FINANCES

Article 1. Each member shall pay membership dues annually to the Society's Secretary/Treasurer in the amount prescribed by the membership.

Article 2. The term of membership and the fiscal year of this Society shall be identical — from the first (1st) day of January of each year through the thirty-first (31st) day of December of the same year.

SECTION V AMENDMENTS

Article 1. These By-Laws may be amended by a two-thirds majority vote at any regular or special meeting of the membership in attendance.

Article 2. Notice of any proposed amendment and a scheduled meeting date for voting on the amendment must be given to the membership in writing at least ten (10) days before the meeting.

SECTION VI DISSOLUTION

Article 1. Upon the dissolution of the Society, which is a non-profit organization, the Officers, for said purpose, shall after paying or making provision for the payment of all liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner or to such organizations or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction where the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

These By-Laws were amended by majority vote of the membership present at a meeting held at the Pascack Theatre, Westwood, New Jersey, April 16, 1983. Additional amendments have been incorporated at meetings in July 1989 (quorum requirements), April, 1994 (term of office changed to 2 years), and July, 1994 (separate offices of Secretary and Treasurer).

End of By-Laws