



**AMENDED AND RESTATED BYLAWS
OF THE CHICAGO-MIDWEST CHAPTER OF THE ORGAN HISTORICAL SOCIETY**

1. GENERAL.

1.1 Organ Historical Society. The Organ Historical Society was organized in 1956. The Chicago-Midwest Chapter of the Organ Historical Society (the "Chapter") was founded in 1980 and incorporated in the State of Illinois in 1995.

1.2 Authority. These bylaws are subject to the articles of incorporation of the Chapter, as amended, and Illinois Nonprofit Corporation Law.

1.3 Effect of Bylaws. These bylaws restate and amend the current written by-laws of the Chapter, as amended, as they have been interpreted by the Board of Directors and practiced by the Chapter. In the event of any conflict between any prior practice, resolution, action, or policy of the Chapter or the Board of Directors relating to these bylaws, these bylaws shall prevail. Any practice, resolution, action, or policy of the Board of Directors or the Chapter inconsistent with these bylaws shall be void *ab initio*.

1.4 Registered Office. The Chapter shall maintain a registered office in Cook County, Illinois.

1.5 No Pecuniary Gain. The Chapter is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise.

1.6 Definitions. The following terms have the meanings given them in these bylaws.

(a) "Annual Meeting" means the annual meeting of the Chapter described in Section 6.1.

(b) "Board Members-at-large" is defined in Section 4.6.

(c) "Board of Directors" is defined in Section 4.3.

(d) "Bylaws" means these amended and restated bylaws of the Chapter.

(e) "Chapter" is defined in Section 1.1.

(f) "General Members" is defined in Section 3.2(a).

(g) "Honorary Members" is defined in Section 3.2(b).

(h) "Non-Voting Members" is defined in Section 3.3.

(i) "Officers" is defined in Section 4.4.

(j) "Organ" means the traditional wind-blown musical instrument with pipes.

(k) "Organizational Affiliate Members" is defined in Section 3.3.

(l) "Voting Members" is defined in Section 3.2.

2. PURPOSE. The Chapter is an international organization for friends of the organ. The purpose of the Chapter is:

- (a) To encourage, promote, and further an active interest in the organ and its builders, particularly those in the Midwest United States;
- (b) To collect, preserve, evaluate, and publish detailed historical and technical information about organs and organbuilders, particularly those in North America;
- (c) To use its good office and influence to have significant organs, particularly those in the Midwest United States, preserved in their original condition or carefully restored; provided, however, that this clause (c) shall not require the Chapter to expend its funds to preserve or restore significant organs;
- (d) To provide members of the Chapter with opportunities for meetings and for the discussion of topics related to the organ;
- (e) To publish its journal and other materials;
- (f) To establish other programs; and
- (g) To conduct other lawful acts consistent with this Section 2.

These bylaws shall be read and the Chapter's activities shall be undertaken in a manner not inconsistent with this Section 2.

3. MEMBERSHIP.

3.1 General. The membership of the Chapter shall be divided into two (2) classes: Voting Members (Section 3.2) and Non-Voting Members (Section 3.3). Membership in the Chapter shall not be denied on the basis of race, religion, gender, sexual orientation, national origin, marital status, disability, or any other protected class. Membership in the Chapter may be denied or withdrawn by the Board of Directors, if, in the sole discretion of the Board of Directors, a potential member or member does not support the purposes of the Chapter.

3.2 Voting Members. Voting Members consist of General Members and Honorary Members.

(a) General Members. General Members shall consist of persons who support the purposes of the Chapter and who have paid the dues and fees set by the Board of Directors. As long as they maintain their standing as members of the Chapter, General Members shall (1) be eligible for election to the Chapter Board of Directors (as long as otherwise eligible); (2) be eligible to serve on committees of the Chapter; (3) be eligible to vote in Chapter elections; (4) receive the journal of the Chapter; and (5) have such other benefits and privileges as the Board of Directors may from time to time determine.

(b) Honorary Members. Honorary Members shall consist of those individuals who have made a distinguished contribution to the furtherance of the purposes of the Chapter. Honorary Members shall be nominated by five (5) General Members and shall be approved by (1) the Board of Directors and (2) the general membership of the Chapter at an Annual Meeting. Honorary Members shall be exempt from dues and fees set by the Board of Directors but shall otherwise have the rights of General Members.

3.3 Non-Voting Members. Non-Voting Members shall consist of Organizational Affiliate Members. Organizational Affiliate Members shall consist of: (1) individuals who (A) are members of other organizations which, by approval of the Board of Directors, are affiliated with the Chapter or receive the journal of the Chapter and (B) pay dues and fees as set by mutual agreement of the Chapter and such other organization; and (2) organizations which (A) receive the journal of the Chapter and (B) pay dues and fees set by the Board of Directors.

3.4 Membership Subclasses. The Board of Directors may designate subclasses of membership among Voting Members and Non-Voting Members (for example, student and senior memberships within General Members) and establish criteria and privileges for each membership subclass.

3.5 Good Standing Defined. Throughout these bylaws, members are assumed to be in good standing. A member in good standing is a member who is current with his, her, or its dues, fees, and debts to the Chapter.

4. ORGANIZATION AND GOVERNANCE.

4.1 General. Except as provided in Section 5, all powers enumerated by the Illinois Nonprofit Corporation Law or otherwise vested by law in the Chapter shall be exercised by or under the authority of, and the business and affairs of the Chapter shall be managed under the direction of, the Board of Directors.

4.2 Duties and Responsibilities. Without limitation to the authority granted in the first sentence of Section 4.1, the Board of Directors is specifically charged with the following duties and responsibilities: (a) to approve candidates to honorary membership, (b) to assess and collect dues and fees, (c) to invest and appropriate the funds of the Chapter, (d) to determine the place and time for the Annual Meeting, (e) to arrange the order of business for meetings, (f) to employ and engage such staff and other personnel as are necessary to conduct the business of the Chapter, (g) to appoint such committees and individuals as are needed for the work of the Chapter, (h) to fill vacancies among Board of Directors members, (i) to enact and amend policies and procedures of the Chapter, (j) to amend these bylaws, or, if approval of the Chapter membership is required to amend these bylaws, to recommend amendments of these bylaws to the Chapter membership for approval, and (k) to take such action necessary for the orderly operation of the Chapter.

4.3 Board of Directors. The Board of Directors consists of duly-elected Voting Members of the Chapter. Members of the Board of Directors shall be natural persons of full age and members in good standing of the Chapter. At least one (1) member of the Board of Directors shall have residence within Cook County, Illinois.

4.4 Board of Directors Officers. The President (Section 4.5(a)), the Secretary (Section 4.5(c)) and the Treasurer (Section 4.5(c)) are the Officers of the Board of Directors of the Chapter. The Officers shall have such powers and duties as generally pertain to their respective offices, as well as the powers and duties set forth in these bylaws.

4.5 Officers. The Officers are the President, the Secretary, and the Treasurer.

(a) President. The President is the chief executive officer of the Chapter. The President shall preside at all meetings of the Chapter and of the Board of Directors, shall be (except as otherwise provided in these bylaws or as determined by the Board of Directors) *ex officio* a member of all special and standing committees of the Chapter, and shall perform such other duties as designated by the Board of Directors.

(b) Secretary. The Secretary shall keep, or cause to be kept, lists of members of the Chapter and shall cause the records of the Chapter to be kept in proper order. The Secretary shall also be custodian of the corporate seal, and shall be responsible for recording the proceedings of the meetings of the Chapter and of the Board of Directors. The Secretary shall perform such other duties as designated by the Board of Directors. In the absence or disability of the President, the Secretary shall perform the duties and exercise the powers of the President.

(c) Treasurer. The Treasurer shall have general supervision over the management of the funds of the Chapter; keep, or cause to be kept, full and accurate records and accounts of receipts and disbursements in books belonging to the Chapter; and deposit, or cause to be deposited, all monies and other valuable effects in the name of and to the credit of the Chapter. Prior to the close of the fiscal year of the Chapter, the Treasurer shall prepare, or cause to be prepared, a budget for the next fiscal year for presentation to the Board of Directors for its approval. An annual budget and an annual Treasurer's report shall appear no less frequently than once a year in the journal of the Chapter. The Treasurer shall perform such other duties as designated by the Board of Directors.

4.6 Board Members-at-large. The Board of Directors shall have four (4) Members-at-large. The Board of Directors may from time to time determine the specific areas of work of the Chapter and the Member-at-large assigned to each specific area of work. The Board of Directors shall assign a Member-at-large to chair or be a liaison to each standing committee.

4.7 Terms of Office. The President, the Secretary, the Treasurer, and Members-at-large shall hold office for two (2) years or until his or her successor is duly elected. The terms of Board of Directors Members shall begin at the conclusion of the Annual Meeting of

the Chapter, but in any case no later than on 1 October of that calendar year. No Board of Directors Officer may serve more than two (2) elected consecutive terms in the same office. A Board of Directors Officer may later serve in the same office if such later term(s) of service are non-consecutive to the earlier term(s) of service.

4.8 Elections. Elections for Board of Directors Members shall be held at the Annual Meeting of the Chapter held each year. The term of the President, the Secretary, and the first group of two (2) Members-at-large shall expire in 2009, 2011, 2013, etc. The terms of the Treasurer and the second group of two (2) Members-at-large shall expire in 2008, 2010, 2012, etc.

4.9 Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per year. The regular meetings of the Board of Directors shall be held at a time and a place determined by the Board of Directors.

4.10 Special Meetings. The Board of Directors may hold a special meeting if called by the President or three (3) Board of Directors Members. A special meeting shall be held at a time and a place determined by the President or the three (3) Board of Directors Members, as the case may be.

4.11 Notice of Meetings.

(a) The Secretary shall give Board of Directors Members written notice of the date, time, and place of each regular and special meeting of the Board of Directors. Such notice shall be given as provided in Section 4.12(b) no less than fourteen (14) days before the date of a regular meeting or a special meeting.

(b) Notice of the regular meetings need not state the purpose or purposes for which the meeting is called. Notice of a special meeting must state the purpose or purposes for which the meeting is called.

(c) A draft agenda of matters to be considered at a regular or a special meeting of the Board of Directors shall be distributed by the Secretary to all Board of Directors no less than three (3) days before the date of such meeting.

(d) If a regular or special meeting is adjourned, recessed, or continued to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

4.12 Notice.

(a) Notice must be in writing.

(b) Notice may be communicated (i) in person; (ii) by telegraph, teletype, or other form of wire or wireless communication; (iii) by electronic transmission ("e-mail"); (iv) by facsimile transmission; (v) by United States mail; or (vi) by private courier or delivery service.

(c) Written notice, if in a comprehensible form, becomes effective at the earliest of the following:

- (1) When received;
- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postage prepaid and correctly addressed; or
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

4.13 Waiver.

(a) A Board of Directors Member may waive any notice required by these bylaws before or after the date and time stated in the notice, and such waiver is equivalent to the giving of such notice. Except as provided in Section 4.13(b), the waiver must be in writing, signed by the Board of Directors Member entitled to the notice, and filed with the minutes or records of the Chapter.

(b) A Board of Directors Member's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Board of Directors Member at the beginning of the meeting, or promptly upon his or her arrival, objects to holding

the meeting or transacting business at the meeting and, if a Board of Directors Member, does not thereafter vote for or assent to action taken at the meeting.

4.14 Telephone Meetings. One or more Board of Directors Members or other persons may participate in a regular or special meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.14 shall constitute presence in person at the meeting.

4.15 No E-Mail Meetings. Board of Directors Members may communicate by electronic transmission ("e-mail") but such communications do not constitute a meeting of the Board of Directors. Board of Directors Members may give written consent to an action of the Board of Directors (Section 4.18) by electronic transmission.

4.16 Meetings Public. Meetings of the Board of Directors are public and members of the Chapter and other interested individuals are invited to attend Board of Directors meetings as observers. Unless recognized by the President or other presiding officer at a meeting (which recognition is at the discretion of the President or other presiding officer), observers have no right to be heard at a meeting of the Board of Directors.

4.17 Executive Session. Notwithstanding Section 4.16, the Board of Directors may from time to time choose to meet in executive session to discuss sensitive matters such as (without limitation) litigation, personnel matters, or complaints against a member of the Chapter or the Board of Directors. To "meet in executive session" means that only Board of Directors Members are permitted to be present to participate in the discussion and the action taken, if any; provided, however, that if a matter to be discussed in executive session concerns a Board of Directors Member, that Board of Directors Member may be excused from that portion of the executive session.

4.18 Action by Unanimous Written Consent. Action required or permitted by these bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all Board of Directors Members then in office. The action shall be evidenced by one or more written consents stating the action taken, signed by each Board of Directors Member either before or after the action taken (including a signature by electronic transmission), and included in the minutes or filed with the records of the Board of Directors reflecting the action taken.

4.19 Quorum and Voting.

(a) A quorum of the Board of Directors consists of four (4) or more Board of Directors Members.

(b) The act of the Board of Directors requires (1) that a quorum be present when a vote is taken and (2) the affirmative vote of a majority of the Board of Directors Members present, except (A) that actions under Sections 4.20 (vacancy in Board of Directors) and 4.21 (declared vacancy), require a majority vote of all Board of Directors Members then in office and (B) that actions under Section 9.1 (amendment of bylaws) and Section 9.2 (amendment of bylaws) require an affirmative vote of five (5) Board of Directors Members.

(c) If these bylaws require the majority vote of all Board of Directors Members then in office and the Board of Directors Members then in office constitute fewer than a quorum of the Board of Directors, the affirmative vote of a majority of the Board of Directors Members remaining in office is sufficient.

(d) A Board of Directors Member who is present at a meeting of the Board of Directors or a committee of the Board of Directors when action is taken is deemed to have assented to the action taken unless: (1) the Board of Directors Member objects at the beginning of the meeting, or promptly upon the Board of Directors Member's arrival, to holding it or transacting specified business at the meeting; or (2) the Board of Directors Member votes against, or abstains from, the action taken.

4.20 Vacancies. If a vacancy occurs among Board of Directors Members other than the President, the Board of Directors by majority vote of all Board of Directors Members then in office may fill the vacancy. A vacancy in the office of President shall be filled by the

Secretary, in which case the Secretary shall fill the remaining term of the President and the vacancy in the office of Secretary shall be filled as set forth in the first sentence of this Section 4.20.

4.21 Declared Vacancy. The Board of Directors by majority vote of all Board of Directors Members then in office may declare vacant the office of a Board of Directors Member if such individual (a) is declared of unsound mind by an order of court, (b) is convicted of a felony, (c) does not accept his or her office either in writing or by attending a meeting of the Board of Directors, (d) is incapable of fulfilling his or her office, (e) is chronically absent from meetings of the Board of Directors (defined as absent without good cause two (2) of any three (3) consecutive meetings), (f) refuses or fails to fulfill the minimum standard of his or her duties as a Board of Directors Member, (g) has committed fraudulent or dishonest acts, (h) has committed gross abuse of authority or discretion with reference to the Chapter, or (i) is no longer a member in good standing of the Chapter.

4.22 Resignation. A Board of Directors Member may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.23 Standard of Care.

(a) A Board of Directors Member stands in a fiduciary relation to the Chapter and shall perform his or her duties as a Board of Directors Member, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Chapter and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

(b) In performing his or her duties, a Board of Directors Member is entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more other Board of Directors Members or employees of the Chapter whom he or she reasonably believes to be reliable and competent in the matters presented.

(2) Legal counsel, public accountants, or other persons as to matters which he or she reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee he or she reasonably believes to merit confidence.

(c) A Board of Directors Member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

4.24 No Personal Liability of Board of Directors Members; Indemnification.

(a) Except as otherwise provided in these bylaws, a Board of Directors Member shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Chapter and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A Board of Directors Member who so performs his or her duties shall not be liable by reason of having been a Board of Directors Member.

(b) A Board of Directors Member shall not be personally liable as a Board of Directors Member for monetary damages for any action taken unless:

(1) He or she has breached or failed to perform the duties of his or her office or position under these bylaws; and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

(c) The personal liability of Board of Directors Members and other employees and agents of the Chapter shall be limited to the fullest extent permitted by law.

4.25 Conflict of Interest Transactions.

(a) No contract or transaction between the Chapter and one or more Board of Directors Members or between the Chapter and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are Board of Directors Members, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Board of Directors Member is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

(1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of Directors in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Board of Directors Members even though the disinterested Board of Directors Members are less than a quorum (but subject to Section 4.25(b)); or

(2) The contract or transaction is fair as to the Chapter as of the time it is authorized, approved, or ratified by the Board of Directors.

(b) A contract or transaction may not be authorized, approved, or ratified under this Section 4.25 by a single Board of Directors Member.

(c) Interested Board of Directors Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in Section 4.25(a).

5. COMMITTEES.

5.1 General. The Board of Directors may create one or more committees (Section 5.3). These bylaws also establish a Nominating Committee (Section 5.4) which has those powers granted to it. Committees (whether called a committee or otherwise), except the Nominating Committee, are committees of the Board of Directors and subject to the Board of Directors.

5.2 Ex Officio Defined. *Ex officio* membership on a committee means that the individual so designated is a non-voting member of such committee, unless otherwise established by the Board of Directors. An *ex officio* member of a committee is entitled to receive notice of meetings and participate in meetings, but has no vote, unless otherwise established by the Board of Directors.

5.3 Committees.

(a) The Board of Directors may create one or more committees and appoint individuals to serve as members of each committee. A committee may be a standing committee of unlimited duration (until terminated by the Board of Directors) or an *ad hoc* or special committee of limited duration. A committee will perform those tasks and have the responsibilities delegated to it by the Board of Directors. A committee will normally have at least three (3) members, (i) all of which will be Board of Directors Members or (ii) at least one of which should be a Board of Directors Member and the others will normally be members of the Chapter. The members of each committee serve at the pleasure of the Board of Directors. The action of a committee is subject to reversal or rescission by the Board of Directors.

(b) The creation of a committee requires the approval of the Board of Directors. The appointment of committee members will normally be approved by the Board of Directors, although the Board of Directors may delegate the appointment of committee members to the chair of that committee or to one or more Board of Directors Members. The President may appoint committee members *pro tem* until their approval by the Board of Directors.

(c) The provisions of these bylaws which govern meetings, action without meetings, notice and waiver of notice, and voting requirements of the Board of Directors, apply to committees and their members as well. A majority of the members of a committee shall be necessary to constitute a quorum of that committee for the transaction of business. A committee may establish its own operating procedures not inconsistent with these bylaws, subject to the approval of the Board of Directors.

(d) The provisions of Illinois Nonprofit Corporate Law and these bylaws relating to fiduciary duty (Section 4.23), indemnification (Section 4.24) and conflict of interest (Section 4.25) and of other provisions of law applicable to the Board of Directors and to Board of Directors Members individually shall be applicable also to the committees and their members individually.

(e) Each committee may exercise the authority of the Board of Directors (if such authority has been so delegated by the Board of Directors), except that a committee may not:

- (1) Fill vacancies on the Board of Directors or on any of its committees;
- (2) Set the compensation of the Chapter's employees, staff, agents, or consultants;
- (3) Amend these bylaws;
- (4) Take action on matters committed by these bylaws or a resolution of the Board of Directors to another committee; or
- (5) Vote to dissolve the Chapter or dispose of its assets.

5.4 Nominating Committee.

(a) The Nominating Committee shall nominate candidates for the Board of Directors. The Nominating Committee may also suggest individuals for committee positions to the Board of Directors.

(b) The Nominating Committee shall have three (3) members, all of whom shall be Voting Members of the Chapter. The term of office shall be two (2) years. There shall be no *ex officio* members of the Nominating Committee. Members of the Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall include one Board of Directors Member. The Committee Chair will be the Board of Directors Member.

(c) Members of the Nominating Committee shall be appointed in even-numbered years.

(d) The Nominating Committee will prepare a slate consisting of a minimum of one (1) candidate for each elective position being vacated on the Board of Directors. This slate is to be presented in the journal of the Chapter.

(e) The provisions of Section 5.3(a) and Section 5.3(b) of these bylaws do not apply to the Nominating Committee.

6. MEETINGS OF THE CHAPTER.

6.1 Annual Meeting. The Chapter shall hold an Annual Meeting open to all Voting Members to conduct such business as may be properly brought before the Voting Members. Non-Voting Members and other individuals who are not Voting Members may attend the Annual Meeting of the Chapter. The Annual Meeting shall in no case be held later than 1 October of that calendar year. Notice of the Annual Meeting to Voting Members shall be made in writing at least thirty (30) days prior to the meeting date.

6.2 Agenda. The agenda of the Annual Meeting may include reports from Officers, Board of Directors Members-at-large, and members of committees on the work and financial condition of the Chapter. Additional items for inclusion on the agenda of the Annual Meeting may be submitted by Voting Members of the Chapter, in writing, to the Board of Directors for consideration and approval at its meeting prior to the Annual Meeting.

6.3 Authority of Members. The authority of Voting Members of the Chapter is limited to (a) submitting items to the Board of Directors for consideration on the agenda of the Annual Meeting (Section 6.2), (b) the nomination of Board of Directors Officers and Members-at-large by petition (Section 7.1), (c) the election of Board of Directors Officers and Members-at-large (Section 7.2), and (d) the approval of amendments to these bylaws (Section 9.2). Any other action or resolution of the Voting Members of the Chapter at an Annual Meeting is advisory only and not binding on the Board of Directors.

6.4 Quorum. At all meetings of the Chapter the presence of not fewer than five (5) Voting Members shall be necessary and sufficient to constitute a quorum for the transaction of any business.

6.5 Robert's Rules of Order. Subject to Section 6.2 and Section 6.3, all meetings of members of the Chapter shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, current edition.

7. NOMINATIONS AND ELECTIONS.

7.1 Nominations for Board of Directors Officers and Members-at-large. The Nominating Committee shall present its slate of candidates for Board of Directors Officers and Members-at-large to the Voting Members for publication in the Chapter's journal. Additional nominations for Board of Directors Officers and Members-at-large may be made by petitions signed by at least ten (10) Voting Members. Such petitions must be postmarked no later than thirty (30) days after the publication of the slate to the Voting Members of the Chapter. The official slate, consisting of the slate proposed by the Nominating Committee, together with any nominations by the petition of Voting Members, will be mailed with the ballot.

7.2 Elections. Elections shall be by direct ballot, whether cast by mail or in person. Ballots shall be mailed no later than thirty (30) days prior to the Annual Meeting to Voting Members of record at the time of the mailing. Voting Members will receive instructions to mail completed ballots to a designated person at the site of the Annual Meeting. In lieu of sending a completed ballot to the designated person at the site of the Annual Meeting, Voting Members may also cast their vote directly at the Annual Meeting. Ballots will be distributed in no other manner and will not be available at the Annual Meeting. Ballots received after the Annual Meeting of the Chapter will be invalid. Tellers, appointed by the President, will rank the candidates for each office in order according to the votes received. Ballots shall be retained until the next election of the Chapter. A plurality of votes cast shall be sufficient for election to an office.

8. DISSOLUTION. Upon the dissolution or winding up of the Chapter, all remaining assets and property of the Chapter, if any, shall, after necessary expenses thereof, if any, be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, and has a purpose compatible with the purpose of the Chapter.

9. AMENDMENT.

9.1 Amendment by Board of Directors. Except as provided in Section 9.2, these bylaws may be amended by an affirmative vote of five (5) Board of Directors Members.

9.2 Amendment by Board of Directors and Chapter Members. Sections 3.2 (Voting Members), 4.3 (Board of Directors), 4.4 (Board of Directors Officers), 4.6 (Board Members-at-large), 4.7 (Terms of Office), 4.8 (Elections), 4.19 (Quorum and Voting), 5 (Committees), 6.1 (Annual Meeting), 6.3 (Authority of Members), 6.4 (Quorum), 7.1 (Nominations for Board of Directors), 9 (Amendment of Bylaws) of these bylaws may be amended only by an affirmative vote of five (5) Board of Directors Members and approval by the Voting Members of the Chapter. Approval of amendments to the bylaws by the Voting Members of the Chapter shall be by direct ballot following the procedures described in Section 7.2 and need not take place with a regular election of the Chapter.

10. MISCELLANEOUS.

10.1 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules and construction, and definitions contained in the Illinois Nonprofit Corporation Law govern the construction of these bylaws. Without limiting the generality of the foregoing, the singular number includes the plural and the plural number includes the singular.

10.2 Contracts. The Board of Directors may authorize the President, the Secretary, the Treasurer, one or more Board of Directors Members-at-large, or any one or more of them, or an agent or agents, or an employee or employees, to enter into any contract or execute any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer,

agent, or employee has any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

10.3 Fiscal Year. The fiscal year of the Chapter is from July 1 to June 30 of the following year.

10.4 Dedication of Chapter. The Chapter is irrevocably dedicated to charitable purposes. No part of the income of the Chapter shall inure to the benefit of any Board of Directors Member, any member of the Chapter, or any individual, and no individual is entitled to share in the distribution of any assets of the Chapter on dissolution of the Chapter.

10.5 Tax Requirements. The Board of Directors shall knowingly take no action which may jeopardize the tax-exempt status of the Chapter.

10.6 Transitional Provision. Board of Directors Members and all members of committees and governing boards in office immediately prior to the adoption of these bylaws shall remain in the same office for the same term upon adoption of these bylaws. If one or more of the aforementioned individuals are ineligible to serve in an office or on a committee by virtue of differences between the prior by-laws and these bylaws, such individual(s) may continue to serve until the next election or the next appointment of committee members.

10.7 Effect. These bylaws shall take effect upon approval by the Board of Directors and by the membership of the Chapter.

CERTIFICATE OF SECRETARY

I am the duly elected, qualified, and acting Secretary of the Chicago-Midwest Chapter of the Organ Historical Society. The above and foregoing Amended and Restated Bylaws of the Chicago-Midwest Chapter of the Organ Historical Society were adopted on July 1, 2006, by the members of the Board of Directors of the Chicago-Midwest Chapter of the Organ Historical Society and on July 1, 2006, by a vote of the members of the Chapter.

IN WITNESS WHEREOF, I have hereunto set my hand effective July 1, 2006.

DEREK E. NICKELS, SECRETARY