

# ***Bylaws of the American Institute of Organbuilders***

*as amended October , 2017*

## **Article I** ***Name***

The name of this organization shall be: American Institute of Organbuilders (AIO).

## **Article II** ***Objectives***

The objectives of this organization shall be: to advance the science and practice of pipe organbuilding by discussion, inquiry, research, experiment and other means; to disseminate knowledge regarding pipe organbuilding by such means as lectures, publications and exchange of information; to establish an organized training program for organbuilders, leading to examinations and certifications of degree of proficiency.

## **Article III** ***Membership***

### **3.01 Classification.**

A. *Charter Members.* Charter members are those individuals:

1. who were present at the 1973 organizational meeting and/or at the 1974 charter meeting; *and*
2. who had not less than five (5) years' professional experience in organbuilding; *and*
3. who subscribed to the objectives of the organization by signing the permanent register, thus constituting an agreement to abide by the Bylaws and to the payment of the joining fee of One Hundred Dollars (\$100.00) within ninety (90) days of the adoption of the Constitution, said payment included the first year's dues.

B. *Regular Members.*

1. Individuals who have not less than five (5) years' professional experience, are presently engaged full time in organbuilding or organ maintenance work, and who subscribe to the objectives of the Institute and the Code of Ethics, may be nominated for regular membership by a charter or regular member of the AIO.
2. Nomination for membership is to be made using the current approved membership nominating form. References by at least two additional regular or charter members are required. Nominees become regular members on acceptance by the Board of Directors and payment of the joining fee and the first year's dues.

C. *Associate Members.*

1. Individuals who have less than five (5) years' professional experience, are presently engaged full time in organbuilding or organ maintenance work, and who subscribe to the objectives of the Institute and the Code of Ethics, may be nominated for associate membership by a charter or regular member of the AIO.
2. Nomination for membership is to be made using the current approved membership nominating form. Nominees become associate members on acceptance by the Board of Directors and payment of the joining fee and the first year's dues.
3. Associate members must apply for regular membership after five years as an associate. Additional joining fee is not required. An applicant shall automatically be reclassified as an affiliate member if unable to qualify as a regular member.

4. Associate members shall have the privilege of speaking to a question, but shall not have the privilege to introduce motions, vote, nor hold office.

D. *Affiliate Members.*

1. Individuals who are engaged in an allied profession supporting the pipe organ industry, and who subscribe to the objectives of the Institute and the Code of Ethics, may be nominated for affiliate membership by a charter or regular member of the AIO.
2. Individuals who are engaged part time in organbuilding or organ maintenance work, and who subscribe to the objectives of the Institute and the Code of Ethics, may be nominated for affiliate membership by a charter or regular member of the AIO.
3. Individuals living outside of the Americas who are engaged in organbuilding or organ service work, and who subscribe to the objectives of the Institute and the Code of Ethics, may be nominated for affiliate membership by a charter or regular member of the AIO.
4. Individuals who are full-time students under the age of 25, in possession of a valid school ID, and who subscribe to the objectives of the Institute and the Code of Ethics, may be nominated for affiliate membership by a charter or regular member of the AIO.
5. Nomination for membership is to be made using the current approved membership nominating form. Nominees become affiliate members on acceptance by the Board of Directors and payment of the joining fee and the first year's dues.
6. Affiliate members shall have the privilege of speaking to a question, but shall not have the privilege to introduce motions, vote, nor hold office.

E. *Honorary Members.*

1. Honorary membership may be granted to an individual who deserves special recognition for service to the art or science of organbuilding, and who is selected by the Board of Directors.
2. Honorary members shall not vote.
3. Payment of a joining fee and annual dues shall not be required of honorary members.

**3.02 Fees and Dues.**

- A. *Joining Fee/Dues.* The joining fee for new members and the annual dues for membership, and any changes thereto, shall be recommended by the Board of Directors to the members at least thirty (30) days prior to the annual session for consideration at said session. A majority vote of members present and voting shall constitute approval.
- B. *Dues.* Membership dues shall be payable annually, in advance of the first day of January.
- C. *Payment of Joining Fee and Prorated Dues.* Joining fee and dues (prorated) for new members shall be payable within sixty (60) days of receipt of initial statement. If nominee fails to respond within that period, he/she shall be required to re-submit application for consideration.
- D. Upon reaching the age of 65 or upon disability, members shall be entitled to a one-half reduction of dues.
- E. *Student Members.* Dues shall be one-half the regular amount and the joining fee shall be waived.

**3.03 Removal from Membership.**

- A. *Removal by Vote.* Removal of individuals from membership shall be made by a vote of at least two-thirds of those present and qualified to vote at an annual meeting of the general

convention session of the Institute. Such vote shall be taken upon recommendation from the Membership Committee and/or the Board of Directors.

- B. *Removal for Non-payment of Dues.* A member shall automatically be dropped from the rolls at such time as he/she is twelve (12) months in arrears for non-payment of dues. Convention fees from that date on will be the same as for non-members. A member so dropped may be reinstated upon payment of a reinstatement fee established by the Board of Directors and approved by the members and the then current dues.

**3.04 Publicizing Membership.** Only charter or regular members in good standing may declare their affiliation and certification following their name, on business cards, letterhead and in advertising with the following wording:

- *Member AIO* for regular members,
- *Colleague AIO* for regular members with the Colleague certification, and
- *Fellow AIO* for those regular members with Fellow certification.
- *Service Certificate AIO for regular members holding the Service certification.*

As membership in the AIO is limited to individuals, this membership cannot be used in reference to a corporate or business entity.

#### **Article IV** *Officers and Directors-at-Large*

**4.01 Enumeration.** A President, a Vice-President, a Secretary, and five (5) Directors-at-Large shall be elected from the voting members as prescribed in Article Five, Section Two (5.02). A Treasurer shall be appointed by the Board of Directors.

**4.02 Term.** Officers and Directors-at-Large shall be elected for a three (3) year term or until their successors are elected and assume office. The Secretary and two (2) Directors-at-Large shall be elected in one year; the President and Vice-President being elected in the following year; and three (3) Directors-at-Large being elected in the third year. Officers shall assume office at the close of the session at which elected. The President, Vice-President, and Directors-at-Large shall not be eligible to serve consecutive three (3) year terms in the same office. The Secretary may serve two (2) consecutive terms in the same office. The Treasurer may serve a term of indefinite length, at the pleasure of the Board.

**4.03 Partial Term.** Any officer or director-at-large who has served more than one-half of a term is considered to have served a full term in that office.

**4.04 Vacancy in Office.** If a vacancy occurs in the presidency, the Vice-President automatically becomes President for the remainder of the term, and a vacancy arises in the vice-presidency. In cases of that vacancy and any other which might occur on the Board of Directors, the remaining directors shall elect a member of the Institute to fill the office until the next annual business session, at which time the membership shall elect a member to complete said unexpired term.

**4.05 Dual Offices.** No member shall hold more than one office at a time.

**4.06 Duties of Officers.**

A. *President.* The President shall:

1. preside at all meetings of the Institute and the Board of Directors;
2. shall appoint all committees, subject to approval by the Board of Directors, except as otherwise provided in these Bylaws.

- B. *Vice-President.* The Vice-President shall:
  - 1. act in the absence of the President;
  - 2. serve as chairman of the Membership Committee.
- C. *Secretary.* The Secretary shall:
  - 1. keep minutes of the meetings of the Institute and of the Board of Directors;
  - 2. keep a list of members of the Institute;
  - 3. under the direction of the President, issue notices of meetings of the Institute and of the Board of Directors.
- D. *Treasurer.* The Treasurer shall:
  - 1. keep proper financial records;
  - 2. account for all receipts and disbursements;
  - 3. make proper reports to the Institute and Board of Directors at such times as are designated;
  - 4. furnish bond of an amount determined by the Board of Directors.

## **Article V** *Nominations and Election*

### **5.01 Nominating Committee.**

- A. *Composition.* A Nominating Committee of five (5) members shall be elected at the first meeting of the annual session. At least one (1), but not more than two (2) members shall be from the Board of Directors. Nominations for the committee shall be made from the floor and election shall be by ballot, with a plurality vote electing. If there are no more than five (5) nominees, election shall be by voice. The committee shall elect its own chairman.
- B. *Vacancy.* Any vacancy on the committee shall be filled by the Board of Directors, with preference being given to those persons nominated but not elected.
- C. *Duties.* At least thirty (30) days prior to the next annual session, the Nominating Committee shall report by mail to the voting membership its slate of candidates for election at that session. This same report shall be formally made at the first meeting of said session. The President shall call for additional nominations from the floor at that time, and also immediately prior to the actual election.

### **5.02 Election.**

- A. The election shall be held at the beginning of the last business meeting of the annual session. Voting shall be by ballot and those nominees receiving a majority of the votes cast shall be declared elected. In the event that there are more than two candidates for a given office, and no candidate receives a majority (more than 50%) of the votes cast, there shall immediately be a run-off election between the two candidates receiving the most votes in the first balloting to determine who shall be elected to the office in question.
- B. Ballots from elections held during the convention will be destroyed thirty (30) days following the conclusion of the convention.

## **Article VI** *Meetings*

There shall be an annual business session held during the general convention of the membership. The time and place of the next convention will be determined by a duly appointed

committee. The quorum shall be a majority of the voting members registered for the convention.

## **Article VII**

### ***Board of Directors***

**7.01 Composition.** The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, and five (5) Directors-at-Large.

#### **7.02 Duties and Powers.**

- A. The powers, property, and affairs of the Institute shall be exercised, conducted and controlled by the Board of Directors.
- B. The Board of Directors shall determine the general policies of the Institute and shall have full power to act for the Institute within the framework of its Bylaws.
- C. The Board of Directors is authorized to appoint an Executive Secretary and such other administrative personnel as may be necessary to accomplish the business of the Institute. These individuals need not necessarily be members of the Institute.
- D. The Board of Directors shall recommend to the members at least thirty (30) days prior to the annual session the joining fee from new members and the annual dues for membership, and any changes thereto for consideration at the annual session.
- E. Action by Written Consent. Action required or permitted by these bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all Board members. The action shall be evidenced by one or more written consents stating the action taken, signed by each Board member (including a signature by electronic transmission), and included in the minutes or filed with the records of the Board of Directors reflecting the action taken.

**7.03 Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

**7.04 Board Meetings.** The Board of Directors shall hold at least two regular meetings each year: one or more mid-year meetings, and a fall meeting before and/or during the annual convention. Special meetings of the Board may be called by the President, and shall be called upon the written request of three members of the Board. Any meeting may be held by electronic means.

## **Article VIII**

### ***Committees***

**8.01 Ex-Officio Member.** The president shall be ex-officio a member of all committees except the Nominating Committee, and as otherwise provided in these Bylaws.

**8.02 Standing Committees.** There shall be the following Standing Committees:

- A. Membership
- B. Convention Overview
- C. Education, Apprenticeship, Training
- D. Examinations
- E. Ethics

**8.03 Membership Committee.**

- A. *Composition.* The Membership Committee shall consist of the Vice-President as chairman and any other AIO members the President may appoint.
- B. *Duties.*
  - 1. The Membership Committee shall receive and review all nominations for membership and make an appropriate recommendation to the Board of Directors. Further, it shall be the responsibility of this committee to assist nominees and advise them of the status of their applications.
  - 2. When necessary, the Membership Committee shall recommend to the membership the removal from membership of a member.

#### **8.04 Convention Overview Committee.**

- A. *Composition.* The Convention Overview Committee shall be composed of a chairman and any other AIO members the President may appoint. It shall serve at the pleasure of the Board of Directors.
- B. *Duties.* This committee will compile statistics, update the convention planning handbook, hold a review session to evaluate the previous convention, and assist in the planning of future conventions.

#### **8.05 Education, Apprenticeship, Training Committee.**

- A. *Composition.* The Education, Apprenticeship, Training Committee shall be composed of five (5) members. They shall serve staggered terms of three (3) years.
- B. *Duties.* The duties of this committee include the administration of the training program, and planning the education program of the annual convention.

#### **8.06 Committee on Examinations.**

- A. *Composition.* The Committee on Examinations shall be composed of three (3) organbuilders who have passed successfully the Fellow Examination of the AIO or the equivalent in another country, nominated by the Board of Directors and elected by the membership. The nominee must receive a majority of yes votes to be elected. The committee shall have staggered terms of three (3) years.
- B. *Duties.* The committee shall establish the criteria, scope, and procedure for the examinations which shall be held each year, near or during the time of the annual convention.
- C. *Participants.* Only Regular, Charter, and Associate members in good standing are eligible to take the AIO exams; only Regular and Charter members may be awarded the Fellow certificate.

#### **8.07 Ethics Committee.**

- A. *Composition.* The Ethics Committee shall be composed of three (3) duly appointed charter or regular members of the Institute.
- B. *Duties.* The Ethics Committee shall receive and review all charges and evidence of complaints of violations of the AIO Code of Ethics and Professional Conduct. After careful consideration of all factors involved, this committee shall resolve complaints according to the following procedures:
  - 1. Formal written charges with complete supporting documentation will be filed directly with the AIO Ethics Committee by members or anyone directly aggrieved by the conduct of any member.

2. The AIO Ethics Committee may defer action on a charge to allow an opportunity for an informal settlement between the parties.
  3. The AIO Ethics Committee may take the following action(s):
    - a. dismiss without a finding if there is insufficient evidence to prove wrongdoing, if it finds the complaint to be unfounded or the complaint is irrelevant to the issue of ethics;
    - b. exonerate the defendant and close the case;
    - c. make a recommendation to the AIO Board of Directors to issue a private letter of admonition to the member;
    - d. make a recommendation to the AIO Board of Directors to issue a letter of censure in the *Journal of American Organbuilding*;
    - e. make a recommendation to the AIO Board of Directors for termination of membership, allowing the member to re-apply for membership at a future time;
    - f. make a recommendation to the AIO Board of Directors for permanent expulsion of the member.
  4. A member may appeal the findings of the AIO Ethics Committee to the AIO Board of Directors in writing within thirty (30) days of the Committee's finding, and the Board must act within the next sixty (60) days.
  5. All committee proceedings will be confidential.
- C. *Amendment of the Code of Ethics.* The Code of Ethics and Professional Conduct may be amended by the convention of the Institute under the same procedures as are necessary to amend the Institute's Bylaws.

#### **8.08 Convention Committees. (Special committees)**

- A. *Composition.* Upon acceptance of a bid for a convention, no less than two (2) and no more than four (4) members shall be appointed to a Convention Committee. A separate committee will be appointed for each convention site. Each committee will be discharged at the January review session following its convention.
- B. *Duties.* It shall be the duty of each Convention Committee to plan the conventions of the Institute. Each committee will send one of its members to the convention review session immediately preceding its convention, and the review session following its convention.

#### **8.09 Other Committees.**

Such other committees, standing or special, shall be appointed as the Institute or the Board of Directors shall from time to time deem necessary to carry on the work of the Institute.

### **Article IX**

#### ***Financial Records***

The President will appoint an Audit Committee at the Mid-Year Board Meeting. The Audit Committee will receive all relevant financial data from the Treasurer no later than one week prior to the Fall Board Meeting. The Audit Committee will present its findings to the Annual Meeting of the Institute.

### **Article X**

#### ***Property and Income***

**10.01** The income and property of the Institute, however derived, shall be applied solely towards the promotion of the objectives, and no portion shall be paid or transferred to the members; provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any employee in return for any services actually rendered. Members of the Board of Directors and committee members shall not receive such remuneration or benefit, except repayment of reasonable, proven out-of-pocket expenses.

**10.02** If upon dissolution of the Institute there remains, after satisfaction of all liabilities, any property whatsoever, the same shall be given or transferred to some approved or recognized charity, and shall not be distributed to the members.

**Article XI** *Parliamentary Authority*

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Institute in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any Special Rules of Order the Institute may adopt.

**Article XII** *Amendment*

These Bylaws may be amended at an annual session by two-thirds vote of the members present and voting, provided:

- 1) that the amendment has been submitted in writing at the previous annual session, *or*
- 2) that the amendment is presented to the Board of Directors at least three (3) months prior to the annual session and, after approval for submission to the annual session by a majority of the Board, is submitted to the membership thirty (30) days prior to the annual session.