

Operating Procedures to Govern

Greenville Chapter

American Guild of Organists

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On this 27 of August, 2019, the undersigned members of the Executive Committee of the Greenville Chapter of the American Guild of Organists do adopt the following as OPERATING PROCEDURES, which are in accordance and agreement with the National Bylaws of the American Guild of Organists, as adopted April 13, 1896 and amended through April 24, 2006.

Section 1. Name

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

Section 2. Mission Statement

Article II, Section 1 of the National Bylaws is incorporated by reference, as if fully set out herein. Nothing in these Operating Procedures shall be read, and none of the Chapter's activities pursuant to these OPERATING PROCEDURES shall be undertaken or executed, in a manner inconsistent with the fundamental purposes of the Guild.

Section 3. Classes of Membership

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

Section 4. Chapter Governance

1. Officers

The officers of the Chapter shall be the Dean, Sub-Dean, Secretary, and Treasurer.

2. Duties of the Dean

The Dean shall be the chief executive officer of the Chapter, and as such shall have the following duties and responsibilities:

- a. Preside at all meetings of the Chapter and Executive Committee when present.
- b. Nominate the directors of all standing committees for appointment by the Executive Committee.
- c. Nominate, for appointment by the Executive Committee, a person or persons to fill vacancies that may occur as the result of death, resignation, incapacity, removal or disqualification of any officer or duly elected member of the Executive Committee.

- d. Create, with the approval of the Executive Committee, committees and correlate the work of the officers and standing committees.
- e. Serve as ex officio member of all committees, excluding the Nominating Committee.
- f. Submit reports at the general meetings of the Chapter, including issues and recommendations the Dean considers appropriate for consideration by the members of the Chapter.
- g. Carry into effect all directions and resolutions of the Chapter and Executive Committee and make such other reports to the Chapter and Executive Committee that the Dean shall deem necessary, or that policies of the Chapter or Executive Committee may require.
- h. Sign and countersign all contracts and other instruments for and on behalf of the Chapter pertaining to usual, regular and ordinary affairs of the Chapter, as may be authorized by the Executive Committee.
- i. Serve as primary Chapter liaison with the District Convener, Regional Coordinator for Professional Development, Regional Coordinator for Education, Regional Councillor and Executive Director of the Guild.
- j. Remain in office for a term of two (2) years, with the possibility of nomination for re-election.
- 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.
- l. Sign or countersign, together with another member of the Executive Committee, banking instruments authorizing disbursement from any chapter bank account(s). Bank instruments shall not be pre-signed.

3. Duties of the Sub-Dean

The Sub-Dean, in the absence of the Dean of the Chapter, shall exercise all the powers and perform all the duties of the Dean of the Chapter.

- a. Serve as Director of the Program Committee (ref. [Section 8, paragraph 3](#)) and as such be responsible for planning the annual program of activities for the Chapter.
- b. Remain in office for a term of two (2) years, with the possibility of nomination for re-election.
- c. Perform such other duties as are incidental to the execution of this office or that may be required of him/her by the Executive Committee.
- d. In case of the Dean's death, resignation or removal, succeed to the office of Dean for the remainder of the Dean's elected term.
- e. Sign or countersign, together with another member of the Executive Committee, banking instruments authorizing disbursement from any chapter bank account(s). Bank instruments shall not be pre-signed.

4. Duties of the Secretary

The Secretary shall have the following duties and responsibilities:

- a. Keep record books belonging to the Chapter and have custody of the minutes of the meetings of the Executive Committee and of general meetings of the Chapter. Such minutes of the Executive Committee shall include the names of those members who are present and absent as well as copies of the reports from all committees.
- b. Issue notices for all meetings of the Executive Committee.
- c. 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.
- d. Remain in office for a term of two (2) years, with the possibility of nomination for re-election.
- e. Sign or countersign, together with another member of the Executive Committee, banking instruments authorizing disbursement from any chapter bank account(s). Bank instruments shall not be pre-signed.
- f. Publish an annual directory of members.
- g. Serve as Director of the Communications Committee (ref. [Section 8, paragraph 4](#)) and as such be responsible for maintaining the Chapter web site with the most current information possible. The web site shall include, but not be limited to, the following: a full listing of chapter events for the current year; contact information for Chapter leaders as determined by the Executive Committee; a link to the National AGO web site <http://www.agohq.org>; and any other information useful to individuals interested in contacting the Chapter through the Internet.
- h. Maintain chapter's other social media sites such as Facebook
- i. Gather information about the Chapter and its activities and events each month and forward such information to National Headquarters for publication in THE AMERICAN ORGANIST

5. Duties of the Treasurer

The Treasurer shall be custodian of all financial records of the Chapter, and as such, shall have the following duties and responsibilities:

- a. File all necessary forms with all taxing authorities, including, but not limited to, the annual Internal Revenue Service form 990.
- b. Supervise and have custody of all financial records of the Chapter and keep full and accurate accounts of the receipts and disbursements of the Chapter. These shall include
 - i. Assets, liabilities and fund balances.
 - ii. Revenue and operating expenses.
 - iii. All other financial records and documents deemed necessary by the Executive Committee.
- c. Cause all monies and credits to be deposited in the name of, and to the credit of the Chapter in such accounts and depositories as may be designated by the Executive Committee.
- d. Disburse, or supervise the disbursement of all other funds of the Chapter, in accordance with the authority granted by the Executive Committee, utilizing

proper vouchers to correspond to the disbursements and keeping accurate records thereof.

- e. Prepare and submit such reports or statements of the Chapter's finances and accounts as may be requested by the Executive Committee.
- f. Remain in office for a term of two (2) years, with the possibility of nomination for re-election.
- g. Sign or countersign, together with another member of the Executive Committee, banking instruments authorizing disbursement from any chapter bank account(s). Bank instruments shall not be pre-signed.
- h. Serve as Director of the Finance Committee (ref. [Section 8, paragraph 1](#)).
- i. Perform such other duties incidental to the execution of this office that may be required by the Executive Committee.
- j. Together with another member of the Executive Committee, receive regular paper or electronic statements of all chapter bank accounts.

6. Executive Committee

The Executive Committee is the representative governing body of the Chapter. The Executive Committee conducts the business of the Chapter when the full membership is not present. The Committee shall consist of all elected officers of the Chapter and all duly elected members of the Executive Committee. All Directors of standing committees and all District, Regional, and National Officers who are members of the Chapter may attend Chapter Executive Committee meetings with voice, but no vote. Upon election of new chapter officers, the outgoing Executive Committee shall schedule a meeting to transfer documents, policies, and procedures to incoming members of the Executive Committee.

7. Executive Committee Meetings

The Executive Committee shall meet at least quarterly. The Dean shall provide no less than fourteen- (14) days notice of any meeting of the Executive Committee. Attendance by Executive Committee members is expected at all meetings.

8. General Meetings of the Chapter

General meetings of the Chapter shall be held in May. A general meeting may take place at such other time as deemed necessary, with the approval of the Executive Committee. The presence at the commencement of such meeting of not less than twenty-five percent of the membership, or twenty-five members, whichever is fewer, shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Section 5. Dues of the Chapter

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

Section 6. Election Procedures

1. Nominating Committee

The Nominating Committee shall consist of three (3) persons who are members of the Chapter in good standing. Not more than two (2) may be members of the Executive Committee. The Nominating Committee is appointed by vote of the Executive Committee upon the recommendation of the Dean. The Nominating Committee shall nominate one (1) or more candidates for each office and an excess of candidates for membership at-large on the Executive Committee in place of those whose terms of office are about to expire. The candidates shall be members of the Chapter in good standing. The Nominating Committee shall present the slate to the Executive Committee. The slate of candidates shall be recorded in the minutes and announced to the general membership according to the schedule required in the National Bylaws. Additional nominations may be made by petition if each petition is signed by five (5) members of the Chapter in good standing and submitted to the Chapter Secretary within thirty (30) days of the announcement of the slate to the Chapter membership. The slate of candidates prepared by the Nominating Committee and the names of any candidate duly submitted by petition are not subject to discussion or approval by the Executive Committee and may not be vetoed by the Executive Committee or any member thereof, including the Dean.

2. Election and Installation of Chapter Leaders

The annual election of Chapter leaders, both Officers and members at-large of the Executive Committee, shall take place at the General Meeting each even-numbered year. Election shall be by secret ballot and the ballots are to be opened and counted only in the presence of at least two Chapter members in good standing including one member who is not currently serving on the Executive Committee. A plurality of votes cast shall be sufficient for election. Terms of office begin on July 1. In the event quorum is not achieved at the General Meeting, elections will be conducted by U.S. Mail.

3. Vacancies on the Executive Committee

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

4. Removal from Office

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

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

Section 7. Programming Policy

All programs sponsored by the Chapter must have the approval of the Executive Committee. The Executive Committee must also approve all calendar dates and expenses of all programs sponsored by the Chapter. Any organization wishing to co-sponsor a program with the Chapter shall submit a proposal to the Program Committee. No member of the Executive Committee or the Chapter shall give confirmation of any event prior to its approval by majority vote of the Executive Committee.

Section 8. Standing Committees

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

1. Finance Committee

The Finance Committee shall consist of the Treasurer, the Dean, and two members in good standing. The treasurer shall be the Director of the Finance Committee.

The Finance Committee shall prepare a proposed budget for each fiscal year based upon a fiscal year beginning on July 1. The Committee shall submit the proposed budget no later than the February meeting of the Executive Committee. In addition to the annual budget the Committee shall recommend to the Executive Committee policies for financial responsibility relevant to future years.

2. Hospitality / Membership Committee

The Hospitality / Membership Committee shall be responsible for all social events of the Chapter, making all provisions that the Dean shall deem necessary. The committee shall assist in recruiting new members and retaining current members.

3. Program Committee

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

4. Communications Committee

The Communications Committee, of which the Secretary shall be the Director, shall be responsible for all aspects of the Chapter's presence on the World Wide Web and social media, especially the maintenance of the Chapter web site.

Section 9. Conflict of Interest Policy

[Enacted September 12, 2022]

This conflict of interest policy is designed to help officers of the Greenville Chapter of the American Guild of Organists (“GVLAGO”) identify situations that present potential conflicts of interest and to provide the chapter with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though an officer has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and the procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

a. Outside Interests.

- i. A Contract or Transaction between GVLAGO and a Responsible Person or Family Member.

- ii. A Contract or Transaction between GVLAGO and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

b. Outside Activities.

- i. A Responsible Person competing with GVLAGO in the rendering of services or in any other Contract or Transaction with a third party.
- ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with GVLAGO in the provision of services or in any other Contract or Transaction with a third party.

c. Gifts, Gratuities and Entertainment.

A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

- i. does or is seeking business with, or is a competitor of GVLAGO; or
- ii. has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from The GVLAGO;
- iii. is a charitable organization; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of GVLAGO.

2. Definitions.

- a. A *Conflict of Interest* is any circumstance described in Part 1 of this Policy.
- b. A *Responsible Person* is any person serving as an officer, or member of the executive board of GVLAGO.
- c. A *Family Member* is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A *Material Financial Interest* in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation that are more than \$150.
- e. A *Contract or Transaction* is any agreement or relationship involving the sale of purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship or

review of a charitable organization by GVLAGO. The making of a gift to GVLAGO is not a Contract or Transaction.

3. Procedures.

- a. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, an officer or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- b. An officer or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The Dean shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of GVLAGO has a Conflict of Interest when he or she stands for election as an officer or for re-election as member of the board.
- e. Responsible Persons who are not members of the board of GVLAGO or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Dean or the Dean's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect GVLAGO's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Dean or the Dean's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality.

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of GVLAGO. Furthermore, a Responsible Person shall not disclose or use information relating to the business of GVLAGO for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of Policy.

- a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Each new Responsible Person shall complete a disclosure from identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstance might include Treasurer or Dean or Sub-Dean, to a not-for-profit organization, or ownership of a business that might provide goods or services to GVLAGO. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Dean, and any committee appointed to address Conflicts of Interests, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed whenever changes are made to the Chapter Operating Procedures.

Greenville Chapter of the American Guild of Organists

Conflict of Interest Information Form

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in the GVLAGO's Policy on Conflicts of Interest) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of GVLAGO that is currently in effect.

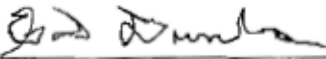
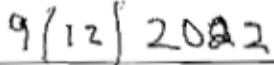

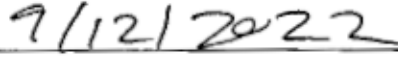

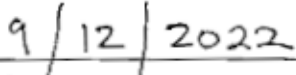
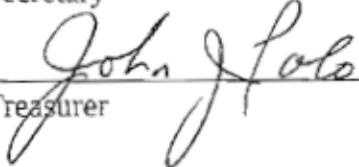
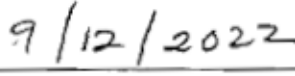
Signature: _____ Date: _____

Please complete this form and return to the Chapter Dean.

Section 10. 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. 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.

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

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|  |  |
| Dean | Date |
|  |  |
| Sub-Dean | Date |
|  |  |
| Secretary | Date |
|  |  |
| Treasurer | Date |