BYLAWS OF THE DAIRYLAND THEATRE ORGAN SOCIETY
As adopted and amended through January 12, 2024

ARTICLE I
Name And Principal Office

Section 1.1. NAME. The name of the organization, a not-for-profit corporation organized under the laws of the State of Wisconsin, shall be Dairyland Theatre Organ Society, Inc., and hereinafter referred to as DTOS. DTOS is a chapter of the American Theatre Organ Society (ATOS).

Section 1.2. PRINCIPAL OFFICE. The principal office for the transaction of the business of DTOS shall be located at such a place as may be from time to time determined by the Board of Directors. The Board is hereby granted full power and authority to change the principal office from one location to another.

ARTICLE II
Purpose

Section 2.1. NOT FOR PROFIT. DTOS is a not-for-profit non-stock corporation formed under the laws of the State of Wisconsin. DTOS is exclusively for public and charitable purposes and not for the private gain of any person.

Section 2.2. PURPOSE. The purpose of DTOS, as set forth in the Articles of Incorporation, includes the promotion of education in music and a common interest in the enjoyment of the theatre organ, the appreciation of its sound, its music, its traditions and history, its legends and memories, the promotion of interest in the restoration and preservation of theatre organs, the holding of organ concerts, and the education of others in the riches of the theatre organ tradition.

ARTICLE III
Membership

Section 3.1. CLASSES OF MEMBERSHIP. There shall be two classes of membership: “Primary Member,” and “Honorary Member.” Membership in DTOS is available to any person without regard to race, color, religion, sex, marital status, sexual orientation, national origin, handicap, disability, or age.

Section 3.2. PRIMARY MEMBER.

a. Benefits of Membership. A Primary Member (herein also “Member”) shall have the right to vote on any matter of business placed before the membership, to receive a subscription to the official newsletter of DTOS, to serve as a Director or Officer of the Board, to serve on committees of the Board, to attend Board meetings and to attend membership meetings and socials of DTOS. A Primary Member must also have and retain membership in the American Theatre Organ Society.

b. Family Membership. A Primary Membership may be a family membership comprised of one or more adults and/or dependent children living at the same address. A family membership is entitled to one vote and to one copy of each regularly issued Bartola newsletter, and only one individual in a family membership may serve on the Board of Directors at any one time.

c. Membership Categories and Dues. The Board may, from time to time, establish categories of Primary Membership and dues therefore.

Section 3.3. HONORARY MEMBER.

a. Nomination. The Board of Directors may from time to time nominate any person to receive an Honorary Membership if the Board feels that such person has demonstrated an outstanding degree of interest in the theatre pipe organ and the purposes of DTOS. The term of the Honorary Membership shall be at the discretion of the Board and shall be so stated at the time the individual is nominated to receive an Honorary Membership.

b. Election. The Members present at any annual or special meeting of DTOS shall vote whether to bestow an Honorary Membership on any person the Board has nominated for such a membership. A two-thirds majority of the Members present at such a meeting will be necessary to bestow an Honorary Membership.

c. Benefits Of Membership. An Honorary Member who maintains ATOS membership shall continue to enjoy the same benefits and privileges of a Primary Member except that the Honorary Member shall no longer be required to pay DTOS annual membership dues for duration of his Honorary Membership.

Section 3.4. SUBSCRIBERS. Any person may become a DTOS Subscriber. A Subscriber shall be entitled to one copy of each regularly issued Bartola newsletter, may attend membership meetings, and socials of DTOS. A Subscriber need not have or maintain separate membership in the American Theatre Organ Society. A Subscriber shall have no right to vote on matters of business placed before the membership, nor shall a Subscriber be eligible to hold office on the Board.

Section 3.5. TRANSFER OF MEMBERSHIP. No member may transfer or assign his or her Membership.

Section 3.6. TERMINATION AND RESIGNATION OF MEMBERSHIP. Any membership may be terminated for cause by an affirmative vote of two-thirds of the members of the Board. Written notice of termination, stating the effective date and the reason(s) for the action, shall be sent immediately to the member by first class, certified, or registered mail. The effective date of termination shall be at least 15 days after the mailing of the notice. The member being terminated shall have the right of appeal to the Board not less than five (5) days before the effective date of termination. Such appeal may be made orally or in writing; if oral, the Board shall notify the member in a timely manner of the date, time and place of the hearing. The decision of the Board following an appeal shall be final. Any person whose membership has been terminated by the Board action shall be entitled to a prorated refund of dues paid. Any member may resign from DTOS by submitting to the Secretary a written statement of resignation, specifying a future date on which the resignation is to become effective. A member resigning from DTOS shall not be entitled to any prorated refund of dues, fees, or assessments.

ARTICLE IV
Board Of Directors

Section 4.1. POWERS. Subject to the limitations of the Articles Of Incorporation, these Bylaws, and applicable law, all of the corporate powers of DTOS shall be exercised by or under the authority of the Board of Directors (herein the “Board”), and all business, property, and affairs of DTOS shall be managed by or under the direction of the Board.

Section 4.2. NUMBER AND QUALIFICATION OF OFFICERS AND DIRECTORS. The Board shall consist of nine (9) individuals which shall be limited to the four (4) Officer positions of President, Vice President, Secretary, Treasurer, and five (5) Directors-At-Large (herein "Director(s)"). Any Member having held continuous membership in DTOS for the six months prior to election may serve on the Board. There shall be no restriction on the number of consecutive terms on the Board which a Member may Serve.

Section 4.3. IMMEDIATE PAST PRESIDENT AS ADVISOR TO BOARD. When the person holding the office of President ceases to hold that office, such person shall be the Immediate Past President for a period of one year following the end of his or her service as President. The Immediate Past President shall serve as an advisor to the Board but shall have no right to vote on any matters before the Board.

Section 4.4. BOARD NOMINATION AND ELECTION PROCEDURES.

a. Schedule And Notice Of Elections. Elections for positions on the Board shall take place each year at the Annual Meeting. Notice of the election and election procedures shall be published in the Bartola or included in a special mailing, which, in either case, shall be sent to the membership at least two weeks prior to the date of the Annual Meeting.

b. Election Procedure. Any nominations for Officers or Directors, including any nominations from the Nominating Committee, shall be made from the floor at the Annual Meeting. Nomination and election of Officers and Directors shall be conducted in the following order: (1) President; (2) Vice-President; (3) Secretary; (4) Treasurer; (5) Director(s).

c. Voting. Board members, including the Directors and Officers, shall be elected by the Members. If there are two or more nominees for the same Board position, voting shall be conducted by written ballot.

Section 4.5. VACANCIES. Vacancies caused by death, resignation, or removal of any Board member shall be filled only by appointment by the Board of Directors, or by the President subject to confirmation by the Board. Any such appointment shall be for the balance of the unexpired term of the Board member being replaced.

Section 4.6. REMOVAL. The Members may remove, with or without cause, any Officer and/or Director elected by them. A Director or Officer may be removed under this Section only if the number of votes cast to remove the Director or Officer would be sufficient to elect the Director or Officer at an Annual Meeting to elect Directors and Officers.

ARTICLE V
Committees

Section 5.1. APPOINTMENT OF COMMITTEES. The Board may from time to time authorize such committees as it deems necessary or appropriate to conduct the business and further the objectives of DTOS. The President shall appoint all committees authorized by the Board. Any committee having the authority of the Board shall have two or more members of the Board appointed to it.

Section 5.2. POWER AND AUTHORITY OF COMMITTEES. Subject to any limitation in the Bylaws, Articles of Incorporation, or by operation of law, the Board may delegate to any committee having the authority of the Board, any of the powers and authority of the Board in the management of the business and affairs of DTOS, except in the following: (a) the approval of any action for which the Wisconsin Nonprofit Corporation Law also requires the approval of members of DTOS; or (b) the filling of vacancies on the Board or in any

committee which has the authority of the Board; or (c) the amendment or repeal of Bylaws or the adoption of new Bylaws; or (d) the amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable; or (e) the appointment of committees of the Board or the members thereof; or (f) the approval of any expenditure greater than $1,000.

Section 5.3. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee consisting of at least two Board members at a Board meeting prior to the Annual Meeting. The Nominating Committee shall be responsible for conducting the Board election at the Annual Meeting.

Section 5.4. AUDIT COMMITTEE. The President shall appoint an Audit Committee to review and examine the Treasurer's financial report. The Audit Committee shall present its findings to the Board at least once annually, or at such other time as may be directed by the Board.

ARTICLE VI
Officers

Section 6.1. TERM OF SERVICE.

a. Generally. Except as otherwise provided in these Bylaws, all duly elected Officers shall serve for a term of one (1) year, beginning on January 1st of the year in which elected and ending on December 31st.

b. Failure To Elect Officers At Annual Meeting. In the event that the Members do not elect an Officer in accordance with Section 4.4 of these Bylaws prior to the expiration of an Officer's term, the Officer shall continue to serve as an Officer until the Officer's successor shall have been elected.

Section 6.2. PRESIDENT. The President shall be the Chief Executive Officer of DTOS and, subject to the control and supervision of the Board, shall be generally responsible for the supervision, direction, and control of DTOS. The President shall preside at all membership meetings and meetings of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 6.3. VICE-PRESIDENT. The Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers and be subject to all of the restrictions of the President.

Section 6.4. SECRETARY. The Secretary shall keep a record of the minutes of all membership meetings, Board meetings, and other proceedings. The Secretary shall maintain a list of all names, addresses, phone numbers and available email addresses of memberships as provided by the Membership Secretary. The Secretary shall also maintain a file of all official documents and contracts having legal significance to DTOS.

Section 6.5. TREASURER. The Treasurer shall keep or cause to be kept, and maintain adequate, correct books of account of cash and other assets of DTOS. The Treasurer shall deposit, or cause to be deposited, monies in such repositories as are designated by the Board and shall render to the President or the Board, upon request, statements of the financial condition of DTOS.

Section 6.6. PROGRAM DIRECTOR. The Program Director shall be responsible for coordinating all aspects of club events, while operating within the approved programming budget as approved by the board of directors. The Program Director shall work alongside the Bartola Editor and Communications Director to communicate events to our stakeholders.

Section 6.7. PUBLIC RELATIONS DIRECTOR. The Public Relations Director shall be responsible for all communications to our stakeholders and public outreach. This includes management of the club's public profile through internet platforms or other media.

ARTICLE VII
Directors

Section 7.1. TERM OF SERVICE.

a. Generally. Each duly elected Director shall serve for a term of three (3) years, beginning on January 1st of the year in which elected and ending on December 31st of the year in which the term expires. A term of less than three years may be served pursuant to Section 4.5.

b. Staggered Terms For Directors. In accordance with Section 181.0806 of the Wisconsin Statutes, the Directors shall be divided into three (3) classes. Each year, only one class of Directors shall be elected, such that terms of all Directors shall remain staggered.

c. Failure To Elect Directors At Annual Meeting. In the event that the Members do not elect a Director in accordance with Section 4.4 of these Bylaws prior to the expiration of a Director's term, the Director shall continue to serve as a Director until the Director's successor shall have been elected.

Section 7.2. DUTIES OF DIRECTORS. The Directors shall serve in any capacity the Board may from time to time determine.

ARTICLE VIII
Membership Meetings

Section 8.1. ANNUAL MEETING. DTOS shall have one Annual Meeting of the membership (herein "Annual Meeting"). At the Annual Meeting, the President may make an oral report of the activities of DTOS during that year and any Committee reports may be presented. The person who is the President at the beginning of the Annual Meeting shall conduct the balance of the Annual Meeting following election of officers and directors, even if a new President shall have been elected. The Nominating Committee shall conduct the portion of the Annual Meeting relating to elections in accordance with the provisions of Section 4.4. The failure to conduct or hold an Annual Meeting does not affect the validity of any action of DTOS.

Section 8.2. SPECIAL MEETINGS. A special meeting of the membership may be called at any time for any purpose by the President or by the Board. A special meeting of the membership shall be called if at least 5% of the members entitled to vote sign, date, and deliver to any Officer or Director of DTOS one or more written requests for a special meeting describing the one or more purposes for which the meeting is to be held. At a special meeting so called, only matters set forth in the meeting notice shall be considered.

Section 8.3. NOTICE.

a. Method Of Notice. Notice of the time, date, and place of any annual or special meeting of the membership shall be sent to the membership by first-class mail not more than sixty (60) days and not less than ten (10) days prior to the meeting date.

b. Waiver of Notice. A member may waive any notice required by these Bylaws or by applicable law before or after the date and time stated in the notice. Except as otherwise provided herein, such a waiver must be in writing, be signed by the member entitled to notice, and be delivered to DTOS for inclusion in the minutes or filing with DTOS records.

c. Effect Of Attendance. A member's attendance at a meeting waives objection to all of the following: (1) lack of notice or defective notice, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; (2) consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 8.4. QUORUM.

a. Number Required. The quorum required for the transaction of any business at a meeting of the membership shall be 10% of the votes entitled to be cast on a matter.

b. Loss Of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 8.5. ACTION BY MEMBERS BY WRITTEN CONSENT. Any action required or permitted to be approved or taken by the membership may be taken without a meeting if the action is approved by at least 50% of the voting power of the membership. The action must be evidenced by one or more written consents describing the action taken, signed by the required number of members, and delivered to DTOS for inclusion in the minutes or filing with the corporate records. All signatures shall be dated and, in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members shall be counted.

Section 8.6. ACTION BY MEMBERS BY WRITTEN BALLOT. Any action required or permitted be taken by the membership may be taken by written ballot if DTOS delivers a written ballot to every member entitled to vote on the matter. Approval of any action submitted to the membership by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot includes a ballot transmitted or received by electronic means.

ARTICLE IX
Board Of Directors Meetings

Section 9.1. REGULAR MEETINGS. The Board may, but shall not be required to specify a time and place for one or more regular meetings to be held by the Board.

Section 9.2. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the President or by any two (2) Board members.

Section 9.3. NOTICE OF SPECIAL MEETINGS.

a. Method Of Notice. Notice of the date, time, and place of each special meeting of the Board shall be given to each Board member not less than 48 hours before the meeting if given personally, by telephone, or by electronic transmission and/or electronic mail (e-mail), and not less than five (5) days before the date of the meeting if given by first class mail.

b. Waiver Of Notice. Any Board member may waive any notice required by the Bylaws before or after the date and time stated in the notice. Except as otherwise provided by these Bylaws or by operation of law, the waiver must be in writing, signed by the Board member entitled to notice, and filed with the minutes or DTOS records.

c. Effect Of Attendance. A Board member’s attendance at or participation in a meeting waives any required notice of the meeting unless the Board member upon arriving at the meeting or before the vote on any matter not noticed in conformity with the Bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected to action.

Section 9.4. QUORUM AND VOTING.

a. Number Required. The quorum required for the transaction of any business by the Board shall be a majority of the members of the Board in office immediately before any Board meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board shall be the action of the Board, unless a greater number is required by the Articles of Incorporation, these Bylaws, or applicable law.

b. Loss of Quorum. The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Board members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 9.5. CONDUCT OF MEETINGS. Any or all Board members may participate in any meeting of the Board by, or conduct the meeting through the use of any means of communication by which all Board members so participating may simultaneously hear or read each other's communications during the meeting, and by which all communication during the meeting is immediately transmitted to each participating Board member, and each participating Board member is able to immediately send messages to all other participating Board members. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9.6. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Board members then in office.

ARTICLE X
Dues, Finance, And Staff Positions

Section 10.1. DUES. Each Member or Subscriber shall pay to DTOS dues in such sum as shall from time to time be determined by the Board. Such dues shall be paid prior to January 1st of each calendar year and will be effective through December 31st of that same year. Primary Members shall also separately maintain membership with the American Theatre Organ Society (ATOS). The annual dues so paid shall be the total of the Member's or Subscriber's financial obligation to DTOS.

Section 10.2. FISCAL YEAR. The fiscal year of DTOS shall be from January 1st through December 31st.

Section 10.3 MEMBERSHIP CHAIRMAN. The Membership Chairman shall be a staff position and shall maintain a record of all members; send bills for membership dues approximately one month before existing memberships expire; make provision for payment of dues at meetings or socials and to receive new members; turn over all collected dues to the Treasurer along with a record of such payments; keep a copy for himself which has been signed by the Treasurer and which is available for audit; report on status of paid-up memberships at regular intervals; maintain a register of names, addresses, phone numbers and available email addresses of members and Subscribers; send Bartola subscription renewal notices as required; provide the Secretary with updated copies of members; and cooperate with ATOS regarding the ATOS membership status of DTOS members.

Section 10.4. BARTOLA EDITOR. The Bartola Editor shall be a staff position and shall publish

the official newsletter of DTOS from time to time with a frequency to be determined by the Board. The Bartola shall be the official newsletter publication of DTOS and shall be a medium for transmitting official notices to the membership, as well as items of general interest, coming events, reviews of concerts, correspondence and such other items as may be appropriate.

Section 10.5. ADDITIONAL PERSONNEL. The President may appoint, subject to approval by the Board, any additional personnel as may be necessary, appropriate, and/or expedient to the Board. Such personnel positions may include a Publicity Chairperson, Social Chairperson, Historian, Auditing Chairperson, Concert Chairperson, and/or any other person or position the President or the Board shall from time to time deem necessary.

ARTICLE XI
Miscellaneous Provisions

Section 11.1. APPLICABLE LAW. These Bylaws shall be construed in accordance with the provisions of Wisconsin law and, where applicable, federal, state, and/or local law. Any reference in these Bylaws to any statute or regulation shall be interpreted to include any applicable revision or amendment thereof.

Section 11.2. SIGNATURE AUTHORITY. Except where otherwise authorized in writing by the Board, no person, other than the President, shall undertake any activity or enter into any agreement, written or oral, in the name of DTOS without the specific prior approval of the Board. Any action or signature of the President shall be subject to the approval of the Board.

Section 11.3. INSURANCE. The Board shall be responsible for obtaining adequate insurance for DTOS activities and assets.

Section 11.4. ACQUISITIONS. Any proposal for acquiring any asset must be submitted to the Board in writing. The Board must approve acquisitions and any expenditures involved.

Section 11.5. CORPORATE FILINGS. It shall be the duty of the Board to direct the Secretary and Treasurer to file all corporate reports required by federal and state agencies.

Section 11.6. PROXIES. No voting by proxy or by absentee ballot shall be permitted on any matter. This restriction applies to voting at membership meetings and board meetings.

Section 11.7. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Robert's Rules of Order shall govern all meetings of members and of the Board when applicable and practicable, provided they do not conflict with these Bylaws, with any policies, or special rules of order the Board may adopt, or with any provisions of applicable law.

Section 11.8. ELECTRONIC SIGNATURE. Any action required or permitted to be taken “in writing” under these Bylaws may be taken by means of an electronic signature, unless otherwise prohibited by applicable law. An electronic signature means any electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

ARTICLE XII
Dissolution

Section 12.1 DISTRIBUTION OF ASSETS. In the event of dissolution and winding up of DTOS, after paying or adequately providing for the payment of the debts, obligations and liabilities of DTOS, the remaining assets of DTOS shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIII
Amendments

Section 13.1. AMENDMENTS. The board may amend or repeal these Bylaws or adopt new Bylaws except to the extent that (a) the Articles of Incorporation or any applicable provision of the Wisconsin Statutes reserves that power exclusively to the membership; or (b) the membership, in adopting, amending, or repealing particular Bylaw, provides within that Bylaw that the board may not amend, repeal, or readopt that bylaw.

Section 13.2. EFFECTIVE DATE. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board or members of DTOS in adopting them provide that they are to become effective at a later date.