

**BY-LAWS OF THE  
NEW YORK THEATRE ORGAN SOCIETY, INC.  
A NEW JERSEY 501 (c) 3 CORPORATION**

PREAMBLE

Article 1. The name of the Society shall be, "The New York Theatre Organ Society, Inc." hereinafter referred to as NYTOS. Under a charter granted June 11, 1964 and renewed on April 4, 1998 the Society is affiliated with the American Theatre Organ Society, Inc., hereinafter referred to as ATOS, as the New York Chapter, ATOS.

Article 2. The Society shall be a non-profit organization devoted entirely to furthering the ideals set forth in Article 3.

Article 3. The purposes for which this Society is formed are:

- (a) To preserve the historical tradition of the Theatre Organ in American music and theatre by:
  - (i) Restoring, in their home theatres where possible, the remaining specimens of the instrument and encouraging theatre management to preserve them and utilize them for public entertainment purposes.
  - (ii) Collecting and preserving for posterity recorded examples of the musical sounds of all the remaining theatre organs.
  - (iii) Purchasing and arranging for removal, rehabilitation and reinstallation of instruments
  - (iv) Constructing or acquiring, when funds permit, a theatre museum for preservation, study and exhibition of theatre organs and theatre organ music.
  
- (b) To contribute to the musical education and cultural enrichment of the public by:
  - (i) Presenting concerts and shows featuring theatre organ music.
  - (ii) Encouraging the education and training of new performers on the theatre organ.
  - (iii) Preserving historical manuscripts; scores of theatre organ musical compositions, and publications, recordings and illustrative material on the theatre organ and its history.

- (iv) Commissioning new music for the theatre organ.
  - (v) Working with organizations of allied interests such as museums, libraries, educational institutions, musical and historical societies to preserve the heritage of the American musical theatre, the motion picture (particularly silent films), and the varied programs of the American motion-picture presentation house.
  - (vi) Preserving and expanding, through workshops, lectures and demonstrations, the traditional crafts of theatre organ playing, theatre organ composition, theatre organ design, theatre organ building and theatre organ maintenance.
  - (vii) Publishing in local newspapers, magazines, Society bulletins and in the ATOS periodical "Theatre Organ", articles about the theatre organ and its music.
- (c) To give the members of the Society an opportunity to share and enjoy in social fellowship their common interest in theatre organs and theatre organ music.

Article 4. It is hereby expressly stated that the use of the name of the Society, NYTOS, the parent association ATOS, the publications of the Society or of ATOS, or the letterheads of the Society or ATOS, must be for the good of the entire membership of both groups and not for personal gain. Each member will be held responsible for any such use, in poor taste, of the good name of NYTOS or ATOS.

The following by-laws are the result of the efforts and desires of the Society to accomplish these objectives:

#### Section I

#### MEMBERSHIP

Article 1. The membership of the Society shall consist of individuals, married couples, domestic partners or households interested in furthering the purposes of the Society as stated in Article 3 of the Preamble.

Article 2. There shall be five (5) regular levels of membership: Regular, Contributing, Sustaining, Patron, and Benefactor. To be considered a member, an individual, married couple or domestic partnership must have paid dues within the current anniversary year of their membership as defined in Section IV. A married couple, domestic partnership or household membership is entitled to only one vote in any election or referendum of the Society. Any one member of the couple or household may vote on behalf of the couple or household. An individual member is entitled to one vote.

Article 3. In recognition of exceptional service to the Society and its purposes, an individual may be chosen by the Directors of the Society from time to time to enjoy the privileges of honorary membership -- that is, membership without the payment of dues for the ensuing fiscal year, such privilege being renewable each year at the discretion of the Board of Directors. For each individual accorded such honorary membership, NYTOS will pay the full cost of that individual's national (ATOS) membership dues for the duration of his or her honorary membership.

Article 4. The Board of Directors may, by a two-thirds majority vote, return the dues and deny the privilege of membership to any person whose membership it is felt will not further the stated purposes of the Society. Such denial shall continue in effect until such time as the Board of Directors may reinstate such individual by a two-thirds majority vote.

## Section II

### MEETINGS OF MEMBERS AND DIRECTORS

Article 1. The policies of the Society shall be determined at an Annual Meeting of the members, to be held on a date and at a place to be designated by the Board of Directors.

Article 2. A special meeting of the membership may be called at any time by the Chairman with the approval of the Board of Directors, and shall be called by him at the written request of ten (10) members, at a place to be designated by the Chairman.

Article 3. The annual meeting of the Board of Directors shall be held each year within ten (10) days of the annual election of directors, and additional meetings may be called by the Chairman at any other times as may be necessary to handle the affairs of the Society as determined by the Society's officers and directors.

Article 4. Five (5) members of the Board of Directors, one of whom must be an officer of the Society, shall constitute a quorum for meetings of the Board of Directors.

Article 5. At an Annual or special meeting of the Society members, forty (40) members shall constitute a quorum.

Article 6. Written notices of either meetings of the membership or meetings of the Board of Directors shall be required, including the annual meeting of the Directors, and as may be provided for elsewhere in the by-laws.

Section III

ADMINISTRATION

Article 1. The business and property of the Society shall be administered by the Board of Directors consisting of between eight (8) and thirteen (13) members elected as follows: Eight (8) Directors elected by the members by mail ballot; One (1) Director elected by the Directors from among the NYTOS membership, who shall serve as Chairman; One (1) or Two (2) as Vice Chairman; One (1) Secretary; One (1) Treasurer; and One (1) Director who shall be the outgoing Society Chairman who shall be automatically a Board member for one year. If the Society Chairman is reelected, the Board shall then consist of one less member for that year. If two vice chairmen are elected by the board, then the board shall consist of one additional member for that year.

Article 2. The eight (8) Directors to be elected by the members by mail ballot shall each serve a two-year term. Four (4) of the eight shall be elected in the even-numbered years and four (4) shall be elected in the odd-numbered years. The Director elected by the Directors to serve as Chairman must be elected at the Annual meeting of the Directors (Section II, Article 3). In the event of his subsequent resignation, unavailability, disability or death, and in the event the Vice Chairman is unable to succeed to the duties of the Chairman, the Board is empowered to elect one of its number as Acting Chairman for the duration of the unexpired Chairmanship term.

Article 3. The Executive Officers of this Society shall consist of the Chairman, Vice Chairman, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. The Executive Officers shall serve for one year with no limit on the number of terms to which they may be re-elected. The office of Vice Chairman may be divided into two offices with designated duties assigned to each Vice Chairman. In the case where there are two Vice Chairmen, the right of succession to the Chairmanship in the case of resignation, unavailability, disability or death of the Chairman, shall be determined by a vote of the Board of Directors of the Society.

Article 4. Duties of the Executive Officers and the Board of Directors shall be as follows:

THE CHAIRMAN

1. Preside at meetings of the membership and of the Board of Directors of the Society, or arrange for an officer or director to serve as Acting Chairman in his absence or unavailability and in the absence or unavailability of the Vice Chairman.
2. Call meetings of the membership including meetings of a special nature at the request of the Board of Directors.

3. To act on matters of policy and business relating to the Society when approval by the Board of Directors is impossible to obtain immediately and delay necessary to obtain such approval would result in the hardship to the best interests of the Society. All such actions shall, however, be reviewed with the Board of Directors as soon as practicable. To facilitate such emergency actions in the absence of the Treasurer, the Chairman or the Vice Chairman shall be authorized to sign checks or otherwise dispense the monies of the Society.
4. To appoint such committees and individuals to responsibilities as he deems necessary in aiding him in his efforts to carry out the business of NYTOS.

THE VICE CHAIRMAN (OR CHAIRMEN)

1. To generally assist and understudy the Chairman.
2. To assume the duties and responsibilities of the Chairmanship in the Chairman's absence or incapacity.
3. To supervise the work of such committees, projects and task forces as the Chairman may direct.

THE TREASURER

1. To keep full account of receipts and expenditures of the Society and maintain the bank and/or investment accounts associated with the same.
2. To receive on behalf of the Society, gifts and donations of cash or property for the Society's programs.
3. To sign checks and otherwise dispense the monies of the Society in payment of authorized obligations incurred by the Society or in such disbursements as the Board of Directors may designate.
4. To report on the finances of the Society at meetings of the membership and the Board of Directors or at any other time upon the request of the Chairman or the Board of Directors.

THE SECRETARY

1. To maintain and take care of correspondence relative to the membership and other records and official files of the Society.
2. To sign, on behalf of the Society, contracts and other corporate documents.

3. To prepare written reports annually for the benefit of the membership.
4. To handle official correspondence and to maintain the Society's official records and files.
5. To assist others in the preparation of reports.
6. To keep and publish to all officers and directors a record of attendance and minutes of all meetings of the Board of Directors.
7. To keep and, upon request, publish to the membership, the minutes of all Annual and special business meetings of the membership.
8. To prepare each year for use by the officers and Directors, a roster of the officers and Directors so as to facilitate communications among them both by mail and by telephone.
9. At the request of the Secretary, or at the discretion of the Chairman, the Chairman may appoint a Board Member to serve as Recording Secretary to carry out duties numbered 6, 7 and 8 immediately above and to additionally assist the Secretary as he or the Chairman may set forth.

#### BOARD OF DIRECTORS

1. Make the basic decisions regarding the policy, action and business of the Society when a referendum to the membership is not convenient. However, upon petition in writing by twenty five (25) or more members, any action by the Board shall be submitted to the membership by referendum by written ballot and a simple majority of the membership's vote shall be sufficient to override the Board's action under review.

Article 5. Elections shall be held annually between the first (1st) day of November and the last (31st) day of December for directorships having terms concluding at the end of each calendar year as specified in Article 2 of this section. Written notice of election and official ballots, together with suitable information on each of the candidates for each pending vacancy on the Board shall be provided to every NYTOS member as of October fifteenth (15th) of that year. Nominees may be offered by petition signed by at least three (3) individual members, and/or by a Nominating Committee appointed by the Chairman consisting of no less than three (3) and no more than five (5) members, at least one but no more than two of whom shall be selected from the general membership and none of whom shall be eligible for the Directorships subject to election. To be qualified for election, each nominee must be a member of NYTOS and ATOS and must be willing to serve in the office to which he or she has been nominated and it shall be the duty of the Nominating Committee to verify these facts for each and every nominee.

A member of NYTOS shall be deemed ineligible to serve as a member of the Board of Directors if he or she is currently serving as an executive officer or director of ATOS. Exceptions to this rule of ineligibility may be allowed by a simple majority vote by the NYTOS Board of Directors.

Election or referendum ballots shall be counted directly upon the close of the election by a Committee of Tellers consisting of three members, a Chief Teller appointed from the Board and who is not eligible for election, plus two members of the Society also appointed by the Chairman and also not candidates for any of the elective posts involved. The Committee shall report the election count to the Secretary for publication to the membership.

Article 6. In the event of the death or resignation of any officer or Director occurring at a time when the vacancy cannot be accommodated within sixty (60) days by the annual election procedures above, the Board of Directors is empowered to elect any member to fill any such vacancy for the duration of the unexpired term.

Article 7. No director or officer of the Society shall be personally liable to the Society or its members for monetary damages or breach of fiduciary duty as a director or officer, provided however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Society for (1) any breach of the director's or officer's duty of loyalty to the Society or its members, (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (3) any transaction from which the director or officer derived an improper personal benefit. No amendment, modification, or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by the members of the Society, shall apply to or have effect on the liability or alleged liability of any director or officer of the Society, for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

#### Section IV

#### DUES AND FINANCES

Article 1. NYTOS membership dues shall be paid annually to the Secretary in the amount prescribed by the Board of Directors. New members who join ATOS through NYTOS shall pay first-time ATOS membership dues and NYTOS dues to the Secretary in the amount prescribed by the ATOS Board of Directors and NYTOS Board of Directors respectively. The Secretary shall then forward to ATOS the national membership dues thus enrolling each new NYTOS member automatically as a member of ATOS. Renewal of National membership dues shall be paid directly to ATOS.

Article 2. The term of membership shall be one year commencing from the date of initial membership or renewal. The Society's Secretary shall maintain and report, for each member, the anniversary date of membership for that member.

Section V

AMENDMENTS

Article 1. These by-laws may be amended at any regular or special meeting of the Board of Directors by a two-thirds majority vote, except that any by-law fixing or changing the number of Directors may not be adopted, amended or repealed without submitting the action to a referendum of the Society's members.

Section VI

DISSOLUTION

Article 1. Upon the dissolution of the Society, which is a non-profit corporation under laws of the State of New Jersey, the Board of Directors, for said purpose, shall after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Ratified Unanimously by the Board of Directors, July 15, 2006, at Dydacomp Offices, Totowa, NJ