

**OPERATING PROCEDURES TO GOVERN
THE WORCESTER CHAPTER
American Guild of Organists**

On this 2/1/18, the undersigned members of the Executive Committee of the Worcester 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 amended through July 2, 2012.

SECTION 1. NAME. The name of this organization shall be the **Worcester Chapter of the American Guild of Organists** (hereinafter, "Chapter"), a subordinate unit of the national organization known as the American Guild of Organists.

SECTION 2. 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 3. CLASSES OF MEMBERSHIP. Article III, Sections 1-3 and Article VII, Section 3 of the National Bylaws of the American Guild of Organists are incorporated by reference, as if fully set out herein.

Section 4. CHAPTER GOVERNANCE.

1. OFFICERS. The officers of the Chapter shall be the Dean, SubDean, Secretary and Treasurer.
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 Executive Committee when present.
 - b. Nominate the directors of all standing committees for appointment by the Executive Committee.
 - c. Nominate, for appointment by the Executive Committee, a person or persons to fill vacancies that may occur as the result of death, resignation, incapacity, removal or dis-qualification of any officer or duly elected member of the Executive Committee.
 - d. Create, with the approval of the Executive Committee, committees and correlate the work of the officers and standing committees.
 - e. Serve as ex officio member of all committees, excluding the Nominating Committee.
(NOTE: "Ex officio" means "by virtue of office held," and carries no implication that the ex officio member has no vote.)
 - f. Submit reports at the general meetings of the Chapter, including issues and recommendations the Dean considers appropriate for consideration by the members of the Chapter.
 - g. Carry into effect all directions and resolutions of the Chapter and Executive Committee and make such other reports to the Chapter and Executive Committee that the Dean shall deem necessary, or that policies of the Chapter or Executive Committee may require.
 - h. Sign and countersign all contracts and other instruments for and on behalf of the Chapter pertaining to usual, regular and ordinary affairs of the Chapter, as may be authorized by the Executive Committee.
 - i. Serve as primary Chapter liaison with the District Convener, Regional Coordinator for Professional Development, Regional Coordinator for Education, Regional Councillor and Executive Director of the Guild.
 - j. Remain in office for a term of two (2) years, with the possibility of nomination for re-election. A maximum of two consecutive terms is allowed. If new candidates for officers cannot be offered for

election, the term may be extended by one term while new candidates for office are actively sought. An officer may be nominated for election to serve again after an absence of 2 terms (4 years).

(NOTE: Please reference details on terms of office in the note to Section VI paragraph 3 of this sample document.)

- k. Perform such other duties as are incidental to the execution of this office or that may be required of the Dean by the Executive Committee.

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 Director of the Program Committee (ref. Section VIII, paragraph 10 below and as such be responsible for planning the annual program of activities for the Chapter).

- k. The Sub-Dean shall remain in office for a term of two (2) years, with the possibility of nomination for re-election. A maximum of two consecutive terms is allowed. If new candidates for officers cannot be offered for election, the term may be extended by one term while new candidates for office are actively sought. An officer may be nominated for election to serve again after an absence of 2 terms (4 years).

The Sub-Dean shall perform such other duties as are incidental to the execution of this office or that may be required of him/her by the Executive Committee. In case of the Dean's death, resignation or removal, the Sub-Dean will succeed to the office of Dean for the remainder of the Dean's elected term.

4. DUTIES OF THE SECRETARY. The Secretary shall keep records belonging to the Chapter and have custody of the minutes of the meetings of the Executive Committee and of general meetings of the Chapter. Such minutes of the Executive Committee shall include the names of those members who are present and absent as well as copies of the reports from all committees. The Secretary shall issue notices for all meetings of the Executive Committee. 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 Executive Committee.

(NOTE: Though not obligatory, the Secretary may also be the recorder of minutes of meetings. In some Chapters the Secretary may also perform duties of an Historian, Publicity Officer or other responsibilities. In drawing up these Procedures care should always be taken to balance the distribution of duties among members of the Executive Committee.)

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
 - (1) Assets, liabilities and fund balances.
 - (2) Revenue and operating expenses.
 - (3) All other financial records and documents deemed necessary by the Executive Committee.
- b. Cause all monies and credits to be deposited in the name of and to the credit of the Chapter in such accounts and depositories as may be designated by the Executive Committee.
- c. Disburse, or supervise the disbursement of, all other funds of the Chapter, in accordance with the authority granted by the Executive Committee, utilizing proper vouchers to correspond to the disbursements and keeping accurate records thereof.
- d. Prepare and submit such reports or statements of the Chapter's finances and accounts as may be requested by the Executive Committee.
- e. Sign and/or countersign such instruments requiring his/her signature.
- f. Perform such other duties incidental to the execution of this office that may be required by the Executive Committee

6. DUTIES OF THE REGISTRAR. The nominating committee may determine if the Treasurer assumes these duties—this may be advantageous depending on the volunteers available.

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

- a. Assist members in gaining access to the AGO ONCARD system for renewal.
- b. Provide opportunities for chapter members to renew using ONCARD at chapter meetings.
- c. Distribute the AGO Prospective Member Card to those interested.
- d. Understand and be able to retrieve records of the chapter membership from the AGO's Membership data base through the ONCARD system.
- e. Maintain appropriate and necessary contact with the ONCARD system as to support the chapter leadership.
- f. Perform such other duties as are incidental to the execution of this office or task that the Executive Committee may direct.

13. EXECUTIVE COMMITTEE. The Executive Committee is the representative governing body of the Chapter. The Executive Committee conducts the business of the Chapter when the full membership is not present. The Committee shall consist of all elected officers of the Chapter and all duly elected members of the Executive Committee. All Directors of standing committees and all District, Regional, and National Officers who are members of the Chapter may attend Chapter Executive Committee meetings with voice, but no vote.

14. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet as shall be deemed necessary by the Dean, but at least twice a year in person. The Dean shall provide no less than a fourteen (14) day notice of any meeting of the Executive Committee. Attendance by Executive Committee members is expected at all meetings.

15. GENERAL MEETINGS OF THE CHAPTER. General meetings of the Chapter shall be held yearly as an annual meeting, typically in conjunction with the annual Scholarship Recital in the May timeframe. A general meeting may take place at such other time as deemed necessary, with approval of the Executive Committee. Fifty percent of voting members (in good standing) shall be necessary and sufficient to constitute a quorum for the transaction of the business of the Chapter. Similarly a quorum of 50% respondents is required to constitute a valid election or chapter vote via a digital medium (email, voting app, etc.).

SECTION 5. DUES OF THE CHAPTER

The AGO National Council determines annual dues for membership in the American Guild of Organists.

SECTION 6. ELECTION PROCEDURES

1. NOMINATING COMMITTEE

The Nominating Committee shall consist of five (5) persons who are voting members of the Chapter in good standing. Not more than one (1) may be members of the Executive Committee. The Nominating Committee is appointed by vote of the Executive Committee upon the recommendation of the Dean (see Section I.2.c). The Nominating Committee shall nominate one (1) or more candidates for each 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 Nominating Committee shall present the slate to the Executive Committee. The slate of candidates shall be recorded in the minutes, published to all chapter members and announced to the general membership according to the schedule required in the National Bylaws. Additional nominations may be made by petition if each petition is signed by five (5) voting members of the Chapter in good standing and submitted to the Chapter Secretary within thirty (30) days of the announcement of the slate to the Chapter membership. The slate of candidates prepared by the Nominating Committee and the names of any candidate duly submitted by petition are not subject to discussion or approval by the Executive Committee and may not be vetoed by the Executive Committee or any member thereof, including the Dean.

2. ELECTION AND INSTALLATION OF CHAPTER LEADERS

The annual election of Chapter leaders, both Officers and members at-large of the Executive Committee, shall take place by May 31 of each year. Ballots including the Chapter Nominating Committee slate and candidates nominated by qualified petition shall be prepared by the Secretary and distributed either by mail or electronically (in the form of proxies) or at a general Chapter meeting. Sufficient care must be taken to ensure that either the mailed/electronic ballot or notification of the meeting at which voting is to take place reaches every eligible Voting Member. The ballots are to be opened and counted only in the presence of at least two Chapter members in good standing including one member who is not currently serving on the Executive Committee. A plurality of votes cast shall be sufficient for election. Newly elected Chapter leaders shall be installed at the next general meeting of the Chapter. Terms of office begin on July 1.

NOTE: Please see the Chapter Management Handbook Section on Balloting to be sure the chapter's election is properly conducted. Questions can always be referred to your Regional Councillor or the AGO office.

ELECTION OF EXECUTIVE COMMITTEE MEMBERS AT-LARGE

The duly elected members at large of the Executive Committee shall be elected to hold office for a term of four (4) years. Elected members at large of the Executive Committee shall hold office only for the term in which they are elected and shall serve until their successors are duly elected and officially installed.

Elections for members at large on the Executive Committee are held biennially in even-numbered years. There shall be a range of four to six members-at-large, and have a goal of half having staggered terms from the other half, but at least two should have staggered terms from the others.

3. VACANCIES ON THE EXECUTIVE COMMITTEE

Any member of the Executive Committee may resign from his/her position with such resignation submitted in writing to the Executive Committee. The resignation is effective immediately upon its acceptance by the Executive Committee. A vacancy on the Executive Committee that may result from, but not be limited to, resignation or death of a member, or removal of a member for failure to fulfill responsibilities may be filled through appointment by the Dean. Any Chapter member appointed to fill such a vacancy shall meet all qualifications to hold office and shall serve for the unexpired term of his/her predecessor or for the predetermined term length until the successor has been duly elected and officially installed.

4. REMOVAL FROM OFFICE. A duly elected Officer or duly elected member at large of the Executive Committee may be removed from office due to inability or failure to fulfill his/her responsibilities only by action of the Chapter Executive Committee as follows:

- a. By simple majority vote the Executive Committee shall authorize the Dean or other officer designated by the Executive Committee to send a formal written notice to the officer or member-at-large in question, stating that action to remove such officer from elected position is pending before the Executive Committee. In the event of such action against the Dean of the Chapter the Sub-Dean shall act as the Chapter's executive officer.
- b. The Executive Committee shall request a response from the Officer or member at large in question within two (2) weeks, or until the next meeting of the Executive Committee, whichever is later. After such time action to remove said Officer or member at large shall require a two-thirds majority vote of the Executive Committee.

SECTION 7. PROGRAMMING POLICY

All programs sponsored by the Chapter must have the approval of the Executive Committee. The Executive Committee must also approve all calendar dates and expenses of all programs sponsored by the Chapter. Any organization wishing to co-sponsor a program with the Chapter shall submit a proposal to the Program Committee. No member of the Executive Committee or the Chapter shall give confirmation of any event prior to its approval by majority vote of the Executive Committee. Where there is no financial involvement (e.g., publicity only), co-marketing/co-sponsorship may be approved by the Program Committee (by email if needed).

SECTION 8. STANDING COMMITTEES

The Executive Committee has the power to appoint all standing committees and committee Directors. The Dean nominates committee Directors, and each committee Director appoints the members of his/her committee. The Dean serves as an ex officio member of all committees.

1. PROGRAM COMMITTEE

The Program Committee, of which the Sub-Dean shall be the Director, shall be responsible for all programming in the Chapter, including but not limited to recitals, concerts, lectures or other special presentations. This Committee shall be responsible for proposing a program calendar and budget to the Finance Committee and Executive Committee. This Committee shall also be responsible for carrying out appropriate logistics and making all arrangements to ensure the smooth coordination of Chapter events.

SECTION 9. AMENDMENTS TO OPERATING PROCEDURES

Following adoption by the Executive Committee and approval by the Chapter membership, the Regional Councilor, and the national Vice President, these OPERATING PROCEDURES and any provision thereof may be amended at any time by action of the Executive Committee. 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.

(NOTE: Amendment of policies governing Chapter elections requires a vote of the Chapter membership, Chapter procedures being parallel to and in keeping with the rules governing national elections in National Bylaws (Article VI, Section 1): "All Bylaws of the Guild shall be subject to alteration or repeal, or new bylaws 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.")

WHEREFORE, we, the undersigned members of the Executive Committee of the (name of Chapter) of the American Guild of Organists, do hereby adopt the above and foregoing OPERATING PROCEDURES to govern the (name of Chapter) of the American Guild of Organists, the first day and date mentioned above.

Will Sherwood

2/1/18

Dean

Date

Marjorie Ness

2/1/18

Secretary

Date

Jean Breidenbach

2/1/18

Treasurer

Date