

AMICA BY-LAWS

Approved June, 2010

For the sake of consistency, all members mentioned in this document, whether male or female, shall be referred to in the masculine gender.

ARTICLE I

NAME

Section 1. The name of this organization is "Automatic Musical Instrument Collectors' Association International, Inc.," abbreviated as "AMICA", and hereinafter referred to as the Association or AMICA.

Section 2. The headquarters of the Association shall be designated by the Board of Directors.

Section 3. The seal of the Association shall be circular in outline, containing a representation of a roll for a mechanical musical instrument, and shall include the legends "Established 1963". "San Francisco, California", "AMICA", "Automatic Musical Instrument Collectors' Association, International, Inc.", or appropriate abbreviations thereof.

Section 4. The Association shall be incorporated as a not-for-profit corporation recognized as such under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 5. The fiscal year of the Association shall run from January 1 to December 31.

ARTICLE II

OBJECTIVES

Section 1. The purposes and objectives of the Association shall include:

To provide an organization for collectors of automated musical instruments, such as roll operated player pianos and pipe organs, orchestrions, nickelodeons, and other automated musical instruments.

To promote the acquisition and distribution of instruments, recordings, and technical and historical information concerning these instruments.

To encourage the restoration of automatic musical instruments to a condition consistent with the original intent of their manufacture.

To discourage the destruction/dismantling of restorable automatic musical instruments or the irreversible modification of original instruments.

To acquaint collectors of services and repair possibilities available.

To encourage and assist in the production, distribution, and preservation of recordings, both reissues and new performances.

To educate the public about the historical and cultural significance of automatic musical instruments.

ARTICLE III

MEMBERSHIP

Section 1. Any person who supports the objectives of the Association may become a member.

Section 2. The Board of Directors may establish subclasses of membership, such as founding members, honorary members, or others, as indicated by conditions.

Section 2a. Founding Members. Founding Members are charter members of the founding chapter (San Francisco) and shall be designated as such. They shall be exempt from the payment of annual dues, but shall have all rights and privileges of membership in perpetuity.

Section 2b. Honorary Members. Honorary members are members of outstanding achievement in the fields of AMICA's interest. Nominations may be made by any two members. Such nominations shall be presented to the Board of Directors for action. Honorary members elected by the board shall be exempt from the payment of dues, but shall be ineligible to vote or hold office. Persons whose primary income is derived from their endeavors in the field of automatic music are excluded from nomination until they cease to derive that income from their activity in the field.

Section 3. Members of the Association agree to follow the By-laws as set forth by the Board of Directors. These Bylaws shall be published to the membership in an official publication at least once in every two-year period, and no changes shall be effective until six months after publication of their proposal.

Section 4. Non-compliance with the By-laws and Regulations shall be a cause for termination of membership, and determined by the Board of Directors. Membership may also be terminated by a written resignation delivered to the Membership Secretary, provided that there is no outstanding obligation to the Association.

Section 5. Membership dues shall be determined by the Board of Directors. Dues notices shall be sent to each member in a mailing distinct from publication in the Bulletin. Dues obligations begin on the first day of each fiscal year (January 1). A second notice, if required, shall be sent for any membership unpaid by February 1st. A membership unpaid on March 1st shall be considered as lapsed, and membership is automatically terminated. Reinstatement may be obtained by payment of current and/or accumulated dues, plus the lapsed membership fee as determined by the Board of Directors; or by application as a new member. Reinstated members will resume receiving AMICA Bulletins, but will not receive back issues from the period of membership lapse. Persons joining at times other than the beginning of a fiscal year shall pay

full dues for the current year and will be mailed copies of AMICA Bulletins for the year in which they joined.

Section 6. The established annual membership dues shall be for one or two members of the same household as long as each members' name is listed on the membership application or renewal. Each member is entitled to receive all benefits of membership, including the right to vote on matters presented to the membership for action, except that only one copy of each of the Bulletins, Directories or any other associated AMICA publications will be provided for each membership dues payment.

Section 7. Persons living in the same household as a member such as children, or others, may be invited to participate in any activities of the Association on a basis established by the sponsoring group; they shall not be entitled to vote unless separately enrolled as a member and paying current dues.

Section 8. Corporations. No provision is made for membership by corporations or other legal entities. However such legal entities may, with the approval of the Board of Directors, subscribe to the AMTCA NEWS BULLETIN for a fee to be set by the Board. The Library of Congress shall receive such a subscription at no cost. Any subscriber to the Bulletin may advertise in it at current published rates.

Section 9. Affiliated Societies and Organizations. Affiliated Societies and Organizations shall be classified into two categories, Commercial and Non-Commercial. Affiliation shall be made by action of the Board of Directors, and shall be re-evaluated on an annual basis. Requests for affiliation may be made to the Board of Directors by any AMICA member or other entity. All affiliates shall be listed in the Bulletin, and shall be sent a copy of the Bulletin.

Section 9a. Commercial Affiliation. AMICA shall only affiliate with a commercial organization if that affiliation will not result in direct commercial gain to that affiliation. (E.g.. A piano store may display AMICA membership materials and Bulletins to create interest in AMICA and promote the hobby as a service to the customers of that store. The store may not claim any endorsement by AMICA). Affiliation may be granted on any basis if the Board considers that affiliation to promote the goals and interests of AMICA.

Section 9b. Non-Commercial Affiliation. Non-Commercial affiliates shall be clubs, societies, museums or other groups operating in a not-for-profit manner whose interests and goals shall share the same interests and goals as AMICA. Affiliates must be willing to share its publications with AMICA, including the right to publish, with proper credit, any article that appears in an Affiliate's publication, and vice versa. Museum affiliates shall agree to openly display to the public the AMICA Bulletin and

membership literature. Other affiliates such as clubs and societies must agree to list AMICA as an affiliate organization in their journal/publication, and have a manner of distributing information about AMICA to its membership. Affiliates must allow AMICA to publish information on how AMICA members may contact or visit that affiliate.

ARTICLE IV

OFFICERS AND THE BOARD OF DIRECTORS

Section 1. The officers of the Association shall be a President, Vice-president, Secretary, and Treasurer. No member may hold more than one office at one time. Officers shall be elected as hereinafter provided and shall serve for a term of two years following their election, or until their successors have been duly elected and qualified. Vacancies in any office shall be filled by the Board of Directors.

Section 2. There shall be a Board of Directors composed of the President, Vice-president, Secretary, Treasurer, Membership Secretary, Publisher, immediate Past President, and one member from each Chapter of the Association elected or designated by that Chapter. Each member of the Board shall have one vote; no member shall have more than one vote or represent more than one Chapter. The Board of Directors of the Association shall be responsible for setting all policies of the Association and for carrying out all business except as may be otherwise provided in these By-laws.

Section 3. PRESIDENT. The President shall be the chief executive and chief administrative officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall appoint all committees, except as otherwise provided. He shall be the official representative of the Association at meetings of cooperative and affiliated organizations. He shall perform all other duties as assigned and as normal to this office.

Section 3a. PRESIDENTS FINANCIAL AUTHORITY. The President shall have the authority to approve individual expenses up to \$500.00 without submitting the requests to a full board vote.

Section 4. VICE-PRESIDENT. The Vice-president shall act in the absence or incapacity of the president, shall act as a liaison between and among the Chapters of the Association, shall facilitate and coordinate the nomination, voting, and award construction for AMICA Awards and shall perform all other duties normal to this office. The Vice-president shall submit to the President a proposed annual budget for the completion of the duties of the office prior to December 1 st of each year.

Section 5. SECRETARY. The Secretary shall keep a record of the minutes of all meetings of the Association

and the Board of Directors; shall receive and report all business transacted by mail or other method; shall notify all members and all Board members of all regular and special meetings; and shall carry out such other duties as may be assigned by these Bylaws, the Board of Directors, or as normal to this office. The Secretary shall also submit to the President a proposed annual budget for the completion of the duties of the office prior to December 1st of each year.

Section 6. **TREASURER.** The Treasurer shall receive all moneys due or receivable by the Association, and shall deposit these in accounts as approved by the Board of Directors. He shall prepare and present to the Board a budget covering routine and special expenditures. After approval by the Board, he shall pay any expenditures covered by this budget upon certification by the appropriate officer, committee chairman, or other person that the services or goods have been received. He shall pay other expenditures on specific authorization by the Board. He shall keep a complete and detailed record of the financial books of the Association, and shall present a summary thereof to the Board before each meeting thereof, or at reasonable intervals to be determined by the Board. If it is deemed desirable to have the position of Treasurer bonded, the cost of such bond shall be borne by the Association, and the bond deposited with the Secretary. The Board of Directors shall require an internal review of the Treasurer's books at the end of each fiscal year, and at the end of any incumbent's term should that occur at other times. The Treasurer shall submit to the President a proposed annual budget detailing the expected income and expenses for the coming fiscal year prior to December 1st of each year. He shall submit this budget by mail to the full Board for approval.

Section 7. **MEMBERSHIP SECRETARY.**

Prepare and distribute applications for membership.

Receive and process all applications for membership.

The Membership Secretary shall maintain an accurate list of the membership rolls and cooperate with the Publisher and Treasurer in such a task.

Section 8. **PUBLISHER.** The Publisher shall be ex-officio chairman of the Publications Committee. The committee shall be responsible for the publication of the official journal of the Association, and any other publications as authorized by the Board of Directors.

Section 9. **IMMEDIATE PAST PRESIDENT.** The Immediate Past President is a member of the EXECUTIVE COMMITTEE of AMICA, and supports the President, when requested to do so, with history and opinions relating to current business matters. He serves as Chairman of the Nominating Committee, when appointed to do so by the President. He also submits, by December 1st, a

proposal budget for the expenses authorized for the following year,

Section 10. The President, Vice-president, Secretary, and Treasurer shall be elected by the membership as hereinafter provided, at the annual membership meeting held in even-numbered years. The Membership Secretary and the Publisher shall be elected by the Board of Directors in even-numbered years before or during the annual meeting. The President, on conclusion of the term of office, automatically becomes the immediate Past President.

Section 11. Vacancies in any office except that of Immediate Past President, whether caused by death, disability, resignation, or otherwise, shall be filled by the Board of Directors.

Section 12. In the case of an officer who does not perform the duties of office, or who is unable or unwilling to attend the regular required annual meetings, said officer may be replaced by a majority vote of the Board of Directors, as recommended by the Executive Committee, excepting that the officer in question shall not have a vote in this matter.

ARTICLE V COMMITTEES

Section 1. All members of a committee shall be appointed by the President, with the advice and consent of the chairman of the committee concerned. Unless otherwise provided for, the terms of membership on committees shall coincide with the term of the President appointing them. All committees are expected to submit a report in writing to the Board of Directors at the annual meeting.

Section 2. **EXECUTIVE COMMITTEE.** The Executive Committee of the Board of Directors shall include the President, Vice President, Secretary, Treasurer and the immediate Past President. This committee shall have the power to act on behalf of the Board of Directors when so authorized by them, or in cases where immediate action is required and it would be impossible or impractical to call a full meeting of the Board. All such actions shall be promptly reported to the Board and a full record of them included in the minutes of Board actions. AMICA stationery will be provided to all Executive Committee members.

Section 3. **CONVENTION COORDINATOR.** There shall be a person designated as Convention Coordinator whose purpose is to obtain from local chapters, or individual members, locations and dates for future AMICA conventions. The Coordinator will assist, in any way possible, the Convention Chairman in his quest to provide an

educational, enjoyable, and smooth-running convention. The Coordinator will supply to the Convention Chairman sample outlines to guide him in planning expenses and income figures.

Section 3a. COMPREHENSIVE POLICY FOR THE RUNNING OF AMICA CONVENTIONS: (2-13-87)

Seed Money: \$1,000.00 seed money will be available to a chapter or other group or individual that is hosting a convention, upon receipt by the board of a preliminary plan of convention activities. Additional seed money may be allocated if the board receives a request and feels that the request is reasonable.

Profit: 35% of the net profit that a chapter realizes from running a convention shall be sent to the AMICA International treasury. This is in addition to the seed money which is in effect a loan.

Losses: A chapter that runs a convention which loses money will itself be liable for the loss. However, the chapter's liability shall not exceed 35% of the balance of that chapter's bank account. Any money beyond that 35% shall be contributed by AMICA International. **NOTE:** It should be the goal of a chapter, in running a convention, to break even; neither to make a profit nor to incur a loss.

Reports: A financial report shall be submitted in writing to the Treasurer of AMICA International by the end of the calendar year, in which the convention is held. A written report on the general operation of the convention shall be sent to the AMICA Convention Coordinator to aid future chapters, groups or individuals, in running their conventions.

5. Handling of funds: Funds received by the AMICA Treasurer as profit (paragraph 2), shall be entered in the General Account and accounted for as a separate line item. This fund shall accrue interest based on comparative averages with funds in the AMICA General Account and interest earned by funds in that account. Convention Seed money and any convention losses (paragraph 3), shall be drawn from the Convention Fund. Should the Convention Fund be depleted, the Executive Committee may authorize the transfer of funds from the AMICA General Account as required. Conversely, should the Executive Committee deem the Convention Fund to be too large, they may direct the transfer of some money to the AMICA General Account. Grant money needed for a convention may be obtained from the Convention Fund subject to the approval of the Executive Committee.

Section 4. AUDIO VISUAL COMMITTEE This committee shall be charged with the responsibility of preparing, preserving, and distributing all forms of audio visual records, demonstration techniques and other topics related to and contributing to the objectives of the Society.

Section 5. TECHNICAL COMMITTEE This committee shall solicit, review, and make available to the membership thru the AMICA Bulletin or otherwise, information on the restoration, repair, preservation, history, and other phases of mechanical music. They may also assist members with restoration problems.

Section 6. ARCHIVES COMMITTEE This committee shall be responsible for procuring, storing, and maintaining proper records of AMICA, its activities, and its interests, including historical material about artists, pianos and phonographs, and related matters.

Section 7. AMICA MEMORIAL FUND: The AMICA Memorial Fund is a way of honoring those people who are important to you with a contribution that serves the ideals and goals of AMICA. The fund is maintained by the AMICA Treasurer as a separate line item in the General Fund. Expenditures from this account will be recommended by the MEMORIAL FUND COMMITTEE and approved by the EXECUTIVE COMMITTEE. These expenditures will be for purposes furthering the OBJECTIVES of AMICA.

Section 8. WEBMASTER: The Webmaster is charged with maintaining the Web Page which has been set up for AMICA International and each of the Chapters on the World Wide Web, entering dates of Chapter Meetings and events, and shall submit to the President a proposed annual budget for the completion of the duties of the office prior to December 1 st of each year.

ARTICLE VI

CHAPTERS

Section 1. The Board of Directors may establish a local or regional Chapter of AMICA on petition received from at least 12 members of the Association.

Section 2. A Chapter shall adopt its own bylaws, elect its own officers, and hold activities which promote the objectives of AMICA, provided that all bylaws, regulations, and activities are not in conflict with any bylaws, regulations, and policies of the Association; and further provided that all members of the Chapter are members of the Association.

Section 3. Each Chapter must designate, or elect, a member of the Chapter to serve on the Board of Directors of AMICA. Each Chapter must regularly report its activities to the Publisher, in no case less than twice a year.

Section 4. The Board of Directors may dissolve a Chapter which is delinquent in its responsibilities.

Section 5. Inactive chapters (those having been inactive for two years) will turn over their treasury funds to the AMICA International Treasurer. They may have all their money back if they become active again within five years. If after a period of five years total, a chapter does not reactivate itself, the chapter will be considered dissolved and all monies turned over to the AMICA International Treasurer at the end of the first two years of inactivity and will become part of the AMICA International General Fund. To re-establish a chapter in the same geographical location as the dissolved chapter, 12 members of AMICA International will have to again petition the Board of Directors to establish a chapter.

ARTICLE VII MEETINGS

Section 1. There shall be an annual membership meeting of the Association, at a time and place to be fixed by the Board of Directors. Notice of such meeting shall be sent to all members at least sixty days in advance thereof, preferably by publication in the official journal. The members present shall constitute a quorum for the transaction of business.

Section 2. The President may, at his discretion, call a special membership meeting. He shall also call such a meeting on receipt of a written petition signed by at least thirty members, not more than one-third of whom shall be from any single chapter of the Association. Business transacted at such a special meeting shall be limited to that included in the petition or stated by the President, and this agenda must be included in the call for such special meeting. Notice of such special meeting shall be sent by the Secretary to all members at least six weeks before the meeting date. Thirty members shall constitute a quorum for the transaction of business scheduled.

Section 3. The Board of Directors shall meet at least annually, at the time of the regular membership meeting. Written notice of the time and place of such meeting shall be mailed by the Secretary to each member of the Board at least six weeks before the meeting. A majority of the existing strength of the Board shall constitute a quorum for the transaction of business. Section 4. The President may call a special meeting of the Board of Directors, and shall call such a special meeting on written request from at least five members of the Board. Actions taken at such special meeting shall be limited to the agenda included in the call for the meeting, which shall be sent at least six weeks before the time fixed for the meeting.

Section 5. Directors other than officers who are unable to attend any regular or special meeting of the Board of Directors may designate some other member of the As-

sociation, other than another Director, to serve as their temporary substitute, with full rights of voting, in their stead. Such authority expires at the adjournment of the meeting.

Section 6. In order to facilitate action, the Board may also conduct business by mail, telephone, or other means of communication. All actions taken in this manner must be approved by a majority of the existing strength of the Board, and shall be formally included in the written minutes of the subsequent Board meeting, and thereby published to the membership.

ARTICLE VIII ELECTIONS

Section 1. Nominating Committee: At the annual meeting of the Board of Directors held in a non-election year, the Board shall elect a Nominating Committee of seven members. The immediate Past President shall serve as chairman of the Nominating Committee. In the absence of the immediate Past President, the President shall designate one of the committee members to serve as chairman.

Section 2. The Nominating Committee shall select and nominate at least one member for each office to be filled, and may nominate not more than two candidates for each office. The Committee may solicit suggestions for nominations from the membership in any appropriate manner, including requests in the official publication or by mail.

Section 3. Any thirty members, not more than one-third of whom may be from any single chapter, may nominate a member for office by filing a written petition with the Nominating Committee at least ninety days before the annual meeting.

Section 4. All candidates, whether nominated by the committee or by petition, must certify in writing to the Chairman of the Nominating Committee their willingness to serve if elected.

Section 5. All candidates shall meet the following qualifications: Each nominee shall have been a member in good standing of AMICA for a period of not less than two years, and shall have attended at least two of the last four annual membership meetings, and shall agree to attend all annual meetings during the two year term of their office, barring unusual circumstances. These qualifications may be waived if deemed prudent and approved by a majority vote of the Board of Directors, or by unanimous vote of the Executive Committee.

Section 6. The Nominating Committee shall prepare a ballot containing the names of all consenting candidates for each office. Election shall be held at the annual meeting, with the Nominating Committee acting as a teller's committee under the direction of the President. If there

are two or more candidates for any office, a written ballot shall be required.

Section 7. All officers shall take office at the close of the annual membership meeting at which they are elected and shall serve for a term of approximately two years, until the close of the membership meeting two years later.

Section 8. If special conditions make it impossible or impractical to conduct the biennial election in the manner outlined above, the Board of Directors shall have the power to modify the procedures, retaining the spirit of the above requirements, publicizing such modified procedures as expeditiously and thoroughly as possible.

ARTICLE IX GENERAL

Section 1. Power to appoint, elect, or authorize, implies power to remove or withdraw.

Section 2. No salary shall be paid to any officer, director, or member of the organization, except as reimbursement for services actually rendered or for expenses incurred in the operation of the organization. No gain from the operations of the organization shall inure to the benefit of any individual.

Section 3. AMICA may acquire property, whether real, personal, or mixed, by purchase, gift, donation, bequest, or otherwise, and may use and dispose of such property in furtherance of the objectives of the Association.

Section 4. In the event of dissolution of the organization, and after payment of all just debts, the Board of Directors shall distribute the remaining assets to educational, charitable, or scientific organizations recognized as such under the provisions of IRS Code, paragraph 501(c)(3).

Section 5. In the absence of any bylaw or adopted operating procedure, the generally accepted procedures outlined in the current edition of Roberts' Rules of Order shall govern the conduct of all meetings.

Section 6. In the event that any of the forgoing bylaws, or a portion thereof, is found to be illegal, that portion will be struck out with the remaining portions continuing in full effect.

Section 7. The headquarters of the Association, for legal purposes shall be the office of the Secretary. A registered agent, for the service of process, shall be designated by the Board of Directors. (Note: For 2000, the Convention Coordinator is designated.)

ARTICLE X AMENDMENTS

Section 1. Amendments to these bylaws may originate (a) by the Board of Directors; (b) by written petition signed by thirty members and presented to the Board of Directors.

Section 2. Within three months of receipt, the Board of Directors shall consider all suggested amendments and make a recommendation for their adoption or rejection.

Section 3. The proposed amendment and the recommendation of the Board shall be sent to all members with (a) a notice that the matter will be voted upon at the next annual membership meeting, or (b) a ballot to be returned to the Secretary within 60 days. In either case, a majority of the votes cast on the proposal shall determine acceptance or rejection of the proposed amendment. Announcement of the voting results will be made at the next annual meeting.