

Operating Procedures

to Govern The

Twin Cities Chapter Of The

American Guild of Organists

On this date, the undersigned members of the Board of the Twin Cities Chapter of the American Guild of Organists do adopt the following as OPERATING PROCEDURES, which are in accordance and agreement with the National Bylaws of the American Guild of Organists, as adopted April 13, 1896 and as amended through April 24, 2006.

SECTION I. Name. The name of this organization shall be the Twin Cities Chapter of the American Guild of Organists (hereinafter, “Chapter”), a subordinate unit of the national organization known as the American Guild of Organists.

SECTION II. Mission Statement. Article II, Section 1. of the National Bylaws is incorporated by reference, as if fully set out herein. Nothing in these OPERATING PROCEDURES shall be read, and none of the Chapter’s activities pursuant to these OPERATING PROCEDURES shall be undertaken or executed, in a manner inconsistent with the fundamental purposes of the Guild.

SECTION III. Classes of Membership. Article III, Sections 1-3. and Article VII, Section 3. of the National Bylaws are incorporated by reference, as if fully set out herein.

SECTION IV. Chapter Governance.

1. **Officers.** The officers of the Chapter shall be Dean, Sub-Dean,

Secretary, and Treasurer. Nine (9) members of the Chapter shall be elected to the Board, according to the provisions of Section VI.3 below.

2. Duties of the Dean. The Dean shall be the chief executive officer of the Chapter, and as such shall have the following duties and responsibilities:

- a. Preside at all meetings of the Chapter and Board at which he/she may be present;
- b. Nominate the Chairs of all standing committees for appointment by the Board;
- c. Nominate, for appointment by the Board, a person or persons to fill vacancies that may occur as the result of death, resignation, incapacity, removal or disqualification of any officer or duly elected member of the Board;
- d. Create committees with the approval of the Board and correlate the work of the officers and standing committees;
- e. Serve as ex officio member of all committees, excluding the Nominating Committee;
- f. Submit reports at general meetings of the Chapter, covering such matters and making such recommendations as the Dean feels should be brought to the attention or consideration of the members of the Chapter;
- g. Carry into effect all directions and resolutions of the Chapter and Board and make such other reports to the Chapter and Board that the Dean shall deem necessary, or that may be required by the policies of the Chapter or Board;

- h. Sign and countersign all contracts and other instruments for and in behalf of the Chapter pertaining to usual, regular and ordinary affairs of the Chapter, as may be authorized by the Board;
- i. Serve as primary Chapter liaison with the District Convener, Regional Coordinator for Professional Development, Regional Coordinator for Education, Regional Councilor and Executive Director of the Guild;
- j. Remain in office for a term of one (1) year, with the possibility of re-election;
- k. Oversee production of the Chapter newsletter (PIPENOTES);
 - l. Ensure that appropriate materials e.g. Board minutes, financial statements, PIPENOTES, and programs are annually archived;
- m. Perform such other duties as are incidental to the execution of this office or that may be required by the Board.

3. Duties of the Sub-Dean. The Sub-Dean, in the absence of the Dean of the Chapter, shall exercise all the powers and perform all the duties of the Dean of the Chapter. The Sub-Dean will serve as Chair of the Program Committee (see Section VIII, 1,g,ix) and as such be responsible for the planning and execution of the Chapter's program events. The Sub-Dean shall remain in office for a term of one (1) year, with the possibility of re-election. The Sub-Dean shall perform such other duties as are incidental to the execution of this office or that may be required by the Board. In case of the Dean's resignation or death, the Sub-Dean will succeed to the office of Dean.

4. Duties of the Secretary. The Secretary shall keep record books belonging to the Chapter and have custody of the minutes of the meetings of the Board and general meetings of the Chapter. Such minutes of the Board are to include the names of those members who are present and absent. The Secretary shall issue notices for all meetings of the Board. The Secretary shall make such reports and perform such other duties as are incidental to the execution of this office or that may be required by the Board.

5. Duties of the Treasurer. The treasurer shall be custodian of all financial records of the Chapter, and as such, shall have the following duties and responsibilities:

- a. Supervise and have custody of all financial records of the Chapter and keep full and accurate accounts of the receipts and disbursements of the Chapter. These shall include:
 - i. Assets, liabilities and fund balances;
 - ii Revenue and operating expenses;
 - iii All other financial records and documents deemed necessary by the Board;
- b. Cause all monies and credits to be deposited in the name and to the credit of the Chapter in such accounts and depositories as may be designated by the Board;
- c. Send to National Headquarters the portion of membership dues required, according to the current dues structure of the American Guild of Organists as approved by National Council;
- d. Disburse, or supervise the disbursement of, all other funds of the Chapter, in accordance with the authority granted by the Board, taking proper vouchers to correspond to the

disbursements;

- e. Prepare and submit such reports or statements of the Chapter's finances and accounts as may be requested by the Board;
- f. Sign and/or countersign such instruments requiring his/her signature;
- g. Serve as a member of the Investment Committee;
- h. Perform such other duties incidental to the execution of this office that may be required by the Board.

6. Duties of the Registrar. The Registrar shall be custodian of the membership records of the Chapter and, as such, shall have the following duties and responsibilities:

- a. Collect all dues and deliver said monies to the Treasurer of the Chapter;
- b. Report to AGO National Headquarters the names of all members who have paid dues, including information on 1) class of membership (voting member, chapter friend, subscribing member), 2) information on membership history (renewal, new member, reinstatement of lapsed member) and 3) dues category (student, regular, senior, partner, etc.) A copy of this list also is provided to the Chapter Treasurer;
- c. Gather current information for the annual Chapter Directory and be responsible for the production and distribution by October of each year. The Directory shall also include official addresses and contact information for the Chapter and for National Headquarters, for Chapter officers and

committee Directors, and for Regional Councilors and District Conveners. The Directory shall also include the following: a schedule of Chapter programs for the year; general information about the Chapter a listing of names of patrons and sponsors of the Chapter and its activities; the AGO Code of Ethics and Code of Professional Standards; and any other material that the board shall deem necessary or helpful to the membership

d. Provide membership forms upon request, which shall include the national membership application, national reinstatement form and Chapter membership renewal form;

e. Send out on a timely basis chapter membership renewal forms and other such items as may be deemed necessary by the Board.

f. Send the following items to new and/or prospective members:

- i. National membership application
- ii. New member materials (if applicable)

g. Provide regular backups of guild membership information to the appropriate officer;

h. Perform such other duties as are incidental to the execution of this office or that may be required by the Board.

7. The Board. The Board is the governing body of the Chapter. It conducts the business of the Chapter when the full membership does not meet. Its actions are subject to review by the Chapter membership. The Board shall consist of thirteen members: all elected officers of the chapter (4) and all duly elected members of the Executive Board (9). All chairs or representatives, position chairs, and Chapter members with a specific concern who request and are approved attendance by the Dean, and all District,

Regional, and National officers who are members of the Chapter may attend Chapter Board meetings with voice, but no vote.

a. **Board Meetings.** The Chapter Board shall meet on a periodic and timely basis (generally once monthly) and shall be empowered to transact the business of the Chapter between General Chapter Meetings. All actions of the board are subject to ratification by the Chapter. The Dean shall call all meetings of the Board with not less than fourteen (14) days notice. At all meetings, the presence at the commencement of such meeting of not less than a majority of the Members shall be necessary and sufficient to constitute a quorum for the transaction of any business. Regular attendance by the Board members is expected at Board meetings.

b. **General Meetings of the Chapter.** The Chapter shall hold a minimum of one (1) general Chapter meeting per year, usually at the September program, when the Dean shall report on the state of the Chapter and preside over the transaction of any other business that shall come before the Chapter. At all meetings of the Chapter the presence at the commencement of such meeting of not less than ten percent of the voting membership, or twenty-five voting members, shall be necessary and sufficient to constitute a quorum for the transaction of any business.

SECTION V. Dues of the Chapter. The AGO National Council determines annual dues for membership in the American Guild of Organists. The Chapter shall collect and report membership dues according to these policies as embodied in the instructions issued annually from National Headquarters. Dues of the Chapter subscribing members are set annually by the Chapter Board.

SECTION VI. Election Procedures.

1. Nominating Committee. The Nominating Committee shall consist of five (5) persons who are members of the Chapter in good standing, not more than two (2) may be members of the Board, and is appointed no later than January 31. The Nominating Committee shall nominate one (1) or more candidates for each office and an excess of candidates for the Executive Board in place of those whose terms of office are about to expire. The slate prepared by the Chapter Nominating Committee shall be delivered to the Board, recorded in the minutes and announced to the members of the Chapter prior to April 1 of the election year. The ballot will include space for write in candidates. Notice of this procedure as well as the list of Nominating Committee members shall be stated in the Chapter newsletter no later than March 1 of each election year.

2. Election of Officers. Numbered ballots including the Chapter Nominating Committee slate shall be prepared by the Secretary or other appointed officer and mailed to each eligible voting Chapter member within the first week of April. Ballots shall be returned to, and counted by an independent auditor no later than May 1, and shall report the results to the Secretary and Newsletter Editor. These shall appear in the June issue of PIPENOTES. A plurality of votes cast shall be sufficient for a candidate to be elected.

3. Election of Board Members. Elections for Board members are held annually. Each member at-large is elected for a term of three years, one-third of the total number of members at-large being selected in each election year.

a. Vacancies on the Board. Any member of the Board

may resign with such resignation submitted in writing to the Dean, who will forward it to the Board. The resignation will be effective immediately upon its acceptance by the Board. Vacancies on the Board that may result from, but not be limited to, resignation or death of a member, removal of a member for failure to fulfill his/her responsibilities, or an increase in the number of members of the Board may be filled by appointment to the Board upon nomination by the Dean. A person appointed to fill such a vacancy shall meet all qualifications to hold office and shall serve for the unexpired term of his/her predecessor, and until the successor has been duly elected and officially installed.

b. **Removal from Office.** An officer or duly elected member of the Board may be removed from office due to inability or failure to fulfill his/her responsibilities only by action of the Chapter Board as follows:

i. By simple majority vote the Board shall authorize the Dean (or other officer designated by the Board) to send a formal written notice to the officer or Board member in question, stating the action is pending before the Board to remove him/her from office. In the event of such action against the Dean, the Sub-Dean shall act as the Chapter's executive officer.

ii. The Officer or Board member in question shall have a maximum of two weeks to respond, or until the next meeting,

whichever occurs later, after which time action to remove the said individual shall require a two-thirds majority vote of the Board.

SECTION VII. Programming Policy. All programs sponsored by the Chapter must have the approval of the Board. The dates and budget for these programs must also be approved by the Board, generally at the May Board meeting preceding the coming program year. Any organization or member wishing to co-sponsor a program with the Chapter shall submit such a proposal to the Sub-Dean, who serves as Chair of the Program Committee, by March 1 of the planning year, with the understanding that the confirmation of the event cannot be given until this shall be approved by the Board. Normally fees are not granted to those Chapter members who participate as individual recitalists or as workshop presenters.

SECTION VIII. Standing Committees and Positions

1. Standing Committees:

- a. The Board has the power to create all standing committees and appoint Committee Chairs. The Dean nominates committee Chairs, and each committee Chair appoints the members of his/her committee. The Dean serves as an ex officio member of all committees.
- b. The Chair of each committee shall report on the committees' activities to the Board.
- c. Except for specific committees designated by the Board, no committee should have more than five members, including the Chair. All committee members must be voting members of the Chapter.

- d. Vacancies on committees may be filled at any time by appointment of the Committee Chair with approval of the Board.
- e. Removal of a committee member requires Board Approval.
- f. Each committee is subject to an annual budget as approved by the Board. The committee Chair is responsible for keeping the committee within its budget and for submitting the annual budget or any requests for additions to the budget to the Board in a timely manner.
- g. The standing committees of the Chapter are:
 - i. Audit Committee.** The audit committee reviews the current year's financial statements and supporting records to help ensure that the reported results represent the financial transactions of our Chapter, and that there are reasonable procedures and controls on the access, use and safeguarding of those assets.
 - ii. Compositions Committee.** The Compositions Committee, in consultation with the Board, promotes the creation of new works for performance in which the pipe organ has a role. New works can be commissioned or encouraged through the holding of a contest.
 - iii. Development Committee.** The Development Committee is responsible for raising extra-budgetary monies for projects approved by the

Board. This committee would be responsible for developing grant proposals and generating additional donations.

iv. Education Outreach Committee. The Education Outreach Committee shall be responsible for developing and carrying out programs and events for elementary, middle, and high school students.

v. Hospitality Committee. The Hospitality Committee shall be responsible for greeting members and guests at chapter events. With direction from Program Committee, venue coordinator and the Dean, committee members assist with registration, distribute programs, prepare and serve refreshments, coordinate catered meals and provide other support functions.

vi. Investment Committee. The mission of the Investment Committee is to manage the TCAGO investments in such a way as to maintain principal and provide returns for the use of the chapter. Membership consists of the Dean, Treasurer and three other rotating members, with at least one member not on the board. This committee should meet at least once per year.

vii. Pipedreams Scholarship Committee. This committee is made up of three members who organize auditions and award scholarships to Junior and Senior High school students for organ study. Funds for the scholarship awards are from the income of the Pipedreams Scholarship Fund.

viii. Professional Development Committee. The Professional Development Committee, in adherence with the National AGO Code of Ethics, shall be responsible for developing Chapter policy and establishing relations with institutions in the community regarding the ethical and professional conduct of the Chapter's members. The Chair of this Committee shall be the Chapter's Professional Development Coordinator. This Committee shall also be specifically responsible for regular membership interest and surveys, and promotion of the policies set forth in the National AGO Code of Ethics. The Chapter Placement Coordinator participates as an ex officio non-voting member of the Professional Development Committee.

ix. Program Committee. The Program Committee, of which the Sub-Dean shall be the Chair, shall be responsible for all programming by the Chapter, including but not limited to workshops, special organ events and concerts, recitals, and lectures. This Committee shall be responsible for proposing a program calendar and budget for the season to the Board and carrying out the appropriate logistics and making all arrangements to ensure the smooth execution of Chapter events.

x. Publicity Committee. The Publicity Committee shall be responsible for all publicity concerning public programs, and any other activities of the Chapter as the Board shall deem necessary. This committee is also responsible for producing the Chapter Promotional Brochure, and sending chapter event news to National. The logo of the American Guild of Organists shall be used with all publicity.

xi. Special Projects Committee. The Special Projects Committee evaluates and recommends to the Board of the TCAGO the funding of proposed special projects that are not included in or are funded by the annual budget. The committee consists of three members who meet at least twice a year. The committee is only active when the Board allocates funds to it. A recommendation to the Board requires at least two affirmative votes by the committee. (Note: This committee works on allocating internal funds, the development committee works on finding external funds).

2. Other appointed positions:

a. AGO Certification Coordinator. The AGO Certification Coordinator shall be responsible to aid members of the Chapter in their preparation for the AGO examinations. The Coordinator shall be responsible for conducting AGO examinations.

b. Archives Director. The Archivist is responsible for collecting, cataloging, filing, and storing all pertinent Chapter archival materials at either the Minnesota History Center, or the Chapter Archives so that they are accessible to members.

c. Chaplain. The Chaplain shall be nominated by the Dean and appointed by the Board and shall serve a term of one (1) year, with eligibility for appointment to successive terms. The Chaplain shall perform those duties deemed appropriate to the office.

d. Competition Coordinator. The Competition

Coordinator shall be responsible for carrying out the appropriate logistics and making all arrangements to ensure the smooth coordination of the annual Scholarship Competition. This Competition is held in conjunction with the Schubert Club, with the TCAGO providing second prize monies. In odd-numbered years, the Chapter Scholarship Competition shall be in full accordance with the rules and policies of the American Guild of Organists Regional Competition for Young Organists.

e. Communications Coordinator. Explore the use of social media such as Facebook and Twitter. Help develop policies regarding content of web and printed material. Develop and expand the advertisers for Pipenotes and the web. Promote the web site to members and non members alike. Develop best practices for efficiently and effectively communicating with members, prospective members, and the public.

f. Membership Coordinator. The Membership Coordinator shall be responsible for activities focused on recruiting and retaining chapter membership.

g. Newsletter Editor. The Newsletter Editor shall be responsible for publishing nine monthly issues of PIPENOTES, the Chapter newsletter.

h. Placement Coordinator. The Placement Coordinator shall be responsible for accepting notices of job openings, listing positions in the Chapter Newsletter and in other media as determined by the Board, and any other duties as the Board shall deem necessary.

i. Webmaster. The Chapter Webmaster shall have responsibility for maintaining the Chapter web site with the

most current information possible. The web site shall include, but not be limited to, the following: a full listing of chapter events for the current year; contact information for Chapter leaders as determined by the Board; a link to the National AGO web site, and any other information useful to individuals interested in contacting the Chapter through the Internet. The Chapter Webmaster shall forward the Chapter's web address to National Headquarters to enable interested parties to reach the Chapter from a link on the National AGO web site.

SECTION IX. Amendments to Operating Procedures.

Following adoption by the Board and approval of the Chapter, Regional Councilor, and the Vice President, these OPERATING PROCEDURES and any provision thereof may be amended at any time by action of the Board. A majority of votes cast shall be sufficient to amend any provision of or add to these OPERATING PROCEDURES. Any amendment or addition thereto shall be included in this document and added in numerical sequence in order of enactment, complete with the date of such enactment.

WHEREFORE, we, the undersigned, do hereby adopt the above and foregoing OPERATING PROCEDURES to govern the Twin Cities Chapter of the American Guild of Organists, the first day of July 2012.

TCAGO Board of Directors, October 24, 2011

James Callahan, Dean, October 24, 2011

Approved by vote of the Membership on May 15, 2012

Addendum

The Secretary and Treasurer will each serve for a term of one (1)

year with the possibility of reelection.

The Registrar will be appointed by the Dean and approved by the Board for a term of one (1) year with the possibility of reappointment.

The addendum to the 2012 Operating Procedures of the Twin Cities Chapter of the American Guild of Organists was approved unanimously by the TCAGO Board at its regularly scheduled meeting on June 25, 2012.

Approved by:

Jan Kraybill
Regional Councilor, AGO June 27, 2012

John Walker
Vice President , AGO June 27, 2012

A second revision to remove references to salary surveys and guidelines was unanimously approved by the TCAGO board on August 28, 2017 at its regularly scheduled meeting.