

COAA By-Laws

ARTICLE I - NAME

Section 1 - The name of this organization shall be the Carousel Organ Association of America, Inc., hereafter referred to as COAA.

ARTICLE II - PURPOSE

Section 1 - The purpose of this organization is to promote public awareness, education, preservation, enjoyment and knowledge of all outdoor mechanical musical instruments and their heritage.

ARTICLE III - MEMBERSHIP

Section 1 - Membership is open to all persons who have an interest in mechanical music. Ownership of an instrument is not required. Benefits of membership include participation in COAA functions, voting privileges and receipt of the COAA journal, "Carousel Organ."

Section 2 - A person is considered a COAA member upon receipt of annual membership dues payment.

Section 3 - The membership year shall be July 1 to June 30.

Section 4 - COAA membership is a household membership (persons with the same mailing address), with each household entitled to one vote on COAA business.

ARTICLE IV - FINANCES

Section 1 - The COAA is incorporated in the State of Ohio as a non-profit corporation. The fiscal year of the organization shall be January 1 to December 31.

Section 2 - The COAA shall be managed in accordance with an annual fiscal budget and generally accepted business practices for non-profit organizations.

Section 3 - The amount of annual membership dues and their manner of payment shall be determined by the Board of Directors.

Section 4 - Membership dues are payable annually, on or before July 1.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - The COAA Board of Directors, also referred to as the Board, shall consist of nine (9) voting members, which include four (4) Officers: President, Vice-President, Secretary and Treasurer, and five (5) Directors. Each Board Member may cast one vote.

Section 2 - The Board of Directors shall conduct the general business of the COAA.

Section 3 - Committee Chairmen, the Editor and the Immediate Past President are considered ex-officio Board members, with no voting privileges. Committee Chairmen concurrently serving on the Board of Directors retain their voting privileges in accordance with Section 1 above.

ARTICLE VI - OFFICERS

Section 1 - The Officers of COAA shall be President, Vice-President, Secretary, and Treasurer.

Section 2 - The President is the chief administrative officer of the organization, presiding at all Board meetings, and conducting all votes between scheduled meetings (see Article X, Section 5). The President shall volunteer time and talent to guide the organization in furthering the purpose of COAA as defined in Article II.

Section 3 - The Vice-President shall volunteer time and talent to guide the organization in furthering the purpose of COAA as defined in Article II. The Vice-President assumes the duties of the President in his/her absence.

Section 4 - The Secretary shall volunteer time and talent to keep a written record of all meetings and votes. The Secretary will record and submit written minutes of all meetings for approval by the Board and maintain a copy of those minutes for inspection. Approved meeting minutes shall be made available to any COAA member upon request. In the absence of the Secretary, any Board Member may volunteer to record meeting minutes. The Secretary, in cooperation with the Treasurer, shall maintain the official membership list in the absence of a Membership Chairman. On the expiration of the term of office, the Secretary shall, in an orderly and time-sensitive manner, turn over to their successor or the Board of Directors, all records held by him/her.

Section 5 - The Treasurer shall volunteer time and talent to manage the finances of COAA. The Treasurer shall receive all monies due or belonging to the organization, and deposit such monies in appropriate bank accounts or investments, in the name of the organization, satisfactory to the Board. The Treasurer shall pay all routine, reasonable and anticipated expenditures, and seek Board approval for extraordinary or unusual expenses. The Treasurer shall keep an accurate account of all money received or disbursed, and the accounting records shall at all times be open for inspection by the Board. The Treasurer shall prepare an annual budget and submit financial summaries for review and

approval by the Board. At the close of each fiscal year, a full accounting and financial status will be forwarded to Board members. On the expiration of the term of office, the Treasurer shall, in an orderly and time-sensitive manner, turn over to their successor or the Board of Directors, all monies, accounting records and documentation held by him/her.

Section 6 - Officers shall conduct themselves in a manner that will reflect positively on the organization. Officers shall recuse themselves from votes involving a conflict of interest.

Section 7 - The term of office for Officers shall be four years. Terms begin on February 1 and end four years later on January 31 or until their successors take office. Officers may not serve simultaneously as a Director.

Section 8 - Officers shall be elected by majority vote of the general membership that votes, by ballot supplied in the COAA journal, "Carousel Organ."

Section 9 - Officer vacancies that occur prior to the end of term may be filled by a majority vote of the Board of Directors.

Section 10 - An Officer may be removed from office by a majority vote of the Board of Directors.

ARTICLE VII - DIRECTORS

Section 1 - Directors shall volunteer their time and talents to advise and assist the Officers in furthering the purpose of COAA as defined in Article II. Directors shall conduct themselves in a manner that will reflect positively on the organization. Directors shall recuse themselves from votes involving a conflict of interest.

Section 2 - The term of office for Directors shall be four years. Terms begin on February 1 and end four years later on January 31 or until their successors take office. Directors may not serve simultaneously as an Officer.

Section 3 - Directors shall be elected by majority vote of the general membership that votes, by ballot supplied in the COAA journal, "Carousel Organ".

Section 4 - Director vacancies that occur prior to the end of term may be filled by a majority vote of the Board of Directors.

Section 5 - A Director may be removed from office by a majority vote of the Board of Directors.

ARTICLE VIII - ELECTIONS

Section 1 - Elections for Board members will be held on even numbered years.

Section 2 - A Nominating Committee will be appointed by the President, on odd numbered years, to solicit COAA members willing to serve the organization as a Board member.

Section 3 - Nominated members must approve their nomination before being placed on a ballot.

Section 4 - The Nominating Committee will present a list of nominees for office to the editor of the COAA Journal. The list will be published as a ballot in the January issue of the "Carousel Organ."

Section 5 - To promote continuity within the leadership of the organization, there shall be a staggering of terms for Officers and Directors, with elections every two years. Beginning in 2014, biennial elections will alternate between electing the President, Secretary, and two (2) Directors in one election and the Vice-President, Treasurer, and three (3) Directors in the other election. Transition to this system will be accomplished via the 2012 election wherein the offices of Vice-President and Treasurer shall be elected for a two-year term, and the President, Secretary, and two (2) Directors shall be elected for a four-year term.

ARTICLE IX - COMMITTEES

Section 1 - The Board of Directors may appoint permanent committees as necessary to conduct COAA activities. These committees may include non-Board members, and shall include the President as ex-officio member.

Section 2 - The President may appoint ad-hoc (temporary) committees as necessary to conduct COAA activities. These committees may include non-Board members, and shall include the President as ex-officio member. The President may not serve as a member of the Nominating Committee.

ARTICLE X - MEETINGS

Section 1 - Board of Director meetings, also referred to as Board meetings, are the official business meetings of the COAA, and are open to all COAA members and

invited guests.

Section 2 - The President shall call a Board meeting at least once a year. The time and date will be at the discretion of the President. At least one month's advance notice of the meeting will be given to Board members. The President shall submit a meeting agenda and Board materials to the Board members in advance of the meeting. Members may propose agenda items by forwarding them to the President.

Section 3 - A quorum of five Board members shall be required to hold a Board meeting. Participation in a Board meeting may be via telephone communications.

Section 4 - COAA business conducted at a Board of Directors meeting shall be decided by vote of the Board members. The affirmative vote of 5 Board members shall be necessary for the authorization or taking of any action voted upon by the Board.

Section 5 - In the event that Board action becomes necessary between scheduled Board meetings, issues may be discussed by means of electronic communications (telephone or email). Each Board member will be given the opportunity to discuss the issue. Voting procedure shall be conducted via email.

ARTICLE XI - ORGAN RALLIES AND OTHER EVENTS

Section 1 - Organ rallies and other events will be held to engage and educate the public and COAA members with outdoor mechanical musical instruments, promote the enjoyment and musical traditions of these instruments, encourage participation from members, and provide opportunities to solicit new members.

Section 2 - There shall be a minimum of two organ rallies scheduled each year. Locations will be as geographically diverse as possible in order to increase exposure to the general public.

Section 3 - COAA will not charge a fee to the general public.

ARTICLE XII - PUBLICATIONS AND WEBSITE

Section 1 - The official publication of the organization shall be a journal titled "Carousel Organ." In supporting the purpose of COAA as outlined in Article II, the journal shall publish articles relating to all aspects of the history, culture and technology of outdoor mechanical music.

Section 2 - The "Carousel Organ" shall be published by an editor designated by the Board of Directors. The Editor may be paid an amount agreed upon by the Board.

Section 3 - The Editor shall keep records of publication expenses and provide an annual report to the Board of Directors. Advertisements in the journal may be sold to help defray the cost of publication.

Section 4 - The Editor shall assist in coordinating the printing or publication of other documents deemed necessary by the Board of Directors.

Section 5 - The Editor may request assistance from COAA members to volunteer time and talent to assist with publications of the COAA.

Section 6 - The COAA may maintain an Internet website.

ARTICLE XIII - RULES OF ORDER

Section 1 - Robert's Rules of Order, latest edition, may be recognized as the authority governing the meetings of this organization in all cases not provided for in these bylaws or in the standing rules.

ARTICLE XIV - AMENDMENTS TO THE BYLAWS

Section 1 - To amend the bylaws of the COAA, an amendment proposal shall be submitted to the Board of Directors with the written endorsement of at least ten (10) members. Acceptable forms of endorsement include 1) signed, mailed letters, or 2) a petition. Endorsements must have the proposed amendment written/displayed on each page that contains a signature.

Section 2 - The bylaws of the COAA may be amended by a two-thirds (2/3rds) majority vote of the Board of Directors.

ARTICLE XV - DISSOLUTION

Section 1 - In the event of the dissolution of COAA, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the organization, transfer all COAA assets to a 501(c)(3) organization or institution designated and approved by the Board of Directors. No assets will remain in the hands of individual Officers, Board Members or general members of COAA.