

AMERICAN THEATRE ORGAN SOCIETY
CORPORATE PROFILE
(CURRENT THROUGH MAY 2011)

The information provided in this document is for informational purposes only to give an overview of the corporate structure of ATOS. This document does not limit, expand, or modify any rights of the Board, Staff, membership, or any other person. Applicable law and the ATOS Bylaws & Policies shall control in all instances in the case of any inconsistency with this document.

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I. CORPORATE ORGANIZATION:

Company Name:	American Theatre Organ Society
Incorporation State:	California
Date of (Restated) Articles Of Incorporation	July 29, 2000
Principal Office:	As determined by Board (§ 1.1) ¹
Registered Agent:	Mr. Craig Peterson, 7800 Laguna Dr., Elk Grove, CA 95758
EIN (Employer Identification Number)	946101867

II. FINANCES AND ACCESS TO BOOKS & RECORDS:

Fiscal Year:	August 1 – July 31 (§ 7.1)
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¹ Section and paragraph references are to the ATOS Bylaws and Policies. References to “RDOT” are to the Endowment Fund Resolution And Declaration Of Trust. References to “UCCA” are to the Uniform Chapter Charter Agreement.

Public Documents & Inspection:

Books, accounts, and records of the Board and its committees are available for inspection upon reasonable notice by any member. (§ 7.2)

All meetings, books, records, and other documents that reflect official actions of ATOS are presumed to be available for inspection by any member in good standing of ATOS at his/her expense. (Policy ¶ 5(b))

Confidential Documents:

Information regarding the internal problems of an ATOS Chapter, information of a personal nature about an ATOS member, information subject to a legitimate claim of privilege, information concerning actions and/or negotiations in progress but not finalized, information concerning financial supporters and fund-raising activities, information required to be maintained as confidential by law, the Society's bylaws, or the Society's written policies, and/or any other information designated in good faith in advance as confidential shall be held in the strictest of confidence. (§ 4.18(a), Policy ¶ 5(b))

Discussion of ATOS business between Officers, Directors, and Staff prior to action taken by the Board is to be held in confidence (§ 4.18(a), Code of Ethics ¶ 2)

III. BOARD OF DIRECTORS (15):

Powers:

All corporate power is exercised by or under the authority of, and the business affairs of the Society is controlled by, the Board of Directors. (§ 4.1)

Board Members (15):

9 Elected Directors
4 Appointed Directors ("Officers") (§ 4.2)
2 Ex-Officio Directors (Immediate Past Chairman, Youth Representative To The Board) (§ 4.2(c), § 4.4(c)(i)-(ii))

IV. ELECTED DIRECTORS (9):

Qualifications:

Any member of ATOS 18 years of age or older who has held two years of continuous membership prior to the date of closing of nominations and who is not on the Board of Directors of a Competing Organization and/or who does not have any outstanding debt obligation to ATOS that is more than thirty (30) days past due (§ 4.2(a); Policy ¶ 11(i))

A “Competing Organization” is any national or international public, charitable, or private organization that promotes the theatre organ and the performance of its music. ATOS Chapters are not “Competing Organizations”. (§ 4.2(e))

Membership is deemed “continuous” if no more than one month has elapsed between the expiration and subsequent renewal of the candidate’s membership. (Policy ¶ 11(i))

Term: Three years (or less if filling a vacancy) (§ 4.4(a))

Term Limits: An Elected Director having served two consecutive terms of any duration is ineligible for re-election or appointment as an Elected Director until at least two years have elapsed from the expiration of his second elected term. (§ 4.4(a)).

Determination of Vacancy: Vacancy exists in the case of

- (1) death, resignation, or removal of Director;
- (2) increase in the number of Directors; or
- (3) failure of membership to elect the full number of Directors. (§ 4.5)

Filling of Vacancy: A vacancy may be filled:

- (1) at the next regular election by the candidates receiving the highest number of votes; or
- (2) (in the case of resignation only), by the Board electing a successor to take office at such time as the resignation shall become effective. (§ 4.5)

Removal by Board: The Board may not remove an Elected Director, but may declare a Director’s seat vacant upon the final judgment of a Court finding the Director of unsound mind, convicting the Director of a felony, or upon a final Court order finding the Director breached certain duties to the Corporation. (Cal. Corp. Code §§ 5221(a), 5222(d), 5223).

Removal by Members: The membership may remove a Director with or without cause. (Cal. Corp. Code § 5222(a)(2)).

V. APPOINTED DIRECTORS (OFFICERS) (4):

Qualifications:	Same as Elected Directors. (§§ 5.2, 4.2(a), 4.2(e))
Positions:	Chairman Of The Board, Vice-Chairman Of The Board, Secretary, Treasurer (§§ 5.6-5.9)
Term:	One year (§ 5.2)
Term Limits:	The Chairman and Vice-Chairman are limited to no more than <u>three</u> (3) one-year terms. (§ 5.2)
Election/Appointment:	Annually by the Elected Directors (§§ 5.2, 4.2(b))
Removal:	The Board may remove an Officer with or without cause. (§ 5.4)
Vacancies:	Vacancies exist by virtue of death, removal, or resignation. (§ 5.5)
Filling of Vacancies:	Vacancies are filled in the same way the appointments are made. (appointment by the Elected Directors) (§§ 5.5, 5.2, 4.2(b))

VI. EXECUTIVE STAFF (2):

President/CEO:	Independent contractor position created in September 2008 responsible for the duties given to him/her by the Board. (§ 5a.1) President/CEO may not simultaneously serve on the Board, nor may the President/CEO vote on any Board or Committee matter. (§ 5a.1)
Executive Secretary:	Executive Secretary handles membership and other duties assigned by the Board. The Executive Secretary is also responsible for approving membership applications (§§ 2.2, 5a.2)

VII. BOARD MEETINGS:

Quorum:	A majority (generally 8) of the Directors then in office (§ 4.12)
Special Meetings:	May be called by the Chairman or any two (2) Directors for any purpose. (§ 4.8)

Place & Type Of Meeting:	May be held at any place inside or outside the State of California. (§ 4.6)
	May be held by telephonic or video conference provided that all participants can hear one another. (§ 4.8)
Notice Required:	48 hours if given personally, electronically (e-mail), or telephone. 7 days if given by first-class mail. (§ 4.9)
Robert's Rules Of Order:	Binding during all Board or Membership meetings to the extent they apply and do not conflict with Bylaws, Policies, or applicable law. (§ 7.7; RRONR (10th ed.) § 2 at 16:8-14)

VIII. VOTING BY DIRECTORS & OFFICERS:

Generally:	By majority vote, unless a greater number is specified by law. (Cal. Corp. Code § 5211(a)(8))
Number of Votes:	One director, one vote. (Cal. Corp. Code § 5211(c))
Action without meeting (e-mail vote):	All members of the Board must consent in writing. (§ 4.11; Cal. Corp. Code § 5211(b))
Equality Of Voting Rights:	All persons named in the Articles of Incorporation or Bylaws as directors, including any <i>ex-officio</i> directors, have the same rights as all other directors including voting rights on all matters. (Cal. Corp. Code § 5047; § 4.2(f))
Voting by proxy:	Prohibited (Cal. Corp. Code § 5211(c))

IX. MEMBERSHIP MEETINGS:

Number Required:	At least once a year. (§ 3.1)
Notice Required:	In writing sent to every member, <u>or</u> published in the Journal at least ten (10) but no more than ninety (90) days before the meeting. (§ 3.3)
Quorum:	Fifty (50) voting members. (§ 3.5(a))
Special Meetings:	May be called by the Chairman or Board of Directors, or upon request of 5% of the voting membership. (§ 3.2)

Matters That May Be Considered:

The membership has the authority to initiate motions and vote only on the following matters:

- (1) Parliamentary motions (to accept minutes, recess, adjourn, etc.);
- (2) Bylaw amendments relating to the number of Directors and membership voting rights;
- (3) Amendment Of Articles Of Incorporation
- (4) Election Of Directors Other Than By Ballot
- (5) Removal of Elected Directors (Cal. Corp. Code § 5222(a)(2))
- (6) Any other matter placed before the membership by the Board. (§§ 3.1, 4.1, 4.3, 7.7, 8.1, Cal. Corp. Code §§ 5210, 5812(a))

Limitations On What May Be Considered:

Unless one-third (1/3) of the voting members are present, only those items of business listed in the meeting notice may be considered. (§ 3.5(a))

Any motion that cannot be resolved by the Board will appear in the notice of the next Annual Meeting for resolution at that time. Resolution may include informing the membership of Board action. (§ 3.1)

Robert's Rules Of Order:

Binding during all Board or Membership meetings to the extent they apply and do not conflict with Bylaws, Policies, or applicable law. (§ 7.7; RRONR (10th ed.) § 2 at 16:8-14)

X. VOTING BY MEMBERS:

Generally:

By majority vote, unless a greater number is required by law (§ 3.7)

Action Without Meeting By Ballot:

Authorized, provided that a written ballot be distributed to every member entitled to vote. Approval of proposed action is valid when the number of votes cast is at least equal to a quorum (50 voting members). (§ 3.8)

Voting By Proxy:

Prohibited (§ 3.9.; Cal. Corp. Code § 5613)

XI. EXECUTIVE COMMITTEE (6 & 1 ex-officio)

Composition (6 & 1 ex-officio):

Four Officers (Chairman, Vice-Chairman, Secretary, Treasurer); plus two Board Members. (§ 6.2(a); § 5a.1).

The President/CEO serves as a non-voting member *ex-officio*. (§ 6.2(a)).

Appointment:

The Board appoints the two Directors annually to the Executive Committee. (§ 6.2(a)).

Express Powers:

Subject to the oversight of the Board, the Executive Committee has any power delegated to it by the Board (§ 6.3), including:

- (1) Approval of expenditures not to exceed \$5,000;
- (2) Inviting and paying for the expenses of persons it deems essential to a Board meeting or convention;
- (3) Resolution of disputes between a Chapter and Convention Planning Coordinator about venue and artist selection.
- (4) Approving contracts and legal documents in accordance with the Contract Administration policy.
- (5) Oversight of the Executive Staff and Editor in accordance with applicable contracts.
(¶ 13(a))

Implied Powers:

Any person or committee to which the Board may delegate power may also have implicit authority from the Board to act. Even in the absence of a motion or Board resolution, such implicit powers may be shown through course of business and/or the knowledge and consent of the Board.

XII. NOMINATING COMMITTEE

Composition (up to 5):

No more than five (5) members, none of whom may be an Officer or Director. (§ 6.2(b))

Appointment:

By the Board of Directors (§ 6.2(b))

XIII. ENDOWMENT FUND BOARD OF TRUSTEES:

Composition (5):

ATOS Treasurer, two (2) members of the Board, and two (2) members of ATOS at large. (§ 6.2(c); RDOT § 2.1)

Appointment:	By the Board of Directors annually. (§ 6.2(c))
Officers / Trustees:	Chairperson (appointed by the ATOS Chairman); Recording Secretary; Financial Secretary (the ATOS Treasurer); Two Members-At-Large (RDOT § 2.2)
Limitation On Distributions:	With Board approval, grants and/or loans may be made to ATOS Chapters in good standing and/or other organizations approved by the Board. (RDOT § 4.1) No more than 90% of accrued earnings from the Fund may be distributed by grant. No more than 25% of Fund principal may be loaned, and any loans must be secured by real or personal property (RDOT § 4.2).

XIV. OTHER COMMITTEES:

Creation/Establishment:	By resolution of the Board. (§ 6.1)
Appointment Of Committee Members:	By the Chairman, <u>except</u> the Nominating Committee and Endowment Fund Committee. (§ 6.1) Nominating and Endowment Fund Committees are appointed by the Board. (§§ 6.2(a), 6.2(b))
Powers:	Any power delegated to it by the Board of Directors. (§ 6.3) or implied through course of business and/or knowledge and consent.

XV. ATOS CHAPTERS:

Creation:	By resolution of the Board (§ 1.3)
Relationship Between Chapter & ATOS:	Governed by the Uniform Chapter Charter Agreement (UCCA) executed by each Chapter & ATOS
Operational Area	As provided by the UCCA—generally the area where the Chapter’s main activities are centered. (Policy ¶ 8(a), UCCA ¶ 3)
Minimum number of Chapter members	10 required to form Chapter; 5 required to maintain active status (UCCA ¶ 1)
ATOS Membership Requirement:	Chapter must require all officers and voting members of the Chapter to be ATOS members in good standing. (UCCA ¶ 7)

Internal Chapter Governance:

At the sole discretion of the Chapter, provided that UCCA requirements are satisfied, including compliance with ATOS Bylaws and Policies (UCCA ¶ 5)