

**OPERATING PROCEDURES of the
LOS ANGELES CHAPTER,
AMERICAN GUILD OF ORGANISTS**

Article I

Name, Purpose, Organization, Dedication, and Limitation

SECTION 1. **Name.** This nonprofit educational association shall be known as LOS ANGELES CHAPTER, AMERICAN GUILD OF ORGANISTS, which Chapter was chartered in 1910 as the Southern California Chapter.

SECTION 2. **Specific and Primary Purpose.** The purpose of the Los Angeles Chapter, American Guild of Organists is to promote the organ in its historic and evolving roles, to encourage excellence in the performance of organ and choral music, and to provide a forum for mutual support, inspiration, education, and certification of Guild members, but limit any other purposes or powers of the organization, except to an insubstantial degree, to those in furtherance of the specific and primary purposes.

SECTION 3. **Organization.** The Chapter shall be subject to the rules and regulations established by the National Council of the American Guild of Organists for the establishment and management of all Chapters, and by such other rules established from time to time by the Chapter Executive Committee for the carrying out of Chapter goals and responsibilities. This set of Operating Procedures is intended to be an always-current record of the Chapter's rules and regulations.

SECTION 4. **Dedication:**

- a) This association does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.
- b) The property of this organization is irrevocably dedicated to charitable/educational purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

SECTION 5. **Limitation Against Political Activities:** No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign including the publishing or distribution of statements on behalf of any candidate for public office.

Article II
Membership

SECTION 1. **Classes of Members.** Membership in the Chapter shall be as defined in Articles III and VII of the National bylaws of the AGO. Membership shall consist of voting members: regular, senior/disabled, partner, chapter honorary, dual and student; and non-voting members: Friends.

SECTION 2. **Dues.** Dues shall be as established and prescribed by the National Council of the AGO.

- a) National and Chapter dues for Chapter Honorary Members shall be paid by the Chapter.
- b) Dues for Chapter Friends shall be equal to the Chapter share of regular membership dues.
- c) The Chapter fiscal year begins each July 1 and concludes the following June 30.

- d) The collection of dues by the Chapter shall begin no later than May 1st for the following fiscal year. The deadline for payment of dues to the Chapter shall be at the discretion of the Executive Committee and according to guidelines set by National Headquarters. Any dues not received by this date shall be assessed a late fee as determined by the Executive Committee.
- e) Memberships received between February 1st and March 31st will be discounted as follows: National portion as established by National Headquarters, Chapter portion at 60%. Memberships received after March 31 will be applied to the following year only, but will include receipt of the newsletter for the remainder of the current year.

Article III Chapter Governance

SECTION 1. **Chapter Officers.**

- a) The elected officers of the Chapter shall be Dean, Sub-Dean, Secretary, and Treasurer. The term of election shall be for two (2) years beginning in even numbered years
- b) All committee chairs shall be appointed by the Dean. It is advisable that some of the appointees be from the Members-at-Large.
- c) There shall be an elected group of Members-at-Large. The Members-at-Large shall consist of three classes of at least three Chapter Members each; each class shall serve for three years, one class expiring each year. All elected officers, the elected Members-at-Large, and the appointed committee chairs shall comprise the leadership group of the Chapter known as the Executive Committee, and shall have the authority to make and amend the Chapter Operating Procedures, and do such other business as may be necessary to run the Chapter.

SECTION 2. **Election of Officers.**

- a) The Executive Committee shall appoint a Nominating Committee no later than December 31st (see AGO Chapter Management Handbook, Section two, p. 12). The Nominating Committee report is to be made to the Executive Committee at its February meeting for approval and comments.
- b) At least one month shall elapse between the announcement to the membership of the slate selected by the Nominating Committee and the deadline for receipt by the Chapter Secretary of additional “nominations from the floor” (see the Constitution, Article III.5.h).
- c) Elections may then be held by mail or at the May meeting.

SECTION 3. **Duties.**

- a) The duties of all officers and committee chairs of the Chapter have been documented in the “Los Angeles Chapter Leadership Manual,” which shall be appended hereto and which may be amended in the same manner as these Operating Procedures.
- b) Standing committees which have proven valuable in the running of the Chapter are the following: Competition/Scholarship, Education, Historian, Hospitality, Mailing, New Membership, New Music Project, Outreach, Placement, Professional Concerns, Program, Publicity, Registrar, Substitute Liaison, Directory Liaison.

SECTION 4. **Non-functioning Officers.**

- a) If an elected officer does not carry out his/her duties in a responsible manner or misses two (2) consecutive Executive Committee meetings without an excuse, the Executive Committee may at its discretion select a replacement for that officer.
- b) If an appointed officer or committee chair does not carry out his/her duties in a responsible manner or misses two (2) consecutive Executive Committee meetings without an excuse, the Dean at his/her discretion may select a replacement.

Article IV

Finances

SECTION 1. Operating Fund. The operating fund receives revenue from the following sources: dues, contributions, directory sales, interest, newsletter advertising, program dinner revenue, and other such means as the Executive Committee may approve. Major expenses of the operating fund include: administration, catering, directory publication, dues remittance to National Headquarters, education, newsletter, and program expense. The Executive Committee is responsible for the disbursement of the operating fund, in compliance with the ratified budget. Accumulated undesignated funds that exceed the current operating budget by more than 10% shall be placed in a new or existing designated fund, upon recommendation and approval of the Executive Committee..

SECTION 2. Endowment, Scholarship, and Memorial Funds (Designated Funds). The names of these specific funds, their purpose and description, as well as the method of accounting for interest, dividends and capital gains are listed in *Appendix B* in these operating procedures. The Finance Committee is responsible for the management, including but not limited to the investment and disbursement, upon approval of the Executive Committee, of all endowment and memorial funds and of such other funds as may be established under the direction of the Executive Committee. These funds shall be separate and distinct from the operating fund of the chapter.

SECTION 3. Other Funds. The Executive Committee may establish other funds for distinct purposes, as necessary, subject to the guidelines of the operating procedures.

SECTION 4. Risk Tolerance Policy. The maximum risk tolerance of the various funds is listed below. In addition to any restrictions placed on revisions to the operating procedures, as listed elsewhere in these operating procedures, the risk tolerance policy may only be changed by: (a) a minimum vote of four of the five voting Finance Committee members, and (b) a super majority vote of seventy-five percent (75%) of the Executive Committee following reading of the changes at three consecutive meetings of the Executive Committee.

- a. Operating Fund. Allowable assets are those listed in *Appendix C*, section 1(a) and section 1(b)
- b. Designated Funds. Allowable assets are those listed in *Appendix C*, section 1(a) through section 1(d) with a maximum combined allowable investment of assets listed in sections 1(c) and 1(d) of forty percent (40%) of the entire designated funds corpus.

SECTION 5. Finance Committee – Purposes. The following are the purposes of this committee: (a) to maintain a prudent process in the performance of the fiduciary responsibilities of the management of all endowment, scholarship, and memorial funds (designated funds); (b) to protect principal, encourage growth, and minimize exposure to risk while maintaining all state and federal guidelines for nonprofit organizations; (c) to determine amounts available for grant making purposes; (d) to ensure that the Executive Committee and the membership are informed as to the finances of the Chapter; (e) to maintain a spending policy that provides resources to fund current programs while maintaining adequate resources to fund future programs; and (f) to maintain adequate financial records of the chapter's investments and finances.

SECTION 6. Finance Committee – Governance.

- a. VOTING MEMBERSHIP: Each of five members serves a five-year term on a rotational basis. One new member is added each year. After a total of five (5) consecutive years of service on the committee, a member will be required to take a minimum of one year's leave from the committee before accepting a subsequent recommendation to return to the committee either for a full term or to fill an unexpired term of another member. Each year (by December 31) the current committee recommends a new replacement candidate to the Dean for appointment.
- b. EX-OFFICIO MEMBERSHIP: The Dean and the Treasurer are additional members of the Finance Committee, but without vote.
- c. CHAIRPERSON: The chairperson is elected by the voting members of the Finance Committee.
- d. MEETINGS: Minimum requirement: bi-monthly meetings.

SECTION 7. Finance Committee – Duties. The following are the duties and responsibilities of the Finance Committee:

- a. Prepare the annual operating budget by the close of the current fiscal year for the following fiscal year for all designated and operating funds, with input from the standing committees and the Executive Committee. The budget is then to be presented to the Executive Committee for ratification.
- b. Publish year-end financial statements annually in the newsletter following the preparation of the year-end financial statement.
- c. Maintain records and document administrative procedures including:
 - i. minutes of committee meetings;
 - ii. reports issued of investments held;
 - iii. government regulations for nonprofit organizations;
 - iv. detailed records of interest, realized and unrealized gains and losses, and changes in fair market value of investments for each internally designated fund's pro-rate share.
- d. Review financial proposals that are presented by the Special Projects Committee or Executive Committee, and recommend appropriate action.
- e. Review performance of all investments frequently (minimally on a quarterly basis) and perform steps, including periodic rebalancing of the portfolio as necessary, to comply with the purpose of the Finance Committee and the risk tolerance policy.
- f. In cooperation with the Executive Committee, establish a spending policy for all chapter funds, and oversee maintenance of this policy.
- g. Maintain an investment policy statement that includes goals, asset allocation strategy, framework for investment selection decisions, and factors used to evaluate investments.
- h. Select appropriate investments in accordance with the risk tolerance policy.
- i. Review the current balance sheet and compare current actual revenue and expenses with the operating budget.
- j. Ensure that all banking and investment signature cards are updated as appropriate, and retain copies of such cards for reference.
- k. Cause the books to be prepared for an annual "internal" audit, following the close of the books, by the auditors that have been appointed by the Dean with the approval of the Executive Committee.
- l. Prepare periodic reports of investments to the Executive Committee.

Article V
Meetings

SECTION 1. Of the Executive Committee.

- a) The Executive Committee shall meet approximately each month around the third week. For the purposes of transacting business in the governing of the Chapter, a quorum of at least one-third of all members of the Executive Committee must be present.
- b) For purposes of amending these OPERATING PROCEDURES, a quorum of at least 75% of all members of the Executive Committee must be present.
- c) Amendment of policies governing Chapter elections requires a vote of the Chapter membership, in accordance with the National By-Laws.

SECTION 2. Of the Chapter. General meetings of the Chapter usually are held October through December and February through June (excepting the month in which Easter is celebrated). These meetings may be concert programs and/or educational events as planned by the Program Committee and approved by the Executive Committee.

SECTION 3. Of Standing Committees. Meetings of committees shall be held as needed throughout the year.

Article VI
Newsletter – *LA PIPELINE*

Newsletters for October through December will include lists of new members who joined since the submission of the membership list to the Directory for printing.

Article VII
Conventions

SECTION 1. Dean's Attendance.

- a) It is the practice of the Los Angeles Chapter to send the incoming Dean to the National (or Regional) Convention each year.
- b) The Chapter will pay the following expenses incurred by the Dean in attending the AGO Conventions: registration, convention bus package, travel to and from the convention, lodging throughout the convention dates, and a per diem established by the Executive Committee upon request of the Dean before the Convention begins.

Article VIII
Amendments to Operating Procedures

Following adoption by the Executive Committee and approval of the Chapter, Regional Councillor, and 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.

Article IX
Disbandment

The Chapter may be disbanded by the National Council upon written request of the Chapter or by recommendation of the Regional Councillor. Prior to action by the National Council, a committee of officers and members of the Chapter may give reasons for or against the disbandment in writing to the National Council. In the event of disbandment, each member of the Chapter may transfer individually to any other Chapter, which the member may choose.

- a) Upon the dissolution or winding up of the Chapter, all general or operating fund assets remaining after payment, or provision for payment of all debts and liabilities of this Chapter shall be distributed to the National Headquarters of American Guild of Organists for distribution as determined by the National Council for the non-profit purposes of The American Guild of Organists, which is organized and operated exclusively for charitable/educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
- b) Upon the dissolution or winding up of the Chapter, all endowment or memorial fund(s) assets remaining after payment or provision for payment of all debts and liabilities of the endowment or memorial funds of this Chapter shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable/educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The Investment Committee shall be responsible to determine the appropriate fund, foundation, or corporation to receive these assets.

Appendix A
STANDING RULES

1. The regular meeting of the Executive Committee shall be the third Monday of the months September through June, except as amended by the Executive Committee. Other meetings may be convened by the Dean at any other time deemed necessary.
2. For regular Chapter meetings, the Sub-Dean shall have invited as guests of the Chapter for dinner, appropriate program participants and personnel of the hosting organization(s) [Senior Minister, Director of Music, Organist, and their spouses or S.O.].
New General Members (but not their spouses) shall be guests of the Chapter for dinner at the first meeting they may attend, preferably right after acceptance as a Chapter member.
3. It is the policy of the Chapter not to pay for tuning of the organ in the venues for meetings.

4. The Chapter Mailing List will be available to qualified requesters in the form of a set of address labels. Two categories of qualified requesters are defined as follows:
 - a) Chapter members from whom a donation established by the Executive Committee shall be requested.
 - b) Organizations desiring the mailing list for a not-for-profit mailing, from whom a donation established by the Executive Committee shall be requested. As appropriate, such organizations may be required to submit a sample of their intended mailing as a pre-requisite for approval by the Executive Committee.
5. Churches requesting listings under "Positions Available" in *LA Pipeline* will have the information published for three successive issues, or, if earlier, until the position has been filled. The Executive Committee shall set the fee for such service. A disclaimer will be noted for those institutions paying less than the current recommended fee scale of the Los Angeles Chapter.
6. A charge shall be established by the Executive Committee for groups wishing to include their own flyer in *LA Pipeline*.
7. The Executive Committee shall prepare [or shall cause to be prepared by the Professional Concerns Chair and approved by the Executive Committee] and publish at appropriate intervals a schedule of recommended fees for weddings and funerals and for substitutes for church services.
8. For co-sponsored regular Chapter meetings, door receipts consist only of monies collected at the door. No portion of the AGO Season Pass or any percentage of similar church/venue concert series passes will be considered a door receipt.
9. The Executive Committee shall establish a fee due the technician operating our closed circuit TV system for organizations other than the Los Angeles Chapter. The fee shall be included in the charge to the using organization.
10. The Substitute Liaison is authorized to give recommendations of member individuals to inquiring churches ONLY IF the person has demonstrated competency in practical organ playing and theory and in the general knowledge of music [evidence of competency is a Bachelors or Graduate degree in organ or church music, or an A.G.O. Certificate (Service Playing, Colleague, Choirmaster, Associate or Fellow)].

Appendix B

Endowment, Scholarship, and Memorial Funds Administered by the Finance Committee, of the Los Angeles Chapter, A. G. O.

1. **“Endowment Fund”** was established from combining the balances of the following four funds: 1962 Convention Fund, 2004 Convention Fund, Education Fund, and New Music Fund. The purpose of the Endowment Fund is to provide monies for purposes other than operating expenditures and may provide funds for special projects as determined by the Executive Committee.
2. **“Martha Farr/Hunter Mead Scholarship Fund”** was established by the Pasadena Chapter with their portion of monies remaining following the 1962 National Convention. This now funds a biennial organ playing competition, sponsored by the Los Angeles Chapter, A. G. O., which is open to all undergraduate college students. It is awarded in even numbered years.

3. **“Dr. and Mrs. Richard Keys Biggs Scholarship Fund”** was established by the Biggs family in memory of Dr. and Mrs. Biggs. This fund is used for the education of young organists.

4. **“David Lennox Smith Memorial Fund”** was established in memory of David Lennox Smith in 1978 by the Pasadena Chapter, A. G. O., and supplies a cash prize in odd-numbered years to the first place winner of the A. G. O. Region IX winner of the Regional Competition for Young Organists.

Each fund consists of two segments – a spendable portion and a nonspendable portion:

a. “Spendable Portion” - Cumulative Dividends/Interest: This consists of 80% of the annual dividends and interest earned on the fund on a cumulative basis less any cumulative distributions as allowed by the established rules of the fund.

b. “Nonspendable Portion” Principal – This consists of the original principal amount plus any realized and unrealized capital gains and losses on investments plus 20% of the annual dividends and interest earned on funds. This portion is not available for expenditures, but remains perpetually in the fund corpus.

Accounting method of each fund:

a. the interest, dividends, and appreciation of equities (fair market value) will be distributed at the end of each fiscal year based upon each fund’s equity percentage of the prior fiscal year.

Appendix C

Allowable Assets, Prohibited Assets, and Prohibited Transactions

SECTION 1. Allowable Assets. Allowable assets include cash equivalents, fixed income securities, equity security and mutual funds.

- a. Cash Equivalents
 - Treasury Bills
 - Money Market Funds
 - STIF Funds
 - Commercial Paper
 - Banker’s Acceptances
 - Repurchase Agreements
 - Certificates of Deposits
- b. Fixed Income Securities
 - U. S. Government and Agency Securities
 - Corporate Notes and Bonds
 - Mortgage Backed Bonds
 - Preferred Stock
 - Fixed Income Securities of Foreign Governments and Corporations
- c. Equity Securities
 - Common Stocks
 - Convertible Notes and Bonds
 - Convertible Preferred Stocks
 - American Depository Receipts (ADRs) of Non-U.S. Companies
 - Stock of Non-U.S. Companies (Ordinary Shares)
- d. Mutual Funds
 - Mutual Funds, which invest in securities as allowed in this statement

SECTION 2. Prohibited Assets. Prohibited investments include, but are not limited to the following:

- a. Derivative Investments
- b. Commodities and Future Contracts
- c. Private Placements
- d. Options
- e. Limited Partnerships
- f. Venture-Capital Investments
- g. Real Estate Properties
- h. Interest-Only (IO), Principal-Only (PO), and Residual Tranche CMOs

SECTION 3. **Prohibited Transactions.** Prohibited transactions include, but are not limited to the following:

- a. Short Selling
- b. Margin Transactions