

OPERATING PROCEDURES TO GOVERN THE NASHVILLE CHAPTER AMERICAN GUILD OF ORGANISTS

These procedures, which are in accordance and agreement with the National Bylaws of the American Guild of Organists, were adopted by the Executive Committee on June 15, 2019, and recommended to the Chapter. On October 7, 2019, the Nashville Chapter of the American Guild of Organists approved the following Operating Procedures.

Section 1. NAME

The name of this organization shall be the Nashville Chapter of the American Guild of Organists hereinafter, Chapter, a subordinate unit of the national organization known as the American Guild of Organists, whose headquarters are in New York, New York.

Section 2. MISSION STATEMENT

Article II, Section I of the National Bylaws is incorporated by reference, as if fully set out herein. Nothing in the Operating Principles 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, Section 1-3, and Article VII, Section 3 of the National Bylaws are incorporated by reference, as if fully set out herein.

Section 4. CHAPTER GOVERNANCE

1. 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 (Dean, Dean-Elect, Secretary, and Treasurer), the nine (9) elected Members at Large of the Chapter, the Program Chair (when the Dean-Elect chooses not to serve in this capacity), and the immediate Past Dean. All Committee Chairs, Chapter Coordinators, and all State, Regional, and National officers, who are members of the Nashville Chapter, are invited to attend the Executive Committee meetings with voice but no vote.

No member shall serve more than four (4) successive years in any one elected office, nor more than six (6) successive terms in an elected office. Members at Large of the Executive Committee are initially divided into three (3) classes, each class having three (3) members. A Member at Large is elected for three years and may not be elected for a fourth consecutive year. If a current Member at Large is nominated for an elected officer position and wins, that person must resign the Member at Large position. That spot will be filled by the fourth person on the ballot of the five nominated for the three Member at Large positions. Neither spouses nor partners may serve on the Executive Committee at the same time (this does not include Committee Chairs, Coordinators, etc.).

The Executive Committee shall meet at least four times a year as scheduled by the Dean, or by request of the members of the Executive Committee. The Dean shall provide no less than a fourteen (14) day notice of any meeting of the Executive Committee. Regular attendance by the Executive Committee members is expected at all meetings of the committee. All meetings of the Executive Committee shall be conducted in accordance with the parliamentary practices found in the current edition of *Robert's Rules of Order*. A simple majority of Committee members shall be necessary and sufficient to constitute a quorum for the transaction of business.

Any member of the Executive Committee may resign from their position with such resignation submitted in writing, effective immediately upon its acceptance by the Executive Committee. Vacancies on the Executive Committee, which may result from, but not be limited to, resignation or death of a member, removal of a member for failure to fulfill the responsibilities of the position, or an increase in the number of members of the Executive Committee, will be filled by appointment by the Dean and approved by a simple majority vote of the Executive Committee. A person appointed to fill such a vacancy shall meet all qualifications to hold office and shall serve for the remainder of that person's term.

2. GENERAL MEETINGS OF THE CHAPTER

The General Meetings of the Chapter shall be held as scheduled and announced by the Executive Committee. This can be for the election of officers, reports from the officers or Executive Committee on the condition of the Chapter, or transaction of any other business. All actions of the Executive Committee are subject to ratification by the Chapter (*National Bylaws Article VII, Section V*), which simply means that the general membership of a chapter has the right to overrule, abridge, or affirm any action taken by the chapter's Executive Committee. A quorum of twenty-five percent (25%) of the active members, or twenty-five (25) members whichever is fewer, shall be necessary for the transaction of any business. A minimum of one (1) general Chapter meeting shall be held per year.

3. OFFICERS

All officers are to keep important documents, including minutes of meetings, and give them to their successor or have the Historian store said documents in the archives.

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, for appointment by the Executive Committee, a person or persons to fill any vacancies that may occur on the Executive Committee except for a Member at Large who is elected to an officer position (*see paragraph 2 of Executive Committee*).
- c. Nominate the Committee Chairs and Chapter Coordinators for appointment by the Executive Committee.
- d. Create, with the approval of the Executive Committee, any additional committees and/or coordinators needed for the work of the chapter and correlate the work of the officers, committees, and coordinators.
- e. Serve as ex officio member of all committees, excluding the Nominating Committee.
- 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 one (1) year as Past Dean, ex-officio, on the Executive Committee.
- 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.

Dean-Elect: The Dean-Elect shall, in the absence of the Dean of the Chapter, exercise all the powers and perform all the duties of the Dean of the Chapter. After serving one (1) year, the Dean-Elect will serve as Dean for one (1) year. Additionally, the Dean-Elect:

- a. Shall serve as the Program Committee chair or may choose to appoint a chair for the committee.
- b. Shall serve as a voting member of the Program Committee.
- c. Performs such other duties as are incidental to the execution of the office or which may be required by the Executive Committee.
- d. In case of the Dean's resignation or death, will succeed to the office of Dean to fulfill the remainder of the term and then serve their regular term.

Secretary: The Secretary will keep the record books belonging to the Chapter, have custody of the minutes of the meetings of the Executive Committee and general meetings of the Chapter both current and past, and shall notify affected people of Executive Committee decisions. Additionally, the Secretary:

- a. Shall record the minutes of the Executive Committee, including the names of those members who are present and absent and shall provide copies of all reports. Minutes and reports shall be disseminated to the Executive Committee within two weeks following the meeting.
- b. Shall record the minutes of General Meetings of the Chapter.
- c. Shall issue notices for all meetings of the Executive Committee.
- d. Shall send monthly reports to *The American Organist*.
- e. Shall be responsible for preparing and disseminating any ballots for voting by the Chapter, including electronic voting. [See 6.2 for details and more information.]
 1. Prepare the slate for elections, which includes those from the Nominating Committee and anyone nominated by a qualified petition.
 2. Set up the online voting with help from the Communications Coordinator, along with paper ballots for those without email addresses. The annual election is to take place during the first two weeks of April and be reported to the Executive Committee by April 24.
- f. 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.

Treasurer: 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. Additionally, they shall have the following duties and responsibilities:

- a. Cause all monies and credits to be deposited in the name and to the credit of the Chapter in such accounts and depositories as may be designated by the Executive Committee.
- b. Disburse or supervise the disbursement of all other funds of the Chapter, in accordance with the authority granted by the Executive Committee, taking proper vouchers to correspond to the disbursements.
- c. Prepare and submit reports or statements of the Chapter's finances, including the Endowment Fund, at each meeting of the Executive Committee and the General Meetings of the Chapter.
- d. Sign and/or countersign such instruments requiring the Treasurer's signature.
- e. Configure settings of the National Membership System to ensure that Chapter dues and donations are remitted to the Chapter and monitor accuracy of remits received from National.
- f. Report to the National Secretary the names of all members who have paid dues directly to the Chapter, including their class of membership.
- g. Send dues invoices to Chapter members as necessary.
- h. Be a part of the yearly audit, help prepare the annual budget, and be a part of the Endowment Fund Oversight Committee.
- i. Perform such other duties incidental to the execution of the office that may be required by the Executive Committee.

4. YEARLY AUDIT

There shall be three (3) auditors, consisting of the Finance Coordinator, the Treasurer, and an outside auditor. They shall examine the books of the Chapter that are maintained by the Treasurer each year. This examination shall take place as soon as possible following the close of fiscal year of the Chapter. The Chapter's fiscal year must correspond with that of National, which is July 1–June 30. Following the audit, the Finance Coordinator will give a report to the Executive Committee and the membership.

Section 5: COMMITTEES AND COORDINATORS

1. PROGRAM COMMITTEE: In the event the Dean-Elect chooses to appoint a Program Chair other than themselves, the Program Chair with the Dean-Elect will select and appoint members of the Program Committee. The Dean-Elect would then serve as a voting member of the Program Committee. The Program Chair shall attend the Executive Committee meetings. All members of this committee may vote and shall be responsible for all programming by the Chapter. The Program Committee shall have the following duties and responsibilities:

- a. Select all artists, lecturers, and performing groups for the following season and research costs and availability.
- b. Issue confirmation of program dates and negotiate contracts for artists' fees, when necessary.
- c. Arrange a suitable location for each program.
- d. Provide oversight to make sure programs run smoothly and arrange for publicity with the Publicity Coordinator if needed.
- e. Report preliminary plans, including financial obligations to the Finance Coordinator, by January 1 of the year prior to the program. The Finance Coordinator along with the Treasurer, Dean, and Dean Elect will review the proposed budget and send a recommended budget to the Executive Committee for amendment and/or ratification in February. The Executive Committee may send the proposal back to the Program Committee with financial constraints. This process must happen in a timely manner so that the Program Committee may finalize plans. The Executive Committee may recommend an earlier timeline to the Program Committee.
- f. Any program sponsored by the Chapter must have the approval of the Executive Committee, including dates and fees. Any organization wishing to co-sponsor a program with the Chapter should submit such a proposal to the Program Committee. The Dean and/or Dean-Elect must reach a clear understanding with such an organization in that the final approval for a co-sponsored program is made by the Executive Committee, and that confirmation of the event cannot be given until such approval is enacted.
- g. No honorarium will be given to local members or their choirs for program presentations sponsored by the local Chapter.

2. MEMBERSHIP COORDINATOR: The Membership Coordinator shall be responsible for activities focused on recruiting and retaining Chapter membership. These activities will include, but are not limited to, the following:

- a. Provide information for member renewals and reinstatements, working closely with Chapter's Communications Coordinator and using the online National Membership System.
- b. Identify and recruit new members.
- c. Gather membership information for the online Chapter Membership Directory.
- d. Update member email addresses in all appropriate places and sync (update) the email addresses between nashvilleago@gmail.com and agodinner@gmail.com.
- e. Get to know members and take an active role in welcoming them to Chapter meetings, especially new members or members who have been absent for a while.
- f. Provide news of members, including recitals, workshops, awards, and concerns such as health issues or losses for the Chapter newsletter, *Pipelines*.
- g. Communicate with Chapter members via mass emails through the Communications Coordinator regarding time-sensitive concerns (e.g. death) of members.
- h. Perform other duties that are incidental to this office, as directed by the Executive Committee.

3. FINANCE COORDINATOR: The Finance Coordinator will meet regularly with the Treasurer and Dean along with any additional needed people in reviewing the Chapter finances, including the monthly Treasurer's Report. Additionally:

- a. The Program Committee is to send their proposed budget for the next fiscal year no later than January 1 to the Coordinator, who will then meet with the Treasurer, Dean, and Dean Elect to prepare a proposed annual budget for the next fiscal year. This proposed budget is to be presented to the Executive Committee for amendment and/or ratification in February. The Executive Committee may send the proposal back to the Program Committee with financial constraints. This process must happen in a timely manner so that the Program Committee may finalize plans. The Executive Committee may recommend an earlier timeline to the Finance Coordinator.
- b. The Finance Coordinator will review the resolutions for the Endowment Fund and the Discretionary Fund to ensure the Chapter is in accordance with them.
- c. Coordinate the yearly audit and the Endowment Fund Oversight Committee.
- d. The Finance Coordinator and Treasurer will be the oversight to ensure the Chapter maintains a balanced budget and to alert the Executive Committee if there are any problems.

4. COMMUNICATIONS COORDINATOR: The Communications Coordinator serves as the Chapter's contact for communications between the National office and the Chapter with regard to the Chapter's membership data held in the system at National, including issues and questions and will:

- a. Become familiar with National's system and use its Chapter Administration features to set up chapter-specific data fields and funds, print rosters, review remittal reports, and perform other functions.
- b. Send all email blasts to membership (including but not limited to monthly Arts Calendar, time-sensitive member concerns, special announcements, and *Pipelines*).
- c. Understand and be able to retrieve records of the Chapter membership from the AGO's membership database through the system at National.
- d. Maintain appropriate and necessary contact with the system at National in order to support the Chapter leadership.
- e. Assist the Secretary in the online voting set up.
- f. Assist other members in the Chapter with using National's membership system.

5. HOSPITALITY COORDINATOR: The Hospitality Coordinator will work in coordination with the host member to provide a welcoming approach for all meals and programs. This can include deciding arrangements with caterers and providing table decorations, signage, program distribution, and greeters, as well as directional information through *Pipelines*.

6. RESERVATION COORDINATOR: The Reservation Coordinator handles the process for dinners and other events that require reservations and will communicate the reservations to the proper person.

7. ARTS CALENDAR COORDINATOR: The Arts Calendar Coordinator will receive and maintain a current list of chapter-related events and works with Chapter Webmaster to post updates. In turn, the *Pipelines* editor and typesetter copy calendar dates for each newsletter.

8. PLACEMENT COORDINATOR: The Placement Coordinator shall be responsible for maintaining a current listing of positions available for church musicians in *Pipelines* and on the Chapter website in the members-only section. Additionally, the coordinator will keep a current list of substitutes on the website. Nonmembers may not be listed as substitutes; only young organists, friends, or full members of the Nashville Chapter of the AGO may be listed.

9. HISTORIAN: The Historian shall keep a copy of each Chapter recital program, any article appearing in newspapers or magazines concerning the Chapter, and a copy of all Chapter publications. The Historian shall include printouts of online *Pipelines* newsletters in the archives. If the Chapter Yearbook is not printed separately, the Historian shall print a copy for files. The Historian shall keep the history of the Guild in such a place so that it shall be accessible to all members, and they may display various historical materials at meetings or other events when appropriate or needed. Additionally, the Historian is to archive Chapter documents and minutes as needed.

10. CHAPLAIN: The Chaplain shall be appointed by the Dean, shall serve a term of one (1) year, and shall be eligible to be appointed to successive terms. The Chaplain shall perform those duties deemed appropriate to the office.

11. WEBSITE STAFF: The Website Staff shall have responsibility for maintaining the Chapter website with the most current information possible. The website shall include, but not be limited to, the following: a full listing of Chapter events for the current year, an electronic version of the Chapter's newsletter (*Pipelines*), the most recent Arts Calendar, a listing of those willing to be substitutes, a listing of positions available in the members-only section, a list of the Executive Committee and all Chairs and Coordinators, a copy of the Chapter's Operating Procedures, contact information for Chapter leaders as determined by the Executive Committee, a link to the National AGO website, and any other information useful to individuals interested in contacting the Chapter through the internet.

12. PIPELINES STAFF: The Editor and contributors to *Pipelines* shall have responsibility for gathering and publishing all necessary items and information for the benefit of the members of the Chapter. Such items and information shall include, but not be limited to, the following: announcements of forthcoming meetings of the Chapter; notices of upcoming Chapter program events; a calendar of future programs or events in the community (Arts Calendar); a list of positions available for church and synagogue musicians; a letter from the Dean; and any other item deemed appropriate by the Executive Committee. The Editor should work closely with the Chapter Website Staff to ensure publication of the newsletter content properly and in a timely manner on the Chapter website. The Editor also sends the Communications Coordinator a copy of the Arts Calendar for a monthly distribution to the membership.

13. PUBLICITY COORDINATOR: The Publicity Coordinator shall be responsible for publicity needs for the Program Committee and any other activities of the Chapter that would be of community interest that the Executive Committee may deem necessary. The Publicity Coordinator shall consider ways of helping the Chapter be more visible to the Nashville community, including all sources of public media (e.g. print, radio, TV) and social media platforms (e.g. Facebook).

Section 6: ELECTION PROCEDURES

1. **NOMINATING COMMITTEE:** The Nominating Committee shall consist of at least three (3) people, the majority of which shall not be members of the Executive Committee. The Nominating Committee is appointed by vote of the Executive Committee upon recommendation of the Dean. The appointment of the committee must be made in September. The Nominating Committee shall have the following duties and responsibilities:

- a. The Nominating Committee should consider ways of disseminating information regarding positions, seek input for suggested possibilities, and weigh the strengths and gifts of people in order to match them with positions. Neither spouses nor partners may serve on the Executive Committee at the same time.
- b. The Nominating Committee shall nominate two (2) candidates for each office (Dean Elect, Secretary, and Treasurer) and an excess of two (2) candidates for Members at Large on the Executive Committee for those whose terms of office are about to expire. All offices/positions must be elected each year and must have more than one nomination.
- c. The slate prepared by the Nominating Committee shall be delivered to the Secretary and Executive Committee by February 15, recorded in the minutes, published in the March newsletter, and announced to the general membership at the March meeting in order that appropriate time and consideration may be given the candidates prior to election.
- d. Additional nominations may be made by petitions signed by at least five (5) members of the Chapter in good standing and submitted to the Secretary by March 1, so that they may receive the same consideration as those proposed by the Nominating Committee.
- e. 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.
- f. Amendment or changes of policies governing Chapter elections requires a vote of the Chapter membership as required by National Bylaws.

2. ELECTION AND INSTALLATION OF OFFICERS: National guidelines underline the need for secrecy and trust regarding voting, along with reaching as many people as possible to vote. With this in mind the annual election of the Executive Committee shall take place during the first two weeks of April by a combination of using a free online voting site (e.g. www.ballotbin.com) and paper ballots for those without internet access. A plurality of votes cast shall be sufficient for election. The officers who are elected shall be installed at the May meeting, and the term of office begins July 1. Toward this:

- a. The Secretary will prepare the slate, which includes those from the Nominating Committee, and anyone nominated by qualified petition.
- b. The Secretary will set up the online voting with help from the Communications Coordinator. All members who have an email address are to be included.
- c. The Secretary will send out paper ballots to those without an email address with instructions to return the ballot unsigned in a sealed envelope to the Secretary with their name written across the back of the envelop.
- d. The paper ballots shall be sent out before the online balloting in order to allow time for them to be processed. The process deadline should be early enough to allow time for a second vote in case of a tie.
- e. The Secretary is to choose two auditors who are neither on the ballot nor members of the Executive Committee to open and count the mailed ballots together. They will report the count to the Secretary.
- f. The Secretary is to inform the Executive Committee of the election results by April 24.
- g. If there is a tie, the Secretary will prepare a new ballot for the tied position and urge membership to vote. The ballot will be online, and a paper ballot will be available for those without an email address.

3. REMOVAL FROM OFFICE: An officer or duly elected member 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. A simple majority of the Executive Committee shall authorize the Dean (or other officer designated by the Executive Committee) to send a formal written notice to the officer in question, stating that the action is pending before the Executive Committee to remove them from office. In the event of such action against the Dean, the Dean-Elect shall act as the Chapter's Executive Officer.
- b. The officer in question shall have a maximum of two (2) weeks to respond (or until the next meeting, whichever occurs later), after which time action to remove said officer shall require a two-thirds (2/3) majority vote of the Executive Committee.
- c. The Dean will then appoint a person, approved by a simple majority of the Executive Committee, to fulfill the duties of the office for the remainder of the year. This appointed person's term would not count toward the appointed or elected term limitations. If the person removed is a Member at Large and has additional years remaining in the term, at the next annual election the person with the fourth greatest number of votes will fill out the remaining years. If there are two Members at Large removed, the Nominating Committee must nominate an excess of one (1) person to the slate for Members at Large.
- d. Any Executive Committee member who is absent from three consecutive Executive Committee meetings shall be automatically dropped from the Executive Committee.

Section 7: DUES OF THE CHAPTER

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

Section 8: CHAPTER FUNDS

[The Endowment Fund and the Discretionary Fund are governed by the Resolutions Establishing the Nashville AGO Endowment Fund and the Resolutions Establishing the Nashville AGO Discretionary Fund.]

1. NASHVILLE AGO ENDOWMENT FUND: Established in 2019, this fund is to be used solely for programming or educational initiatives as reflected in the Chapter's approved annual budget at the discretion of the Executive Committee. The Oversight Committee of this fund will be the Finance Coordinator along with the Treasurer and a third person they determine. They will oversee the investments and set distribution amounts to be determined each January up to four and one-half percent annually using a three-year moving average. The Treasurer will include a report at the Executive Committee meetings and the General Meetings of the Chapter regarding the balance, gifts, and expenditures and additionally keep an ongoing listing of the names and amounts of all contributions to the Endowment Fund and any donor restrictions.

- a. If there is a loss over a three (3) year period, the Oversight Committee and the Executive Committee should consider reducing or eliminating distributions till there are increases to the fund in order to achieve the fund being maintained in perpetuity and keeping pace with inflation.
- b. If the fund decreases in value to \$75,000.00, no withdrawals may be made till the fund recovers. A change in this restriction would require a vote of the Chapter membership though it may not be lower than \$35,000.00 which was the amount given to the 1999 Endowment Fund plus any additional or future donations unless those donors are contacted, and they agree.
- c. Future gifts to the Endowment Fund will be considered part of the corpus of the Endowment Fund. If the donor indicates that the gift may be spent in its entirety, it should be part of the Nashville AGO Discretionary Fund rather than the Endowment Fund.
- d. Any funds used for education in the forms of scholarship or initiatives should be named in honor of Wilma Jensen for her service to the art of organ performance and pedagogy.

2. NASHVILLE AGO DISCRETIONARY FUND: Established in 2019, this fund is to be used solely for programming or educational initiatives as reflected in the Chapter's approved annual budget at the discretion of the Executive Committee. The Oversight Committee of this fund will be the Finance Coordinator along with the Treasurer and a third person they determine. They will oversee the investments and set distribution amounts to be determined each January up to four and one-half percent annually using a three-year moving average. The Treasurer will include a report at the Executive Committee meetings and the General Meetings of the Chapter regarding the balance, gifts, and expenditures and additionally keep an ongoing listing of the names and amounts of all contributions to the Discretionary Fund and any donor restrictions.

- a. A unanimous vote by the Executive Committee can allow for a distribution amount larger than the four and one-half percent annual distribution limit.
- b. Any funds used for education in the forms of scholarship or initiatives should be named in honor of Wilma Jensen for her service to the art of organ performance and pedagogy.

Section 9. AMENDMENTS TO OPERATING PROCEDURES

Following adoption by the Executive Committee and approval by the Chapter membership, the Regional Councillor, 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. However, any amendment regarding policies governing Chapter elections requires a vote of the Chapter membership with Chapter procedures being parallel to and in keeping with the rules governing national elections in National Bylaws. 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.