

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

*as amended October 15, 2020.*

## **Article I. Name**

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

## **Article II. Objectives**

**2.01** The objectives of the AIO shall be:

- A. To advance the science and practice of pipe organ building by discussion, inquiry, research, experiment, and other means;
- B. To disseminate knowledge regarding pipe organ building by such means as lectures, publications, and exchange of information; *and*
- C. 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*

- 1. Individuals 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 organ building; *and*
- 3. Who subscribed to the objectives of the AIO 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, shall be considered a Charter member.

*B. Regular Members*

1. Individuals who have not less than five (5) years professional experience, who are presently engaged in full-time organ building or organ maintenance work, and who subscribe to the objectives of the AIO and the Code of Ethics and Professional Conduct, 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 and payment of the joining fee and first year's dues.

*C. Associate Members*

1. Individuals who have less than five (5) years professional experience, who are presently engaged in full-time organ building or organ maintenance work, and who subscribe to the objectives of the AIO and the Code of Ethics and Professional Conduct, 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 and payment of the joining fee and the first year's dues.
3. Associate members must apply for Regular membership after achieving five years of full-time organ building experience. An additional joining fee is not required. An applicant shall automatically be reclassified as an Affiliate member if unable to qualify or chooses not to apply as a Regular member.
4. During business meetings, 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 AIO and the Code of Ethics and Professional Conduct, may be nominated for Affiliate membership by a Charter or Regular member of the AIO.

2. Individuals who are engaged part time in organ building or organ maintenance work, and who subscribe to the objectives of the AIO and the Code of Ethics and Professional Conduct, may be nominated for Affiliate membership by a Charter or Regular member of the AIO.
3. Nomination for membership is to be made using the current approved membership nominating form. Nominees become Affiliate members on acceptance by the Board and payment of the joining fee and the first year's dues.
4. During business meetings, 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. *Student Members*

1. 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 AIO and the Code of Ethics and Professional Conduct, may be nominated for Student membership by a Charter or Regular member of the AIO.
2. Dues shall be one-half the Regular annual amount and the joining fee shall be waived. For the calendar year following their 25<sup>th</sup> birthday, they shall become Affiliate members and pay full dues or apply for Associate or Regular membership if they qualify.
3. During business meetings, Student members shall have the privilege of speaking to a question, but shall not have the privilege to introduce motions, vote, nor hold office.

F. *Honorary Members*

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

*G. Life Members*

1. The Board may choose to honor current AIO members whose extraordinary service to the AIO warrants special recognition.
2. Life members shall pay no dues and shall receive all other benefits of AIO membership in perpetuity.
3. They shall pay Member rates for conventions and seminars.

**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 to the membership at least thirty (30) days prior to the annual session and published in the *Journal* for consideration at said session. A majority vote 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 monthly) for new members shall be payable within sixty (60) days of receipt of initial statement. If a nominee fails to respond within that period, he/she shall be required to re-submit their application for consideration.
- D. *Dues Reduction.* Upon retiring from organ building or maintenance work but not before reaching 65 years of age, or upon disability, all member categories shall be entitled to a one-half reduction of dues. Voting members in good standing when retiring may continue their current membership level in the AIO.

**3.03 Resignation and Termination**

- A. *Resignation.* Any member may resign from membership in the AIO by filing a written resignation with the Executive Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

- B. *Removal by Vote.* Removal of individuals from membership shall be made by a two-thirds vote of the Board for actions that threaten the well being of the AIO. A member so removed may appeal to the Board to have their termination voted on by the general membership.
- C. *Removal for Non-payment of Dues.* Continued membership in the AIO is contingent upon being up-to-date on membership 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 and seminar 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 the then current dues.

### **3.04 Publicizing Membership**

- A. Only Charter or Regular members who have remained current with AIO dues may declare their affiliation and certification following their name, on business cards, letterhead and in advertising with the following wording:
  - 1. *Member AIO* for Regular members,
  - 2. *Colleague AIO* for Regular members with the Colleague certification,
  - 3. *Fellow AIO* for those Regular members with Fellow certification.
  - 4. *Service Certificate AIO* for Regular members holding the Service certification.
- B. As membership in the AIO is limited to individuals, this membership shall not be used in reference to a corporate or business entity.

## **Article IV. Meetings**

### **4.01 Business Meeting**

- A. There shall be a Business Meeting held during the general convention of the membership. A quorum to conduct business during the meeting shall be a majority of the voting members registered for the convention.
- B. Due to unusual circumstances or national emergency, the annual convention of the AIO may be cancelled or postponed. The Business Meeting may be held via videoconference or other available means as necessary.

## **Article V. Board of Directors**

### **5.01 Composition**

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

### **5.02 Duties and Powers**

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

### **5.03 Quorum**

- A. A majority of the seated members of the Board shall constitute a quorum for the transaction of business.

#### **5.04 Board Meetings**

- A. The Board 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.
- B. 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.
- C. Any meeting may be held by electronic means, such as videoconference or other available means, email, and chat room.

### **Article VI. Nominations and Election**

#### **6.01 Nominating Committee**

- A. *Composition.* A Nominating Committee of five (5) members shall be elected at the Business Meeting. At least one (1), but not more than two (2) members shall be from the Board. 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 chairperson.
- B. *Vacancy.* The Board shall fill any vacancy on the committee, with preference being given to those persons nominated but not elected.
- C. *Duties.* The Nominating Committee shall report the names of its chosen candidates for election via publication in the *Journal* at least thirty (30) days prior to the next Business Meeting or election. This same report shall be formally made at the Business Meeting. The President shall call for additional nominations from the floor at the Business Meeting.

#### **6.02 Election**

- A. The election shall be held at the Business Meeting, or via secure electronic voting and election systems. Voting shall be by secret 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 of the votes cast, there shall immediately be a run-off election between the two candidates receiving the most votes in the first balloting, with ties going into the run-off, to determine who shall be elected to the office in question.

- B. Ballots and tellers' reports from elections held during the convention will be given to the Secretary and destroyed thirty (30) days following the conclusion of the election. Actual vote tabulations of elections shall not be announced in meetings.

## **Article VII. Officers and Directors-at-Large**

### **7.01 Enumeration of Officers**

- A. A President, Vice-President, Secretary, and five (5) Directors-at-Large shall be elected from the voting membership.
- B. A Treasurer shall be appointed by the Board.

### **7.02 Term of Office**

- A. Officers and Directors-at-Large shall be elected for a three-year term or until their successors are elected and assume office.
- B. 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.
- C. Officers shall assume office as soon as the election results have been officially announced to the membership.
- D. The President, Vice-President, and Directors-at-Large shall not be eligible to serve consecutive three-year terms in the same office. The Secretary shall serve no more than two (2) consecutive terms. The Treasurer may serve a term of indefinite length, at the pleasure of the Board.

### **7.03 Partial Term**

- A. 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.

### **7.04 Vacancy in Office**

- A. 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.



- B. In cases of that vacancy and any other which might occur on the Board, the remaining Directors-at-Large shall elect a member of the AIO to fill the office until the next Business Meeting or election, at which time the membership shall elect a member to complete said unexpired term.

#### **7.05 Dual Offices**

- A. No member shall hold more than one office at a time.
- B. An Officer or Board member may serve on a committee as allowed under the Bylaws. However, Board members shall not act as committee chairpersons except for the Membership and Resolutions committees.

#### **7.06 Duties of Officers**

- A. The President shall:
  - 1. Preside at all meetings of the AIO and the Board;
  - 2. Shall appoint all committees and committee members, subject to approval by the Board, except as otherwise provided in these Bylaws.
- B. The Vice-President shall:
  - 1. Act in the absence of the President;
  - 2. Serve as chairperson of the Membership Committee.
- C. The Secretary shall:
  - 1. Keep minutes of the meetings of the AIO and the Board;
  - 2. Issue notices of meetings of the AIO and of the Board under the direction of the President;
  - 3. Serve as chairperson of the Resolutions Committee.
- D. The Treasurer shall:
  - 1. Keep proper financial records;
  - 2. Account for all receipts and disbursements;
  - 3. Make proper reports to the AIO and Board at such times as are designated;
  - 4. Furnish bond of an amount determined by the Board.

## **Article VIII. Committees**

### **8.01 Ex-Officio Member**

- A. The president shall be an ex-officio member of all committees except the Nominating Committee, and as otherwise provided in these Bylaws.

### **8.02 Standing Committees**

- A. There shall be the following Standing Committees:
  - 1. Membership
  - 2. Convention Overview
  - 3. Education
  - 4. Examinations
  - 5. Ethics
  - 6. Publications
  - 7. Outreach
  - 8. Website Resources
  - 9. Resolutions
- B. Directors-at-Large will serve as liaisons to the following committees.
  - 1. Education
  - 2. Examinations
  - 3. Ethics
  - 4. Publications
  - 5. Outreach
  - 6. Website Resources

### **8.03 Membership Committee**

- A. *Composition.* This committee shall consist of the Vice-President as chairperson and any other voting members appointed at the pleasure of the President.
- B. *Duties.* They shall receive and review all nominations for membership and make an appropriate recommendation to the Board. Further, it shall be the responsibility of this committee to assist nominees and advise them of the status of their applications.

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

- A. *Composition.* This committee shall be composed of a chairperson, called "Convention Coordinator", the Board Treasurer, the Education Committee chairperson, and Executive Secretary. The committee shall serve at the pleasure of the Board.
- B. *Duties.* They shall compile statistics, update the Convention Planning Handbook, hold review sessions to evaluate the previous convention, and assist in the planning and running of future conventions. They will also determine the time and place of future conventions that will be subject to approval by the Board.

#### **8.05 Education**

- A. *Composition.* This committee shall be composed of five (5) members serving staggered three (3) year terms.
- B. *Duties.* They shall administer the training program, and shall plan the educational content of the annual convention.

#### **8.06 Examinations Committee**

- A. *Composition.* This committee shall be composed of three (3) AIO members serving staggered three (3) year terms. They will have successfully passed the Colleague and/or Fellow Examinations of the AIO or the equivalent in another country, been nominated by the Board and elected by a majority vote of the membership. The chairperson and any examination administrator shall hold the AIO Fellow certificate.
- B. *Duties.* They shall establish the criteria, scope, and procedure for the examinations that shall be given each year, near or during the time of the annual convention.

#### **8.07 Ethics Committee**

- A. *Composition.* This committee is composed of three (3) Charter or Regular AIO members, appointed by the Board and serving staggered three (3) year terms.
- B. *Duties.* They 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 Ethics Committee by AIO members or anyone directly aggrieved by the conduct of any member.
  2. The Ethics Committee may defer action on a charge to allow an opportunity for an informal settlement between the parties.
  3. The Ethics Committee may take any of 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 Board to issue a private letter of admonition to the member;
    - d. Make a recommendation to the Board to issue a letter of censure in the *Journal*;
    - e. Make a recommendation to the Board for termination of membership, allowing the member to re-apply for membership at a future time;
    - f. Make a recommendation to the Board for permanent expulsion of the member.
  4. A member may appeal the findings of the Ethics Committee to the Board in writing within thirty (30) days of the Committee's finding, and the Board must act within the next sixty (60) days. All rulings by the Board shall be public and final.
  5. All committee proceedings will be confidential.
- C. *Amendment of the Code of Ethics.* The Code of Ethics and Professional Conduct may be amended under the same procedures as are necessary to amend the AIO's Bylaws.

### **8.08 Publications Committee**

- A. *Description.* The AIO shall publish *The Journal of American Organbuilding*, herein referred to as *Journal*. The *Journal* will be published quarterly and is the primary organ for the dissemination of news and information of the AIO to its members.

- B. *Composition.* This committee shall be composed of no less than two (2) and no more than five (5) AIO members appointed by the President. The AIO shall be considered the *Journal* publisher.
- C. *Duties.* They will oversee all matters pertaining to the publication of the *Journal*, establish guidelines for standards and quality for the official publications of the AIO and administer any literary awards.

### **8.09 Outreach Committee**

- A. *Composition.* This committee shall be composed of no less than two (2) and no more than five (5) AIO members appointed by the President.
- B. *Duties.* They will further the goals of the AIO through both independent and cooperative projects.

### **8.11 Website Resources**

- A. *Composition.* This committee shall be composed of no less than two (2) and no more than five (5) AIO members appointed by the President.
- B. *Duties.* They will develop and maintain a comprehensive online website resource for pipe organ service and other information.

### **8.12 Resolutions Committee**

- A. *Composition.* The current Secretary will serve as chairperson with two other AIO members appointed by the President.
- B. *Duties.* They will develop and maintain a Policy Statement containing standing and special rules of order. They will also oversee the drafting and presenting of amendments to the Bylaws and the Policies.

### **8.13 Other Committees**

- A. Other special committees shall be appointed as the AIO or its Board deem necessary to carry on the work of the AIO.
- B. Special Local Convention Committees shall be in order upon acceptance of a bid for a convention.

1. *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 and include the convention year in its name, e.g. the "2019 Convention Committee". Each committee will be discharged at the review session following its convention.
2. *Duties.* It shall be the duty of each local committee to plan an annual convention of the AIO in concert with the Convention Overview and Education Committees. Each committee chairperson shall attend the convention review sessions that occur before their convention. The chairperson will provide a detailed report and analysis of their convention for the review session immediately following said convention.

## **Article IX. Indemnification**

### **9.01 General**

To the full extent allowed under the laws of the State of Ohio, the AIO shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the AIO, (referred to individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such a member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

### **9.02 Expenses**

Expenses (including reasonable attorney's fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the AIO in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **9.03 Insurance**

The AIO may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the AIO would have the power or obligation to indemnify such person against such liability under this Article.

## **Article X. Non-discrimination and Harassment**

### **10.01 Non-discrimination Statement**

The AIO does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

### **10.02 Harassment**

The AIO is committed in all areas to providing an environment that is free from harassment. Harassment based upon an individual's gender, race, ethnicity, national origin, age, religion or any other legally protected characteristics will not be tolerated. All AIO members and their employees are expected and required to abide by this policy. No person will be adversely affected in employment or membership with the organization as a result of bringing complaints of unlawful harassment.

## **Article XI. Financial Records**

The President will appoint a Financial Review Committee at the Mid-Year Board Meeting. This committee will receive all relevant financial data from the Treasurer no later than one week prior to the Fall Board Meeting. The Financial Review Committee will present its findings at the Business Meeting of the AIO. Any voting member in good standing may request access to the financial records.

## **Article XII. Property and Income**

- 12.01** The property and income of the AIO, 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.
- 12.02** Members of the Board and committee members shall not receive such remuneration or benefit, except repayment of reasonable, proven out-of-pocket expenses.
- 12.03** If upon dissolution of the AIO there remains, after satisfaction of all liabilities, any property whatsoever, the same shall be given or transferred to a recognized charity designated by the Board and shall not be distributed to the members.

## **Article XIII. Parliamentary Authority**

- 13.01** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the AIO 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 AIO may adopt.

## **Article XIV. Amendment**

- 14.01** These Bylaws may be amended at a Business Meeting by two-thirds vote of the members present and voting, *provided*:
- A. That the amendment has been submitted in writing at the previous Business Meeting, *or*
  - B. That the amendment is presented to the Board at least three (3) months prior to the Business Meeting and, after approval for submission to the Business Meeting by a majority of the Board, is submitted to the membership thirty (30) days prior to the Business Meeting.