

SF/AGO Special Projects Committee Charter

Amended & Restated 1996

1. BACKGROUND, PURPOSE, NAME AND ORGANIZATION

1. Background. The financial success of the 1984 National Convention of the American Guild of Organists hosted and organized by the San Francisco Chapter led to the establishment of a special fund administered by an independent committee.
2. Purpose. The purpose of the Committee is to award grants to worthwhile individuals and organizations for special projects which further the cause of the organ and its music.
3. Name. The name of the committee (the "Committee") is the "Special Projects Committee of the San Francisco Chapter."
4. Committee Status. The Committee is an independent committee of the San Francisco Chapter (the "Chapter") of the American Guild of Organists (the "Guild").
5. Fund Defined. The fund administered by the Committee (the "Fund") is called the "Special Projects Fund of the San Francisco Chapter."
6. Grant Defined. Grants awarded from the Fund for the purpose and following the procedures set forth in this charter are called "Grants."
7. Initial Capital Amount. The "Capital Amount" is the amount of capital in the Fund. The Capital Amount shall initially be set at One Hundred Thousand Dollars (\$100,000). The Committee may from time to time increase, but not decrease, the Capital Amount. The Capital Amount may also be increased by outside capital contributions.

2. COMMITTEE

1. Number of Trustees; Qualification. The Committee shall consist of five (5) trustees who shall serve without compensation. Each trustee shall be a voting member in good standing of the Chapter. A trustee may hold any other position in the Chapter except that a trustee may not also be the Dean of the Chapter.
2. Nomination; Election. The nomination and election of trustees shall be the same as for the nomination and election of Chapter officers as set forth in the governing document of the Chapter, as such may be amended from time to time (the "Chapter Bylaws").
3. Term. The regular term of office for each trustee is three (3) years. The term of office for the trustees shall begin and expire at the same time as for

members of the governing body of the Chapter who hold a three (3)-year term of office. The terms of office for the trustees shall be staggered such that one (1) or two (2) trustees shall be elected to a regular term of office at the Chapter's regular election. A trustee may not serve more than six (6) consecutive years as a trustee on the Committee.

4. Committee Officers. The Committee shall from time to time select from the trustees currently in office a chair person (-man, -woman) and a secretary. The Committee may also select such other officers as the Committee sees fit.
5. Vacancies. If a trustee resigns or is removed from office, the Committee chairperson shall appoint a replacement trustee who shall be subject to approval by the governing body of the Chapter and who shall serve until the next regular election of the Chapter, at which time the members of the Chapter shall vote to fill the remaining term of the vacant trustee.
6. Removal. A trustee may be removed from office by (1) majority vote of the remaining trustees and the vote of two-thirds of the members of the Chapter's governing body then in office or (2) the vote of two-thirds of the members of the Chapter at a regular election or a special election held for that purpose.
7. Ex Officio Members. The Dean of the Chapter shall be, ex officio, a non-voting member of the Committee. Unless the Treasurer of the Chapter is also a trustee, the Treasurer of the Chapter shall be, ex officio, a non-voting member of the Committee.

3. MEETINGS AND RECORD KEEPING

1. Meetings. The Committee shall meet as often as necessary to perform its responsibilities. A trustee may be present at a meeting by telephone. Copies of the minutes of each meeting of the Committee or of actions taken by the Committee shall be made available to the governing body of the Chapter in a timely and regular fashion.
2. Quorum; Approval. A majority of the trustees then in office, but in no event less than three (3), shall constitute a quorum for the transaction of business by the Committee. Actions taken by the Committee shall be approved by a majority of the trustees then in office, but in no event less than two (2).
3. Action by Unanimous Consent. Any action which may be taken by the trustees at a meeting may be taken without a meeting by unanimous written consent of all of the trustees then in office.
4. Review by Auditors. Financial records, statements, and procedures of the Committee shall be audited no less than annually by the Auditors of the Chapter in accordance with their normal procedure.

4. THE FUND, ITS INVESTMENT AND ACCOUNTING

1. The Fund. The Fund is a restricted fund of the Chapter administered by the Committee. Administration of the Fund, disbursements from the Fund, and the award of Grants from the Fund shall be as set forth in this charter.
2. Investments. The Fund shall be prudently invested to preserve the Capital Amount and to enable the Committee to award Grants. The Committee shall approve all investments of Fund moneys.
3. Outside Advice. At its discretion, the Committee may seek investment advice from outside sources, including without limitation: a professional financial advisor (who may be compensated by the Chapter from Chapter funds and/or by the Committee out of the Fund); the governing body of the Chapter (whose members shall serve without compensation); and/or a special committee (the "Special Investment Committee") established for this purpose by the Committee and/or the governing body of the Chapter (whose members shall serve without compensation). No individual may serve on the Special Investment Committee who is an employee of, in any way associated with, or in any way would benefit from any firm, business entity, or financial institution which will receive or broker any investment portion of the Fund.
4. Accounting Matters.
 - a) The Treasurer of the Chapter shall assist the Committee in administering its financial responsibilities. All accounting shall follow generally accepted accounting procedures.
 - b) No less than quarterly, the Committee and the Treasurer of the Chapter shall prepare statements of cash receipts and disbursements and the financial status of the Fund. The regular financial statement of the Chapter shall include the financial statement of the Committee. The financial statement of the Committee shall show the actual Capital Amount and the amount available for disbursement, as well as any other necessary information.
 - c) Any investment account holding any portion of the Fund (an "Investment Account") shall require two signatures for any withdrawal. Two trustees and the Dean of the Chapter shall be authorized signers on all Investment Accounts. At the discretion of the Committee, other individuals may be authorized signers on the Investment Accounts. The Treasurer of the Chapter (even if a trustee) may not be an authorized signer on any Investment Account.
 - d) Grants approved by the Committee may be awarded using the regular working account(s) of the Chapter and the Chapter may receive amounts intended for the Fund, provided that the necessary

reconciliation of these transactions occurs within ten (10) business days from being made.

5. Operating Costs. Routine operating costs and expenses of the Committee shall be paid out of Chapter funds. Extraordinary costs and expenses, including without limitation the expenses of professional financial and legal advisors, may be paid from moneys in the Fund not part of the Capital Amount.

5. GRANTS

1. Form of Grant. Although a Grant will normally be in the form of a cash grant to a Grant recipient, the Committee may require full, partial, or conditional repayment of a Grant by its recipient, or the Grant may be in the form of a financial accommodation of whatever kind to a Grant recipient.
2. Current Capital Amount. Section 1.7 of this charter provides that the Committee may from time to time increase, but not decrease, the Capital Amount. In accordance therewith, the stated Capital Amount is One Hundred Thousand Dollars (\$100,000). This Section 5.2 of the charter shall be amended from time to time by the Committee to reflect the current Capital Amount.
3. Grants. Grants shall be made only out of actual investment and/or interest income of the Fund. No part of the Capital Amount shall be used to award Grants.
4. Deficit in Capital Amount. In the event the amount of the Fund representing principal is less than the Capital Amount stated in Section 5.2, no more than eighty-five percent (85%) of the actual investment and/or interest income of the Fund may be disbursed in the form of Grants and the remaining portion (i.e., no less than fifteen percent [15%]) shall be used to increase the amount of the Fund representing principal until such amount equals the Capital Amount stated in Section 5.2.

6. GRANT PROCEDURES

1. Purpose. The Fund exists to award Grants to worthy individuals and organizations. While there are no specific requirements for Grants, Grants must be:
 - a) Consistent with the ideals of the Guild; and
 - b) Consistent with the charitable and educational restrictions for organizations exempt from federal taxation.

2. Guidelines. Guidelines for awarding Grants are set forth in greater detail in Appendix A.
3. Applications. Individuals and organizations shall apply for Grants following the procedures and forms specified by the Committee. The Committee has full power and authority to change such procedures and forms from time to time.
4. Ineligible Grant Recipients. Trustees, Chapter officers, and voting and non-voting members of the governing body of the Chapter are ineligible to receive Grants as individuals. The Chapter itself and/or a committee of the Chapter may apply for and be awarded a Grant following the regular application and evaluation procedures for organizations.
5. Conflict of Interest. If a trustee, Chapter officer, or a voting or non-voting member of the governing body of the Chapter would be indirectly aided by a Grant, or if such individual is a member of the governing body of an organization applying for a Grant, such fact shall be disclosed before deliberations of the Committee regarding the relevant application. It is the responsibility of such individual to inform the Committee of the conflict of interest and to abstain from deliberations and voting.
6. Policy to Award Grants. It shall be the policy of the Committee to award Grants on a regular basis to worthwhile projects. Notwithstanding the foregoing, the Committee shall not be required to award Grants in the absence of worthwhile projects. If at any time Grants are not awarded or awarded using only part of the available income from the Fund, the Committee may at its discretion hold funds over until the next opportunity to award Grants, or increase the stated Capital Amount, or both.
7. Discretion to Award Grants. The Committee, and only the Committee, has complete and absolute discretion to determine which projects, if any, are to be awarded Grants.

7. AMENDMENTS

1. Amendments by Chapter Members. Members of the Chapter may amend this charter following the same procedures in the Chapter Bylaws for amending such Chapter Bylaws; provided, however, that a vote (by ballot or in person at a regular meeting of the Chapter) of no less than two-thirds of the members voting shall be necessary to amend this charter. Provided further, that Sections 1.7 (Initial Capital Amount), 2.1 (Number of Trustees; Qualification), 2.2 (Nomination; Election), 2.3 (Term), 2.5 (Vacancies), 3.2 (Quorum; Approval), 4.1 (The Fund), 4.2 (Investments), 5.3 (Grants), 5.4 (Deficit in Capital Amount), 6.1 (Purpose), 6.4 (Ineligible Grant Recipients), 7.1 (Amendments by Chapter Members), and 8.4 (Dissolution of Chapter or Guild) may only be amended by members of the Chapter.

2. Amendments by Trustees. Except as provided in the second sentence of Section 7.1, the Committee may amend this charter. The governing body of the Chapter shall be promptly notified of any such amendments.

8. MISCELLANEOUS

1. Effect. This charter, as amended and restated, shall take effect upon approval by the members of the Chapter.
2. Transitional Provision. Individuals who served as "members" of the Committee prior to the amendment and restatement of this charter shall become trustees upon approval of this amended and restated charter by the members of the Chapter.
3. Dedication of Fund. The Fund is irrevocably dedicated to charitable purposes. No part of the income of the Committee or of the Fund shall inure to the benefit of any member of the Chapter, trustee, or any individual, and no individual shall be entitled to share in the distribution of the Fund or of any of the assets of the Committee on dissolution of the Committee, the Chapter, or the Guild.
4. Dissolution of Chapter or Guild. Upon the dissolution or winding up of the Committee, the Chapter, or the Guild, all remaining assets and property of the Committee, including the Fund, 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 Committee stated herein.
5. Tax Requirements. The Committee shall knowingly take no action which may jeopardize the tax-exempt status of the Committee or the Fund.