

NATIONAL BYLAWS

Adopted April 13, 1896, and as amended
through April 12, 2008 in Los Angeles, California

ARTICLE I

NAME AND ORGANIZATION

Section 1. The name of this nonprofit educational corporation is **AMERICAN GUILD OF ORGANISTS**. The corporation shall hereinafter in these Bylaws be referred to as the "Guild."

Section 2. The Headquarters office of the Guild shall be in New York, New York. The Guild shall be subdivided into Regions, Districts and Chapters, as herein defined.

ARTICLE II

MISSION STATEMENT

Section 1. The purpose of the American Guild of Organists is to promote the organ in its historic and evolving roles, to encourage excellence in the performance of organ and choral music, and to provide a forum for mutual support, inspiration, education, and certification of Guild members.

Section 2. Nothing in these Bylaws shall be read, and none of the Guild's activities pursuant to these Bylaws shall be undertaken or executed, in a manner inconsistent with this mission statement.

ARTICLE III

CLASSES OF MEMBERSHIP

Section 1. The membership of the Guild shall be divided into two classes: Voting Members and Non-Voting Members. All individuals shall be eligible for membership and participation in the American Guild of Organists. The Guild (its Headquarters, Regions, Districts and Chapters) shall not discriminate on the basis of race, national origin, age, religious affiliation, gender, marital status, sexual orientation, disability or medical condition (including, but not limited to, Acquired Immune Deficiency Syndrome).

VOTING MEMBERS

Section 2. The Voting Members shall consist of General Members, Independent Members and Certificated Members.

(a) **General Members.** General Members shall consist of organists and choral conductors and other individuals who support the purposes of the Guild who shall (I) be approved by a Chapter; (II) be elected to membership by the National Council; and (III) have paid the dues and fees set by the National Council.

As long they maintain their standing as

Members of the Guild, General Members shall be eligible to (I) take the Guild examinations for certification; (II) be nominated for election to Chapter, Regional, and National Office, and to the National Council; (III) serve on National Committees; (IV) vote in Chapter, Regional, and National elections; and (V) receive the official journal of the Guild.

(b) **Independent Members.** Independent Members shall consist of organists and choral conductors and other individuals who support the purposes of the Guild who shall (I) be elected to membership by the National Council without a chapter affiliation; and (II) have paid the dues and fees set by the National Council.

As long as they maintain their standing as Members of the Guild, Independent Members shall be eligible to (I) take the Guild examinations for certification; (II) be nominated for election to Regional and National Office; (III) serve on National Committees; (IV) vote in Regional and National elections; and (V) receive the official journal of the Guild.

For purposes of utilizing the Guild's Grievance Procedures (Procedures for Dealing with Complaints about Termination) and the Discipline, Independent Members shall be considered members of the Chapter which is nearest to their primary residence. "Nearest" shall be defined as the residence of the closest Chapter Dean at the time an incident occurred that gave rise to the use of the Grievance Procedures or the Discipline.

(c) **Certificated Members.** Certificated Members shall consist of those General Members and Independent Members in good standing who have passed appropriate examinations and have been granted appropriate certificates as designated by the National Council. Choir Masters, Associates, and Fellows shall be known as the Academic Membership. The levels of certification are:

1. **Service Playing.** Holders of the Service Playing Certificate have passed a test designed to demonstrate basic competence in organ playing in the setting of religious services. Holders of the Service Playing Certificate shall be entitled to affix to their names the letters SPC.
2. **Colleague.** Colleague Certification is awarded to those General Members and Independent Members who have passed an examination designed to demonstrate competence in organ playing and musical knowledge and ability at a level preliminary to that required of Academic Membership. Holders of the Colleague Certificate shall be known as Colleagues and shall be entitled to affix to their names the letters CAGO.
3. **Choir Master.** Those General Members and Independent Members who have passed an examination designed to demonstrate a high level of knowledge and competence in choral and conducting techniques and knowledge of the literature and theory of music shall be known as Choir Masters. Choir Masters shall be entitled to affix to their names the letters ChM, or to append the letters ChM to their other certificate designations as follows: FAGO, ChM; AAGO, ChM; or CAGO, ChM.
4. **Associate.** Those General Members and Independent Members who have passed an examination designed to demonstrate an advanced level of competence in organ performance, knowledge of the organ and its literature, and the history, philosophy, theory, and practice of music shall be known as Associates. Associates shall be entitled to affix to their names the letters AAGO.
5. **Fellow.** Those Certificated Members who hold the Associate Certificate of the Guild, or who have earned the Associate or Fellowship Certificate from the Royal College of Organists or the Royal Canadian College of Organists, and who have passed an examination designed to demonstrate theoretical and practical attainments as organists and scholarly musicians at the highest level shall be known as Fellows. Fellows shall be entitled to affix to their names the letters FAGO.

NON-VOTING MEMBERS

Section 3. Non-Voting Members shall consist of National Subscribing Members, National Honorary Members, and Organizational Affiliate Members.

(a) **National Subscribing Members.** National Subscribing members shall consist of those individuals who (I) are not organists or choral conductors, but who (II) are interested in the work of the Guild, and (III) have paid the dues and fees set by the National Council.

The privileges of this class of membership shall be limited to eligibility to receive the official journal of the Guild.

(b) **National Honorary Members.** National Honorary Members shall consist of those individuals not otherwise members of the Guild who have made a distinguished contribution to the furtherance of the purposes of the Guild.

National Honorary Members shall be nominated by five Voting Members of the Guild in good standing and shall be elected by the National Council. Such members shall not be required to pay any dues or fees.

The privileges of this class of membership shall include the right to participate in all Guild activities and to receive the official journal of the Guild. National Honorary Members shall not be eligible to hold office and they shall have no vote.

(c) **Organizational Affiliate Members** shall consist of individuals who (I) are members of other organizations which, by action of the National Council, are affiliated with the Guild or participate in the publication of the official journal of the Guild, and (II) pay dues and fees as set by mutual agreement between the Guild and such other organizations.

The privileges of this class of membership shall be limited to eligibility to receive the official journal of the Guild.

Section 4. The National Council may designate additional sub-classes of membership within the major classes defined above, and it may establish criteria and privileges for such sub-classes.

ARTICLE IV

ORGANIZATION AND GOVERNANCE

Section 1. The governance of the Guild is vested in the National Council, the National Officers, and the Executive Committee, as herein defined.

NATIONAL COUNCIL

Section 2. The National Council shall consist of four National Officers and four Councillors to be elected by national ballot and nine Regional Councillors to be elected by regional ballots. Elections will be held in even-numbered years.

Section 3. The National Council is responsible for the entire management of the affairs of the Guild. Its responsibilities and authority shall include, but not be limited to, the following: (I) to organize and disband Chapters; (II) to establish and amend regional boundaries; (III) to elect candidates to membership; (IV) to assess and collect dues and fees; (V) to invest and appropriate the funds of the Guild; (VI) to employ an executive director and such additional salaried staff and other personnel as are necessary to conduct the business of the Guild; (VII) to fill vacancies in National Offices in accordance with the provisions of these Bylaws; (VIII) to enact and amend Operating Procedures; and (IX) to establish policies and procedures for examinations, competitions, publications, and national and regional conventions.

Section 4. Meetings. The National Council shall meet at least twice each year. Additional meetings of the National Council may be called by the President or on petition by five members of the National Council.

Notice of the time and place of a regular meeting shall be given to each member of the National Council at least thirty (30) days prior to the date of such meeting. An agenda of the matters to be considered at a regular meeting shall be distributed to each member of the National Council at least fourteen (14) days prior to the date of such meeting.

Notice of the time and place of a special meeting shall be given to each member of the National Council at least fourteen (14) days prior to the date of such meeting. An agenda of the matters to be considered at such a special meeting shall be distributed with the notice relating thereto.

Section 5. At all meetings of the National Council, the presence of not less than two thirds of its members shall constitute a quorum for the transaction of business.

NATIONAL OFFICERS

Section 6. The National Officers of the Guild shall consist of a President, a Vice President, a Secretary and a Treasurer. All National Officers shall be elected by national ballot from among the General, Independent and Certificated Members. The election of the officers shall take place at the annual meeting of the Guild held in even-numbered years. The National Officers shall hold office for two years or until their successors are duly elected. The terms of all National Officers shall begin July 1. All National Officers shall serve concurrently as members of the National Council. No Member shall serve more than three (3) successive terms in any one National Office, nor more than five (5) consecutive terms in any of the offices set forth in Article IV, Section 2, hereof.

The National Officers of the Guild shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be specifically set forth in these Bylaws, or as may from time to time be specifically conferred, imposed, or limited by the National Council.

(a) The **President** shall be the chief executive officer of the Guild; shall preside at all national meetings of the Guild, the National Council, and the Executive Committee; the President or a designee shall be an *ex officio* member of the executive committees of the Chapters, and all special and standing committees of the Guild, with the exception of the National Nominating Committee.

(b) The **Vice President**, in the absence or disability of the President, shall perform the duties and exercise the powers of the President. The Vice President shall serve as the Parliamentarian; shall keep, or cause to be kept, the Bylaws, Operating Procedures and all other rules and regulations of the Guild; shall initiate and oversee the long range planning of the Guild; shall coordinate the work of the Guild in the areas of professional networking and public relations; shall coordinate the work of the Guild in internal affairs and Chapter administration; and shall perform other duties as may be prescribed by the National Council.

(c) The **Secretary** shall keep, or cause to be kept, lists of members in their respective classes; shall have custody of the records of the Guild; shall coordinate the work of the Guild in the area of member services, membership development and chapter support; shall be custodian of the corporate seal; and shall be responsible for recording the proceedings of the meetings of the Guild, the National Council and the Executive Committee.

(d) The **Treasurer**, also known as the **Councillor for Finance and Development**, shall have supervision over the management of the funds of the Guild, and shall keep, or cause to be kept, full and accurate records of receipts and disbursements in books belonging to the Guild; and shall deposit, or cause to be deposited, all monies and other valuable effects in the name of and to the credit of the Guild. The Treasurer shall develop, or cause to be developed, the annual budget of the Guild, and shall coordinate the work of the Guild in the areas of financial structure and investment of financial resources. The Treasurer shall coordinate the work of the Guild in the area of development of financial resources.

(e) A **National Chaplain**, an honorary National Officer, may be appointed by the National Council. The Chaplain shall not be a member of the National Council, but shall serve a term of two years, to coincide with the terms of the elected National Officers.

COUNCILLORS

Section 7. Four Councillors shall be elected by national ballot at the Annual Meeting of the Guild held in even-numbered years and shall hold office for two years or until their successors are duly elected. No Member shall serve more than three (3) successive terms as a Councillor. Each Councillor shall coordinate and represent to the National Council a specific area of the

work of the Guild. The National Council shall assign all standing and special committees to the jurisdiction of one of the councillors, whose responsibilities shall be designated as follows:

(a) **Councillor for Education:** Coordinates the work of the Guild in the areas of educational programs and resources, examinations, and certification.

(b) **Councillor for Professional Development:** Coordinates the work of the Guild in the areas of Members' employment relationships, career development and support, seminary and denominational relations and other professional concerns.

(c) **Councillor for Competitions and New Music:** Coordinates the work of the Guild in the areas of performance and composition competitions, and the commissioning and support of new music.

(d) **Councillor for Conventions:** Coordinates the work of the Guild in the areas of Regional and National Conventions.

The Councillors shall be elected from among the General, Independent and Certificated Members.

REGIONAL COUNCILLORS

Section 8. A Regional Councillor shall be elected by the voting Members of the Guild officially assigned to each of the nine Regions, including both General Members and Independent Members. Regional Councillors shall be elected at the Annual Meeting of the Guild held in even-numbered years and shall hold office for two years or until their successors are duly elected. No Member shall serve more than three (3) successive terms as a Regional Councillor. The duties of the Regional Councillors shall include the supervision and coordination of the work of the Guild in each Region and representation of the Regions on the National Council.

EXECUTIVE COMMITTEE

Section 9. The Executive Committee of the Guild shall consist of the President, Vice President, Secretary, Treasurer, the four National Councillors and one Regional Councillor, known as the Convener of the Regional Councillors. The Regional Councillors-elect, at their first meeting following each national election, shall elect one of their members as Convener pro-tem. This meeting and election shall occur at the National Convention of the Guild. At the time of the fall meeting of the National Council the Regional Councillors will meet and elect one of their members as Convener to serve as their representative on the Executive Committee.

Section 10. The Executive Committee is responsible for the management of the affairs of the Guild when the National Council is not in session and is to act on matters referred to it by the National Council. All actions of the Executive Committee are subject to ratification by the National Council at its next meeting.

Section 11. Notice of the time and place of meetings of the Executive Committee shall be given to each member of the Committee at least seven (7) days prior to the date of such meeting. Notices of such meetings shall also be similarly distributed to each member of the National Council. Minutes of meetings of the Executive Committee are to be distributed to members of the National Council promptly following each meeting.

Section 12. At all meetings of the Executive Committee the presence of not less than five (5) members of the Committee shall constitute a quorum for the transaction of business.

NATIONAL NOMINATING COMMITTEE

Section 13. The National Nominating Committee shall nominate candidates for national office and suggest candidates for committee positions to the National Council.

Section 14. The National Nominating Committee shall consist of six (6) members, no more than two (2) of whom shall be members of the National Council, and at least two (2) of whom shall

be Certificated Members. Three (3) members of the National Nominating Committee shall be elected by the National Council at its first meeting following each national election. Members of the National Nominating Committee shall serve a single four-year term. The National Council shall appoint a Director from among the members of the Committee. The Director shall serve a term of two years and may be reappointed.

OTHER COMMITTEES

Section 15. Additional Committees, both standing and special, may be appointed by the National Council. Their appointment, membership, terms of office, and functions shall be determined by the National Council and delineated in the Operating Procedures of the Guild. The National Council shall assign each committee to the jurisdiction of one of the National Councillors, or may determine that a committee shall report to a National Officer, or directly to the National Council.

EXECUTIVE DIRECTOR

Section 16. The Executive Director shall manage the operation of the Guild and have authority to engage and supervise all other paid employees of the Guild, subject to the supervision and direction of the President and of the National Council. The Executive Director shall be a non-voting member of the National Council and all National Committees, with the exception of the National Nominating Committee and the Personnel Committee.

ARTICLE V

MEETINGS OF THE GUILD

Section 1. Annual Meeting. In odd-numbered years, the Annual Meeting shall be held at the Headquarters of the Guild on the first Tuesday of March at nine o'clock A.M. unless the National Council shall, not less than sixty (60) days prior thereto, specify a different place and time, and shall give not less than fourteen (14) days' notice thereof to the members. In even-numbered years the Annual Meeting shall be held in conjunction with the National Convention of the Guild. This meeting shall be a convention event, with no competing activities scheduled, and shall be open to all members of the Guild in good standing. The agenda of the Annual Meeting shall include (I) reports from National Officers and Councillors on the work and financial condition of the Guild, and (II) in even-numbered years the election and installation of National Officers, Councillors, and Regional Councillors. Additional items for inclusion on the agenda of the Annual Meeting may be submitted by Members of the Guild, in writing, to the Executive Committee for consideration and approval at its meeting prior to the National Convention.

Section 2. Additional meetings of the Guild may be called by the President, or on petition by the National Council, upon written notice to the Members not less than thirty (30) days prior to such meeting.

Section 3. At all meetings of the Guild the presence in person or by proxy at the commencement of such meeting of not less than one hundred (100) Members shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Section 4. All meetings of the Guild shall be conducted in accordance with Robert's Rules of Order, current edition.

Section 5. When choosing sites for its activities the Guild shall select, wherever possible, locations that are in accord with the Guild policy of non-discrimination, and which are accessible to those with physical disabilities.

ARTICLE VI

REGIONS

Section 1. The Guild shall be divided, for purposes of administration and representation, into nine Regions, which are defined as geographically delineated units. Their geographic boundaries shall be set by the National Council. The National Council will assign to a Region each Chapter of the Guild (and the members thereof) and each Independent Member. Chapters located near regional borders and/or whose members reside in more than one Region may, upon approval by the National Council, be reassigned to an adjoining Region. The National Council may further partition each Region into smaller Districts that lie with Regions as geographical areas corresponding either to state boundaries or to some other delineation determined by the National Council.

Section 2. Regional Officers. The chief officer of each Region shall be the Regional Councillor. District Conveners and other officials may be appointed by the National Council.

(a) **The Regional Councillor.** The Regional Councillor shall be elected in accordance with Article VIII of these Bylaws, shall act as chief executive officer of the Region and represent the Region on the National Council, and shall represent the National Council and the Guild within the Region. The responsibilities and duties of the Regional Councillor shall be assigned by the National Council and delineated in the Operating Procedures of the Guild. The Regional Councillor shall recommend to the National Council the formation and disbandment of Chapters within the Region, and shall ensure that Chapter elections are held, and that Chapter business is conducted, in a manner consistent with these Bylaws and the Operating Procedures of the Guild.

(b) **District Conveners.** Each Regional Councillor may nominate, for appointment by the National Council, District Conveners for the development of the Guild's interests in each state or area located within the Region. The District Convener shall assist the Regional Councillor in the work of the Region, and shall undertake other duties and responsibilities as designated by the National Council and delineated in the Operating Procedures of the Guild.

(c) **Other Officers.** The National Council may appoint additional officers at the Regional level to assist the Regional Councillor with specific areas of the Guild's work. The Regional Councillors shall nominate, and the National Council appoint, such officers.

ARTICLE VII

CHAPTERS

Section 1. Definition. A Chapter shall be defined as a local group of Members of the Guild. Chapters shall be governed under the Charter and Bylaws of the Guild. All details connected with the description of boundaries, formation, and operation of the Chapters shall be subject to the National Council.

Section 2. Formation. Chapters may be formed at the written request of twelve (12) Voting Members or prospective members of the Guild. Upon written recommendation by the applicable Regional Councillor, the President may authorize the organization of a Chapter and appoint its officers, subject to ratification by the National Council.

Section 3. Membership. The membership of a Chapter shall consist of Voting and Non-Voting Members as defined in Article III, and Dual Members, Chapter Friends, and Chapter Honorary Members.

(a) **Dual Members.** Dual Members shall consist of those Voting Members who (I) have established primary membership through another Chapter, (II) are approved by the Chapter, and (III) have paid the dues and fees set by the National Council. Dual Members are eligible to

vote and hold office in both the primary and secondary Chapter, though each Member has only one vote in National and Regional elections.

(b) **Chapter Friends.** Chapter Friends shall consist of those individuals who (I) support the purposes of the Guild, (II) are not organists or choral conductors, and (III) have paid the dues and fees set by the Chapter. Chapter Subscribing Members shall require no election to membership and shall have no vote.

The privileges of this class of membership shall be (I) participation in Chapter activities and (II) receipt of Chapter publications.

(c) **Chapter Honorary Members.** Chapter Honorary Members shall consist of those individuals who have made a distinguished contribution to the furtherance of the purposes of the Guild and the Chapter. They shall be nominated by two Voting Members of the Chapter in good standing and elected by the Chapter. Such members shall not be required to pay any dues or fees set by the National Council.

The privileges of this class of membership shall include the right to participate in all Chapter activities and to receive Chapter publications. If the Chapter pays dues and fees set by the National Council, Chapter Honorary Members may have the privileges of Voting Membership; otherwise, the Chapter Honorary Members shall not be eligible for election to Chapter or Guild office and they shall have no vote.

Section 4. Organization and Governance. Each Chapter may establish its own operating procedures, provided, however, that such operating procedures do not conflict with the Charter or Bylaws of the Guild. The operating procedures must be approved by the Chapter, the Regional Councillor, and the Vice President. The governance of each Chapter is vested in the Chapter Officers and Executive Committee as herein defined.

Each Chapter shall have a Dean, a Secretary, a Treasurer, and as many other officers as may be determined to be advisable.

The Chapter Executive Committee shall consist of the Officers plus as many additional Members at large as are determined advisable. Chapter Officers and Members at large of the Executive Committee shall be elected annually or biennially, as each chapter shall determine, by ballot from among the Voting Members of the Chapter in a general election. The Chapter Officers shall hold office for one (1) or two (2) year(s) or until their successors have been duly elected and may be re-elected in accordance with Chapter operating procedures. Terms of office shall begin July 1 of the year in which the election is held. Members at large of the Executive Committee of a Chapter shall hold office for three (3) years (in the case of chapters with annual elections) or four (4) years (in the case of chapters with biennial elections) or until their successors have been duly elected, with one third of the members of the Executive Committee being elected at each. They may be re-elected in accordance with Chapter operating procedures.

The Officers of the Chapter shall, unless otherwise provided by the Chapter or the National Council, each have such duties as generally pertain to their respective offices, as well as such powers and duties as may be specifically set forth in these Bylaws

(a) The **Dean** shall be the chief executive officer of the Chapter. The Dean shall preside at all meetings of the Chapter and the Executive Committee, and shall be an ex officio member of all standing and special committees of the Chapter.

(b) The **Secretary** shall have custody of the records of the Chapter and shall be responsible for recording the proceedings of the meetings of the Chapter and the Executive Committee. The Secretary shall keep, or cause to be kept, lists of the Members of the Chapter in their respective classes.

(c) The **Treasurer** shall have supervision over the management of the funds of the chapter and shall keep, or cause to be kept, full and accurate records and accounts of receipts and disbursements in books belonging to the Chapter.

Section 5. Meetings. Each Chapter shall hold a minimum of one (1) general Chapter meeting per year for the election of Officers (if scheduled), reports from the Officers and Executive Committee on the condition of the Chapter, and 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 twenty-five percent of the membership, or twenty-five members, whichever is fewer, shall be necessary and sufficient to constitute a quorum for the transaction of any business.

The Chapter Executive Committee shall meet on a periodic and timely basis and shall be empowered to transact the business of the Chapter between General Chapter Meetings. All actions of the Executive Committee are subject to ratification by the Chapter. At all meetings of the Chapter Executive Committee, the presence at the commencement of such meeting of not less than a majority of the Members thereof shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Section 6. Accessibility. When choosing sites for its activities the Guild shall select, wherever possible, locations that are in accord with the Guild policy of non-discrimination, and which are accessible to those with physical disabilities.

Section 7. Disbandment. Chapters may be disbanded by the National Council upon written request of the Chapter or by recommendation of the Regional Councillor. Prior to action by the National Council, a committee of Officers and Members of the Chapter may give reasons for or against the disbandment in writing to the National Council.

In the event of disbandment, each Member of the Chapter may 1) transfer individually to any other Chapter which the Member may choose, or 2) join as an Independent Member. The assets and property of the Chapter remaining after payment of expenses and satisfaction of all liabilities shall accrue to the Guild for distribution as determined by the National Council for the nonprofit purposes of the Guild.

ARTICLE VIII

ELECTIONS

Section 1. National Office. The National Nominating Committee shall present its slate for National Officers and Councillors to the National Council at its regular fall meeting prior to each election year. Two (2) candidates shall be designated for each office. The nominations shall be published in the official journal of the Guild in January of even-numbered years. Additional nominations for National Office may be made by petitions signed by at least fifty (50) Voting Members of the Guild in good standing. Such petitions must be received at National Headquarters prior to February 15 of each election year.

Ballots in the form of proxies shall be distributed by mail from National Headquarters during May of even-numbered years to all Voting Members. Members shall convey completed proxies to the designated teller by way of media approved by the National Council prior to the election. A plurality of votes cast at the Annual Meeting of the Guild in even-numbered years shall be sufficient for election.

Section 2. Regional Office. Each Regional Councillor, in consultation with the respective District Conveners, Regional Coordinator for Professional Development and Regional Coordinator for Education, will recommend candidates for the Regional Nominating Committee for each Region to the National Council for ratification at its spring meeting in even-numbered years. Each Regional Nominating Committee shall consist of five (5) Voting Members who will serve a

maximum of two terms of two years per term. The committees shall reflect a balance in age, gender and geography. The Regional Nominating Committees shall each report the names of two (2) candidates for their Regional Councillorship to the Nominating Committee by September 1 in odd-numbered years. At the fall meeting of the National Council in odd-numbered years the National Nominating Committee shall present to the National Council the slates of candidates for Regional Councillor, as reported by the Regional Nominating Committees, in conjunction with the National Nominating Committee's slate of candidates for other Councillorships and National Offices.

The nominations shall be published in the official journal of the Guild in January of even-numbered years. Additional nominations for Regional Councillor may be made by petitions signed by at least twelve (12) Voting Members assigned to the Region. Such petitions must be received at National Headquarters prior to February 15 of the election year.

Regional Elections will be held in conjunction with National Elections following the procedures in Section 1. Members will be entitled to vote only in the Region to which they are assigned. A plurality of votes cast shall be sufficient for election.

Section 3. Chapter Office. Chapters may hold elections annually, or biennially in even-numbered years. In either event, in the year prior to the election, the Executive Committee of each Chapter shall, not later than December 31, appoint a Chapter Nominating Committee of at least three (3) members, a majority of whom shall not be members of the Chapter Executive Committee. The Chapter Nominating Committee shall nominate one or more candidates for each Chapter Office and an excess of candidates for membership at large on the Executive Committee 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 Executive Committee, recorded in the minutes and announced to the Members of the Chapter prior to March 1 of the election year. Additional nominations may be made by petitions signed by at least five (5) Chapter Voting Members in good standing. Such petitions must be received by the Secretary prior to April 1, or within thirty (30) days after the notification of the members of the Chapter Nominating Committee's slate, whichever is later. Ballots including the Chapter Nominating Committee slate and candidates nominated by qualified petition shall be prepared by the Secretary and distributed either by mail (in the form of proxies) or at a general Chapter meeting. Sufficient care must be taken to ensure that either the mailed ballot or notification of the meeting at which voting is to take place reaches every eligible Voting Member. The election shall be concluded by May 31 of the election year. A plurality of votes cast in person or by proxy shall be sufficient for election.

ARTICLE IX

DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Council or as may be determined by a court of competent jurisdiction upon application of the Council, for the nonprofit purposes of the Corporation or such charitable or educational organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Any of such assets not so distributed shall be disposed of for such purposes as directed by a justice of the Supreme Court of the State of New York or such other Court having jurisdiction over the Corporation.

ARTICLE X

CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be approved by the National Council. The seal of the Guild shall be kept by the Secretary who may, in that capacity, affix it to any certificate in respect of Corporate matters. It may also be affixed on behalf of the Guild by such other persons as may be authorized by the National Council.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 1. All Bylaws of the Guild shall be subject to alteration or repeal, or new Bylaws may be adopted, by the affirmative vote of two thirds of the National Council at any meeting of the National Council. If any Bylaw regulating the number of members or method of electing the National Council is adopted, amended, or repealed by the National Council, such Bylaws must be approved by vote of the Members.

Section 2. Operating Procedures. All Operating Procedures of the Guild shall be subject to alteration or repeal, or new Operating Procedures may be adopted, by the affirmative vote of two thirds of those present and voting at any meeting of the National Council. Such alteration, repeal or addition of Operating Procedures shall be proposed in writing to the National Council or Executive Committee with notice of the meeting at which they shall be first discussed.

The Bylaws of the American Guild of Organists (initially termed "Constitution") were adopted by the Founders of the Guild at a meeting on April 13, 1896, in New York City. The current revision reflects all amendments through the National Council Meeting held April 12, 2008, in Los Angeles, California.