

**The Motor City Theatre Organ Society, Inc.**

**a.k.a The Redford Theatre**

**By-Laws**

**Revised and Approved on November 19, 2017**

**By-Laws**

**The Motor City Theatre Organ Society, Inc.**

Article I  
Organization

Section 1. Name

The name of this organization shall be The Motor City Theatre Organ Society (MCTOS). It is incorporated as a Michigan non-profit corporation under public act 327 of 1931 as amended. Furthermore, it is organized with an educational status under Internal Revenue Code Section 501(c)(3) and Section 23701 of the revenue and taxation code. It is recognized as chapter 24 of the American Theatre Organ Society (ATOS).

Section 2. Headquarters

The headquarters of the Corporation is located in the City of Detroit, County of Wayne, State of Michigan at 17360 Lahser, Detroit, Michigan 48219-2348, commonly referred to as the Redford Theatre.

Section 3. Official Publication

The official publication shall be called The Blower and shall be published either electronically or by mail regularly within fifteen (15) days after the Board of Directors meeting each month. A printed copy will be mailed upon request. Certain issues may be combined at the discretion of the Board of Directors, if deemed necessary, as long as there are at least 10 issues per year.

Article II  
Purpose

The purposes for which this corporation was formed are exclusively those that fall within the meaning and context of Section 501 (c)(3) of the Internal Revenue Code, as the same may exist or hereafter be amended. Subject to this limitation, the corporation shall be dedicated to the preservation, restoration, use, understanding, presentation, and enjoyment of the Theatre Pipe Organ, including but not limited to:

- (A) The operations of a non-profit Theatre entertainment facility, the Redford Theatre, for the purpose of presenting to the public a diversity of performances, including Theatre Pipe Organ in its proper environment, film presentations, educational programs for children and adults and other experiences that expand the community's cultural experience.
- (B) The education of the public in the art of Theatre Organ playing, organ restoration and maintenance, and the proper usage of the Theatre Organ as an entertainment medium, through activities such as demonstrations, seminars, workshops and through the use of the organ both as a solo instrument and as an accompaniment to films and other presentations.
- (C) Encouraging the education and training of new performers on the Theatre Pipe Organ,
- (D) Arranging for the removal and rehabilitation of instruments no longer wanted, and their reinstallation, into theatres where possible.
- (E) Preserving for posterity, recorded examples of the musical sound of remaining Theatre Pipe Organs.

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- (F) Preserving historical manuscripts, scores of Theatre Pipe Organ musical composition and any other memorabilia,
- (G) To continue to operate the attached offices, stores and property which are part of the Redford Theatre facility, and to encourage the rental of the Theatre for various programs in order to support the financial obligations of the organization.

### Article III Membership

#### Section 1. Eligibility

- (A) Membership shall be open to all persons, regardless of race, color, creed, sexual orientation, age, or national origin, who are interested in furthering the preservation, use, understanding and enjoyment of the Theatre Pipe Organ and in the preserving of existing instruments in accordance with the purposes of the Corporation.
- (B) Membership shall be denied to anyone who has a felony conviction of any type.

#### Section 2. Types of Membership

- (A) Voting membership shall be open to any person who has attained the age of 18, meets the eligibility requirements as stated in Section 1, and is a member of our parent organization – ATOS.
  - (1) Individual
  - (2) Family membership shall be granted to two adults living at the same address, as well as their dependent children if any. The Family membership shall be granted one vote in any election. Only one adult individual in a family membership may serve on the Board or as an officer at any one time.
  - (3) Lifetime Membership may be conferred by a unanimous vote of the Board of Directors upon any person in consideration of outstanding contributions to MCTOS and to ATOS.
- (B) Associate Membership – does not belong to ATOS and does not have voting privileges and cannot hold office.
  - (1) Individual
  - (2) Family membership shall be granted to two adults living at the same address, as well as their dependent children if any.
  - (3) Junior membership (a limited, probationary membership) shall be open to any person who has not attained the age of 18 but otherwise meets all eligibility requirements. A Junior member must be accompanied by a parent, guardian or sponsor when volunteering at the Theatre. A Junior member becomes an Individual member upon reaching his or her 18<sup>th</sup> birthday.
  - (4) Honorary membership is from year to year and may be conferred by a two-thirds vote of the Board of Directors on any person in consideration for special contributions to the Chapter.

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### **Section 3. Admission**

Voting and Associate Members shall be applied for on a separate application form and forwarded with appropriate dues and other admission fees (if any) to the Membership Secretary. The Membership Secretary shall record same and forward it to the Board of Directors for review and approval at their next regular meeting. Membership shall become effective immediately upon approval by the Board.

### **Section 4. Membership Fees**

- (A) The Board of Directors is empowered to fix the amount of the membership fees or dues which members may be required to pay initially or periodically as a condition of admission or retention as members, subject to the approval of the Membership.
- (B) The Board of Directors is further empowered to make rules necessary to enforce such requirements, including provisions for cancellation of membership for non-payment of such dues or obligations and for reinstatement of such membership. The annual membership is delinquent thirty (30) days after expiration date.
- (C) Fees or dues are waived for Lifetime members and Honorary members while they are in this membership status. Yearly ATOS dues for Lifetime members will be paid by the Chapter.

### **Section 5. Responsibilities and Privileges of Members**

- (A) All members must furnish to the Membership secretary, a recognized mailing address to which all notices, documents or publications may be delivered by the U.S. Postal Service. Acceptance by the Postal Service of any such document with proper postage prepaid thereon shall constitute proper notice for all purposes under these by-laws.
- (B) All members need to, where possible, furnish to the Membership secretary, a valid email address where notices, documents or publications may be delivered. Email will be used to deliver the newsletter, "The Blower", and other informational items. For those members without email, these items will be delivered via mail or Robo Call.
- (C) Each Voting member of this corporation shall be equally privileged with all other dues-paying members in their voice or vote upon any question presented for discussion or decision at a meeting of the members.
- (D) Families of any Voting Member including partner and dependent children, shall enjoy all of the privileges of membership except the right to vote and hold elective office.
- (E) Honorary Members shall enjoy all of the privileges of an Associate member. Honorary member status shall be subject to the conditions under which it was originally conferred by the Board of Directors and shall be subject to the pleasure of the Board. It may be terminated at any time by a two-thirds vote of the Board of Directors and must be renewed annually at the organizational meeting of the Board of Directors.
- (F) Lifetime members shall enjoy all of the privileges of a Voting member including the right to vote and hold office.

### **Section 6. Succession of in Case of Death**

- (A) Membership privileges shall succeed to the spouse, if any, for the remainder of the membership year. If there is no spouse, the membership shall be terminated.
- (B) No member may have two votes.
- (C) Junior Membership privileges shall terminate at the 18<sup>th</sup> birthday.
- (D) Honorary and/or Lifetime Membership privileges shall be subject to the conditions as outlined in the original conferring of such memberships, if any, or otherwise shall terminate with death.

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### Article IV Organizational Structure

#### Section 1. Officers

- (A) All Officers shall be Voting or Lifetime Members of the corporation. The principal Officers of this Corporation shall be a President and a Vice President who shall be members of the Board of Directors and shall serve as Chairperson and Vice Chairperson respectively of that body. There shall also be a Secretary and a Treasurer who shall be appointed by of the Board of Directors and will become members of the Board of Directors for the term of one year.
- (B) All candidates for the Board of Directors and for offices in the organization must disclose the holding of any office in any similar organization.

#### Section 2. Election of Officers

The Officers of this Corporation shall be elected annually by the Board of Directors at the organizational meeting of each new Board, and shall be so elected by a two-thirds vote of the entire Board.

#### Section 3. Removal of Officers

Upon an affirmative vote of two-thirds (2/3) of the Members of the Board of Directors, any Officer may be removed from their office. The successor may be elected at any regular meeting of the Board, or at a special meeting of the Board called for that purpose.

#### Section 4. Duties of the Officers

- (A) President/Chairperson - The President shall be the Chief Executive Officer of the Corporation and shall have served at least one (1) year as a Director of the Corporation at some point prior to election as President. The President shall preside at all meetings of the Corporation and shall serve as Chairperson of the Board of Directors. The President shall have all of the general powers and duties, which are, but not limited to, the power to appoint committees from among the Members of the Corporation. All such appointments shall be subject to the approval of the entire Board of Directors.
- (B) Vice President/Vice-Chairperson - The Vice-President shall take the place of the President and assume all duties whenever the President shall be absent or unable to act. The Vice President shall also perform such other duties as shall from time to time be imposed by the Board. Should both the President and Vice President not be able to act or be absent, the Board shall choose an acting President for that period.
- (C) Secretary - The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Corporation. Approved minutes shall be available at reasonable times for inspection by any member upon written request therefore to the Board. The Secretary shall have charge of all duties incident to the Office of the Secretary. The Secretary shall also give notice of all meetings of the Corporation in accordance with the provisions of these By-Laws, or as may be required by law.
- (D) Treasurer - The Treasurer shall have responsibility for the Corporate funds and securities and shall be responsible for keeping full and accurate account of all receipts and disbursements in books belonging to the Corporation. Such books shall be open at reasonable times for

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inspection by any member upon written request to the Board. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may from time to time be approved by the Board of Directors.

- (E) Other Duties - The Officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

### Article V Board of Directors

#### Section 1. Responsibilities and limitation

- (A) All business and affairs of this Corporation shall be managed and directed by the Board of Directors pursuant to the Laws of the State of Michigan, the Articles of Incorporation and these By-Laws.
- (B) The Board shall be empowered to establish rules and regulations, as well as delegate authority in keeping with the objectives of this Corporation, subject to the Laws of the State of Michigan and these By-Laws.
- (C) Only one Member of a household may serve on the Board of Directors at a time.

#### Section 2. Structure

The Board of Directors shall consist of nine (9) elected members, plus the immediate past president, who shall serve in an ex-officio capacity for one year beyond the end of his regular term, plus the secretary and treasurer.

#### Section 3. Term of Office

- (A) Three (3) Directors shall be elected each year for a term of three (3) years.
- (B) The term shall begin at the first regular Board Meeting following their election and shall end at the beginning of the first regular meeting of the Board after the Annual Meeting and Election three years later.

#### Section 4. Qualifications

- (A) Any persons who shall have been approved as a Voting or Lifetime member at or prior to the September Board of Directors Meeting and remains a member in good standing may be nominated to serve on the Board of Directors, providing that they shall have no legal encumbrances that shall prevent them from fulfilling their duties and responsibilities as a Director.
- (B) No director shall serve more than two (2) consecutive full terms of office. Any person appointed to fill any portion of an unexpired term shall be eligible for election to only one full term.

#### Section 5. Board of Directors' Meetings

- (A) Regular Meetings of the Board of Directors shall be held within the first fifteen (15) days of the month at the Headquarters of the Corporation. The time for each subsequent meeting shall be determined by a majority of the Board, or the Board may adjourn to the "Call of the Chair".
- (B) All meetings will follow the protocol of Robert's Rules of Order.
- (C) Special Meetings of the Board may be called by the Chairperson or by request of any three (3) Directors. Notice of Special Meetings shall be given at least seventy-two (72) hours in advance electronically and/or by phone. Only the question for which the special meeting was called may be acted upon at that meeting.

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- (D) In lieu of a meeting to resolve an emergency situation that does not permit sufficient time to follow the procedure set forth in Section 5(B), such an emergency may be resolved by a telephone and/or email poll of the Board of Directors. The poll regarding such emergency may be requested by the President or any three (3) Board Members. The Chapter Secretary or Treasurer shall conduct the poll, and the name and vote of each Board Member shall be recorded for reporting at the next regular meeting of the Board.

### **Section 6. Quorum**

At any meeting of the Board of Directors a Quorum shall consist of six (6) members of the Board.

### **Section 7. Voting**

At any meeting of the Board of Directors at which a quorum is present, a majority of the votes shall carry any motion except as may be specified elsewhere in these By-Laws. A tie vote shall not carry any motion, when there are an even number of voters.

### **Section 8. Open Board Meetings**

All Regular or Special Meetings of the Board of Directors shall be open to all Members who desire to attend any such meeting, except as may be specified elsewhere in these By-Laws.

### **Section 9. Organizational Meetings**

At the first Regular Board of Directors meeting following the Annual Meeting the first order of business shall be the election of Officers. The past Chairperson shall preside until a new Chairperson is elected.

### **Section 10. Standing Committees**

- (A) The Board of Directors shall, as soon as possible (either at or after the Organizational Meeting) appoint necessary Standing Committees. The Board shall appoint the chairperson for each standing committee. Additional members may be added by the Committee Chairperson as needed. The Board shall prescribe in writing the powers and duties for all Standing Committees. The Chairpersons of the Standing Committees shall hold their position until their successors may be appointed.
- (B) The Board may re-appoint any Committee Chairperson as necessary throughout the year.
- (C) All Standing Committees will record minutes of every formal meeting and present them to the Board of Directors within two (2) weeks of their meetings. All minutes to be stored in a place defined by the Board of Directors.

### **Section 11. Special Committees**

The Board of Directors may appoint such Special Committees as from time to time become necessary for the operation of the Corporation. The powers and duties of each Special Committee shall be set forth in the resolution establishing the Committee.

### **Section 12. Executive Committee**

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The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer(s), and shall possess and exercise the authority of the Board in the management of the Corporation between the meetings of the Board.

### Section 13. Removal of Directors

- (A) The unexcused absence of any Director from two (2) Regular Board Meetings within a calendar year shall be cause for a formal review of such attendance failure at the next succeeding Regular Board Meeting. The Offending director shall be notified of such review and requested to attend and show cause why they should not be removed from the Board. Upon a two-thirds (2/3) affirmative vote by the remaining Board members, the Director may be removed and a vacancy shall be declared to exist.
- (B) A Special Meeting of the membership may be called for the sole purpose of replacing one (1) or more Directors. Upon a majority vote of the members entitled to vote and attending the meeting, any one (1) or more of the Directors may be removed and one (1) or more vacancies shall be declared to exist.

### Section 14. Filling of Vacancies

- (A) Vacancies on the Board of Directors shall be filled from the ranks of eligible members and shall be appointed by the remaining members of the Board. Each Director so appointed shall remain a Director until their successor shall be elected by the membership or until the existing term shall expire, whichever shall occur first.
- (B) If a vacancy shall be declared after September 1 in a term that has over three (3) months before its expiration, the appointment shall remain valid only until the Annual Meeting. The new Board of Directors may then reaffirm the appointment(s) or may appoint new interim Directors until the next Annual Meeting or the membership may call a Special Meeting for the purpose of appointing interim Directors.
- (C) If a vacancy shall occur prior to September 1, the Election Committees shall proceed as prescribed in Article VI.

## Article VI Election Procedure

### Section 1. Election Procedures

At the Annual Membership Meeting each year three (3) new Directors shall be elected by the Membership to replace the three (3) Directors whose regular terms have expired. Should there be any additional vacancies so declared by the Board, additional Directors shall be elected to fill the remaining portion of each specific unexpired term so declared vacant.

There shall be an Election Committee appointed to arrange and control all actual election procedures. It shall be a standing Committee and, therefore, shall be appointed each year at the Organizational Meeting of the Board of Directors. It shall be composed of three (3) voting members, none of whom shall be Board Members.

#### 1. Nominations

- (A) It shall be the duty of the Election Committee to interview any and all persons necessary to obtain a satisfactory list of qualified nominees for submission to the Board of Directors. Notices shall be placed in The Blower requesting the names of members desirous of having their names (including incumbents desirous of re-

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election) placed in nomination. The Election Committee may further contact any qualified member of record.

- (B) Nominees must be Voting members by September 1 of the year of the election.
- (C) There shall be not less than four (4) candidate's names (including incumbents desirous of re-election) placed in nomination by the Election Committee to fill the regular vacancies occurring on the Board.
- (D) There shall be at least two (2) candidate's names (including incumbents desirous of election) placed in nomination by the Election Committee for each additional vacancy declared on the Board.
- (E) Any voting members, may submit the name of a candidate to the Election Committee for verification of qualification only. If the Candidate is duly qualified the name shall be added to the list of those being submitted by the Election Committee.
- (F) The Election Committee shall request from each candidate a resume. Such resumes are not mandatory. The Election Committee shall present a list of qualified candidates and any accompanying resumes to the Board of Directors at the first Board Meeting in September for review. Nominations shall be considered official at this time and therefore all candidates must be fully qualified at the time of the election. Upon acceptance by the Board of such candidates, their names and any accompanying resumes shall be published in the September Blower.

### 2. Elections

- (A) The Election Committee shall prepare an "Official Ballot" that shall provide for the election of the necessary new Directors in addition to providing for a vote upon any By-Laws change or amendment or any other major issue. Notice of such issues having previously been published in The Blower in accordance with these By-Laws.
- (B) No later than October 15<sup>th</sup>, a ballot will be sent to each qualified voting Member.
- (C) For ballots to be valid they must be returned in the signed outer envelope provided by the Election Committee and be received by the start of the Annual Meeting. To provide anonymity the ballot will be contained in a sealed inner envelope marked "Ballot".
- (D) A minimum (quorum) of 40% of the ballots sent out must be returned by mail or delivered to the Election Committee at the Annual meeting to have a valid election. If the quorum of ballots is not met, the counting of the votes will be delayed until such time as sufficient ballots are returned.
- (E) During the Annual Meeting, the Election Committee shall count all valid ballots and report the results of the election before the Annual Meeting is adjourned.
- (F) All ballots shall be opened in the presence of the entire Election Committee plus one (1) disinterested observer who shall be selected from the attendees at the Annual Meeting. Upon completion of the count, the results shall be presented to the members present.
- (G) In the event of a tie for the third directorship or on a special issue, only those in attendance at the annual meeting may cast a deciding vote by means of a second ballot that shall be prepared and distributed by the Election Committee to qualified Voting Members. Upon determination that a tie exists necessitating second ballot, the Election Committee shall then prepare, distribute, collect and count the special ballot and the make the results known to the members present.
- (H) The Chairperson of the Election Committee shall retain the ballots for two months and then, if there are no challenges or questions, destroy the ballots.

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### Article VII Meetings

#### Section 1. General Meetings

- (A) The Annual Meeting of the Members shall be held in November of each year at the Headquarters of the Corporation. Time and date to be determined by the Board provided that such meeting to be held within the first twenty-one (21) days of November.
- (B) The Order of Business at the Annual Membership Meeting shall be:
- (1) Direct the Election Committee to count the ballots and select one (1) member of the audience to assist.
  - (2) Reading of the Minutes
  - (3) Treasurer's Report
  - (4) Old Business
  - (5) New Business
  - (6) Member Comments
  - (6) Report of the Election Committee
  - (7) Adjournment
- (C) Request for submission of New Business must be done by written request to the current Chairperson no later than prior to the call to order of the Annual Membership Meeting. Such request shall state the nature of the business and the action requested by the member. The Chairperson may adjourn any matter submitted less than ten (10) days prior to the Annual Meeting Call, to a Special Meeting of the Membership to be called for that purpose.
- (D) Special Meetings of the Membership may be called and held as requested by a simple majority of the Directors, or by a written request of not less than 10% of the voting Membership. Only matters listed in the call shall be considered at any Special Meeting of the Membership.

#### Section 2. Quorum

At any Membership Meeting, a quorum shall consist of not less than 40 percent (40%) of the Members entitled to vote. If a quorum is not present, Members may adjourn the meeting from time to time until a quorum can be obtained.

#### Section 3. Voting

At any general Membership Meeting at which a quorum is present, a majority of voters shall carry any question, except as may be specified elsewhere in these By-Laws.

#### Section 4. Notice of Annual and Special Meetings

Notice of time, place and object of a Meeting of Members may be given personally, emailed, included in the Blower or via Robo call. In each instance, the notice shall be given not less than ten (10) or more than sixty (60) days before the date of the Meeting.

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### Article VIII Grievance Procedure

#### Section 1. Types of Grievances

Grievance procedures may be instituted against any member:

- (A) Who shall fail to abide by these By-Laws or any rules or regulations which, from time to time, shall be passed by the Board of Directors.
- (B) Whose actions or statements are contrary to the purposes of this organization or are of such a nature that they cause embarrassment to this Corporation, its Officers or other Members in good standing.

#### Section 2. Initiation of Grievance

No grievance shall be submitted from the floor. Any grievance must be submitted in writing to the president (or vice president if the grievance is related to the president) and signed by at least ten (10) members (voting or non-voting) in good standing.

#### Section 3. Investigation of the Grievance

The president (or vice president), immediately upon receipt of the Grievance, shall appoint a Grievance Committee of three (3) disinterested Voting Members in good standing and shall notify immediately the "Accused Member" and shall give them a copy of the written Grievance. Ten (10) days after the receipt of the "Accusation" the Grievance Committee shall report their finding in writing to the president (or vice president), the "Accused Member" and the Board of Directors.

#### Section 4. Hearing and Decision

Disposition of the Grievance shall be determined within thirty (30) days following notification of the Member. Upon receipt of the decision the "Accused Member" may request a closed hearing before the Board. The member against which the action is being taken may appear at such meeting and shall be allowed all reasonable time to present explanation of such conduct and objections to the charges. The Member may present such documentation or witnesses as they may feel are necessary. The Board shall then decide the penalty, if any. Such penalty may be reprimand, suspension or termination of membership.

#### Section 5. Appeal of the Decision

If the Majority of the Board of Directors vote to penalize a Member, the Member may request that the decision be appealed to the next Annual Meeting of the Membership or, in the case of suspension or termination, they may request that a Special Meeting of the Membership be called within thirty (30) days to vote upon the appeal. A Majority vote of the voting membership present shall carry the question. The penalty shall not be effective between the time of the Board vote and the Membership Meeting, unless the vote by the Board is unanimous.

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### **Article IX General Provisions**

#### **Section 1. Effect of By-Laws**

Membership at all times shall be subject to the By-Laws then in effect and such other By-Laws hereafter adopted. The By-Laws shall be considered a contract of membership between the Corporation and its Members.

#### **Section 2. General Provisions**

The rules of construction and definitions contained in the Michigan General Corporation Law, as they pertain to non-profit Corporations, and as farther construed by the applicable Courts of the State of Michigan, shall govern these By-Laws.

#### **Section 3. Dissolution**

The Corporation is not organized, nor shall it be operated for pecuniary gain or profit; it does not contemplate the distribution of gains, profits, or dividends to its Members, and is organized solely for non-profit purposes.

The property, assets, profits, and net income of this Corporation are irrevocable, dedicated to charitable and educational purposes; and no part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, Officer or Member or to the benefit of any private shareholder or individual.

On the dissolution of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or Corporation that is organized and operated exclusively for charitable and educational purposes and that has established its tax-exempt status under Section 501 (C)(3) of the Internal Revenue Code and Section 23701 of the Revenue and Taxation Code. Preference will be given to organizations with missions that are similar to this Corporation.

#### **Section 4. Borrowing Power**

Whenever the general interests of the Corporation require, the Board of Directors may borrow money and issue its Promissory Note or bond for the repayment thereof with interest and may in like case, mortgage its property as security for its debts or other lawful engagements. A vote greater than or equal to two-thirds (2/3) shall be required for any debt in excess of 20% of the Corporation's net assets.

#### **Section 5. Sale or Other Disposition of Assets**

A sale, lease or exchange or other disposition of five percent (5%) or more of the assets of the Corporation must be approved by a majority of the Board of Directors. The proposed transaction shall also be submitted for approval at a meeting of the Members. Notice of the meeting shall be given as provided in Article 7, Section 4. The Notice shall include or be accompanied by a statement summarizing the principal terms of the proposed transaction or a copy of any document containing the principal terms. At the Meeting, the Members may authorize the sale, lease or exchange or any other disposition, and may fix or authorize the Board to fix any terms or condition thereof and the consideration to be received by the Corporation therefore. The authorization requires the affirmative vote of the Majority of the Members present at the Meeting.

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Article X  
Amendments

Section 1. Amendments to the By-Laws

Unless a greater vote is required in the Articles of Incorporation or in a By-Law adopted by the Members, these By-Laws or the Articles of Incorporation may be amended at a meeting of the Members duly called and held as provided by Article VII, Section 4, by the affirmative vote of a majority of the voting Members. Amendments to the By-Laws shall become effective immediately following the adjournment of the meeting at which they are approved by the Membership.

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