

ATOS POLICIES

Revised through and including November 8, 2012

The following constitute the policies of the American Theatre Organ Society as adopted by its Board of Directors. Each policy remains in effect unless and/or until it is subsequently amended, modified, superseded, or repealed by the Board. In case of conflict, applicable federal law, state law, the ATOS Articles Of Incorporation, and/or the ATOS Bylaws shall, in that order and in all instances, be controlling. These policies shall prevail over any conflicting job description, practice, unpublished rule, or provision of *Robert's Rules of Order*.

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1. ACCOUNTS/BUSINESS

(a) **AUTHORIZED SIGNATURES.** The ATOS Treasurer may issue checks up to \$5,000 with only the Treasurer's signature. Checks above \$5,000 must be signed by both the Treasurer and the Chairman. Notwithstanding, only the Treasurer's signature is required on any regularly occurring expenses provided that a director with responsibility for the expenditure has authorized the expenditure in writing (email, fax, or other written communication). For the purposes of this paragraph, a "regularly occurring expense" includes monthly or bimonthly payments for contracted services including Theatre Organ journal design, mailing, printing and postage, provided that such expenses fall within the parameters of the contract. In cases requiring the Chairman's signature, the Chairman's signature may be waived if the Chairman provides written authorization (email, fax, or other written communication) to the Treasurer. *(Minutes of Telephone Board Meeting, October 13, 2010; Minutes Of Telephone Board Meeting, August 22, 2006. Board Meeting Minutes, January 29-30, 2000, St. Louis, Missouri).*

(b) **TELEPHONE SERVICE.** Telephone service initiated by ATOS is to be at residential rates utilizing the most economical long distance provider possible. *(Board Meeting Minutes, June 27-July 3, 1996, Pasadena, California; Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri)*

(c) **CONTRACT ADMINISTRATION.** Unless the Board of Directors otherwise provides in advance in writing, all of the following shall apply:

- (i) A Contract Administrator shall have the primary responsibility for reviewing and making appropriate recommendations to the Board concerning all contracts, agreements, or other documents with legal significance purporting to bind ATOS to any other party (herein "Legal Documents"). A Legal Document shall not include any check. The Contract Administrator may be a Director, staff member, or other member of ATOS, provided that he or she has reasonable experience in matters relating to reviewing, negotiating, and drafting Legal Documents.
- (ii) No Legal Document shall be signed, approved, executed, or accepted in any manner without the prior review of the Contract Administrator, or in his or her absence or disability, the ATOS attorney. The Contract Administrator shall, upon reviewing any such Legal Document, make any appropriate recommendations to the Board concerning such document, and such document shall not be signed, approved, executed, or accepted prior to the Board's approval or rejection of the document. A Legal Document or any modification thereof may be drafted by a person other than the Contract Administrator, provided that it is reviewed by the Contract Administrator and Board in the manner provided herein prior to signature, execution, or acceptance of such draft or modification.
- (iii) In cases where time is of the essence, the Contract Administrator may report to the Executive Committee rather than the Board concerning the Legal Document, and the Executive Committee may give its approval of such document, provided that the Executive Committee promptly inform the Board in writing of its approval and the reasons therefor as soon as practicable, but in all events prior to the signature, execution, or acceptance of such document.
- (iv) Any Legal Document that is accepted or approved by the Board, or in its absence the Executive Committee, shall be signed by the Chairman, unless the Board has previously specifically delegated such signature authority in writing to another person for a specified activity or program (e.g., the Convention Planning Coordinator). The originals of all signed Legal Documents shall be promptly sent to the ATOS Secretary upon execution for appropriate filing.

(Telephone Conference Call Board Meeting Minutes, January 30, 2010; replacing text previously adopted at Board Meeting Minutes, January 7, 2006, St. Louis, Missouri)

(d) EQUIPMENT ACCOUNTABILITY. All ATOS equipment will be accounted for in a central location. The Treasurer is responsible for this list. *(Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri)*

(e) PRINTING OF FORMS. All forms, leaflets, and brochures which include any names of current Directors or Staff personnel, any indication of current membership rates, or any other then current information which could be changed by Board action during the course of a given year shall be printed in such quantity as not to exceed the anticipated use of said documents during that year. Additionally, since all such documents are publications of ATOS, they are to be approved in draft form by the Publisher and the Publications Manager before any printing order is executed. *(Formerly ¶ 1(g); Board Meeting Minutes, January 7, 2006, St. Louis, Missouri)*

(f) DISTRIBUTION AND INVESTMENT OF GIFTS.

(1) ATOS shall at all times maintain a reserve/investment fund ("Reserve Fund") which fund shall be appropriately invested in order to generate earnings. The Reserve Fund may be comprised of one or more accounts, but shall maintain an aggregate minimum balance ("Minimum Balance") which shall be calculated as \$300,000.00 plus any amounts placed into the Reserve Fund from an unrestricted gift as provided below in ¶ 1(f)(2)(B). The Treasurer shall from time to time report to the board the Minimum Balance required to be maintained by this policy.

(2) Absent contrary action from the board, all of the following shall apply for any unrestricted gift in excess of \$20,000:

- (A) a minimum of twenty percent (20%) of the unrestricted gift shall be placed into the principal of the ATOS Endowment Fund; and

- (B) a minimum of forty percent (40%) of the unrestricted gift shall be placed into the Reserve Fund, which placement shall increase the Minimum Balance of the Reserve Fund as described in this paragraph; and
 - (C) any remaining amount not placed into the principal of the ATOS Endowment Fund and/or into the Reserve Fund, shall be placed into ATOS' operating account(s) and may be used for any lawful purpose, including day-to-day operations.
- (3) Any unrestricted gift in excess of \$1,000 but not exceeding \$20,000 shall be distributed and/or invested at the discretion of the board.
 - (4) Any unrestricted gift not in excess of \$1,000 shall be placed into ATOS' operating account(s).
 - (5) ATOS shall distribute and/or invest any restricted gift in accordance with the restrictions of the donor.

(Minutes Of Telephone Conference Call Board Meeting, November 8, 2012, repealing and recreating former ¶ 1(f) from Board Meeting Minutes, January 22, 2011, Atlanta, Georgia).

(g) TRIENNIAL FINANCIAL REVIEW BY CERTIFIED PUBLIC ACCOUNTANT. It is the policy of ATOS that its financial position shall from time to time be reviewed to ensure that adequate practices, safeguards, and controls are in place to protect the assets of the Society. Beginning in the year 2013 and continuing every third year thereafter (e.g., 2016, 2019, etc.), ATOS shall engage an independent certified public accountant to review the finances, books, and records of the Society (hereafter "CPA Review"). The CPA Review need not be in the form of an audit but shall be sufficient to determine the soundness of ATOS' finances and the adequacy of its financial practices and procedures.

(Board Meeting Minutes, June 28, 2011, Providence, Rhode Island)

(h) GOOD FAITH FINANCIAL REVIEW. In any year in which a CPA Review is not conducted, all of the following shall apply:

- (i) A Good Faith Financial Review Committee, consisting of three (3) members, (hereafter "GFFR Committee") shall be convened. Subject to confirmation by the Board, the Chairman of the Board shall appoint the chair of the GFFR Committee from among the elected directors then in office and shall further appoint two ATOS members in good standing, not currently serving as an ATOS Director or Staff member. The GFFR may at its discretion appoint additional non-committee advisors.
- (ii) The GFFR Committee shall conduct and complete a review of the soundness of ATOS' finances and the adequacy of its financial practices and procedures in accordance with the Good Faith Financial Review Guidelines from time to time adopted by the Chairman of the Board and to the extent not inconsistent with the ATOS Bylaws and/or Policies.
- (iii) Unless otherwise authorized by the Board, the GFFR Committee shall conduct its review at the location of the Treasurer and shall, if practicable, limit its review to a maximum of three (3) days, the first and last of which shall be travel days. Travel expenses by GFFR Committee members shall be reimbursed in accordance with ATOS Policy ¶¶ 6(a)-(c).
- (iv) All communications, findings, and recommendations of the GFFR Committee shall be held in confidence until the final GFFR Committee report is approved by the ATOS Board of Directors.
- (v) To the extent not otherwise inconsistent with the ATOS Bylaws and Policies, the Good Faith Financial Review Guidelines from time to time adopted by the Chairman of the Board are hereby incorporated by reference into this paragraph.

(Board Meeting Minutes, June 28, 2011, Providence, Rhode Island)

2. ARCHIVES/LIBRARY

(a) ARCHIVES/LIBRARY FEES. Charges for copying of any materials in the ATOS Archives/Library be instituted with fees to be set by the Curator. *(Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)*

(b) CURATOR. The Curator of the ATOS Archives/Library will be invited to attend all Board of Directors meetings at ATOS expense at the rates consistent with the Officers and Directors. *(Board Meeting Minutes, July 11-16, 1997, Indianapolis, Indiana)*

(c) RESOLUTION. ATOS will create and maintain an archives for the preservation of historical materials pertinent to the interests of ATOS as well as the business records of the Society. *(Board Meeting Minutes, January 7, 2006, St. Louis, Missouri)*

(d) ATOS ARCHIVE COLLECTIONS POLICY. The American Theatre Organ Society Archive actively pursues the acquisition and preservation of historic, primary research materials specifically related to the theatre pipe organ, theatre organists, and the corporate activities of ATOS and its chapters. These materials include photos, stoplists, and specifications of theatre organ installations; contracts, correspondence, blueprints, engineering documents, and business records pertaining to theatre organ installations and theatre organ builders; photos, correspondence, performance contracts, programs, recordings and scores as they relate specifically to the activities of theatre organists and theatre organ personalities; books, drafts, transcripts, lectures, interviews and other publications related to the theatre pipe organ; silent film scores, pedagogues, and music specifically composed, arranged, or adapted for the theatre organ; oral histories, written reminiscences, and other documents or artifacts relating specifically to the theatre organ. *(Board Meeting Minutes, May 23-29, 2006, Tampa, Florida)*.

(e) REMOVAL OF DOCUMENTS. No documents, photographs, recordings, or any other property belonging to ATOS shall be removed from the ATOS Archive without the express prior approval of the Board. *(Telephone Conference Call Board Meeting Minutes, May 6, 2010)*.

3. ARTISTS' HONORARIUM

(a) HONORARIUM. The conventions will pay all artists an honorarium of \$1,000. The convention will also pay for convention registration, housing, banquet, and transportation. *(Board Meeting Minutes, February 5, 2005, Tampa, Florida, increasing rate from \$500. Board Meeting Minutes, July 6-11, 1984, Indianapolis, Indiana; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)*.

4. AWARDS

(a) AWARDS & RECOGNITION COMMITTEE. In addition to the annual award for Organist Of The Year, the Awards & Recognition Committee is empowered to select the annual award recipient for the ATOS Hall of Fame, Honorary Member, and Ron Musselman "Member Of The Year" from those nominations submitted in accordance with published procedures. *(Board Meeting Minutes Telephone Conference Call May 6, 2010; repealing policy adopted by Board Meeting Minutes, July 25-31, 2000, Milwaukee, Wisconsin)*

(b) TECHNICAL AWARDS. The Board will award Certificates of Technical Excellence to qualified recipients, and such certificates will be signed by the ATOS Chairman and by the Technical Committee Chairperson. *(Board Meeting Minutes, June 30, 1983, San Francisco, California)*

(c) AWARD OF SPECIAL MERIT. Established an Award of Special Merit to be presented in instances of exceptional achievement. *(Board Meeting Minutes, July 5-10, 1986, Richmond, Virginia)*

(d) AWARD FOR TECHNICAL EXCELLENCE. Voting on the Award for Technical Excellence will be limited to the Technical Committee members. *(Board Meeting Minutes, June 19-25, 1987, Los Angeles, California; Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri)*

(e) AWARDS AND RECOGNITION. If no one is duly qualified for an award or recognition in a given year, none need be given. In addition, there will be a blank on the ballot indicating "no award this year." *(Board Meeting Minutes, August 3-8, 1990, Indianapolis, Indiana)*

(f) NOMINATIONS. All nominations for ATOS awards require a written nomination not to exceed one typewritten page. *(Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan)*

(g) COPIES OF AWARDS. Copies of all awards, plaques, criteria, etc. are to be made available to the Secretary. *(Board Meeting Minutes, February 4, 2007, Chicago, Illinois, discontinuing use of Desk Reference Binder, and superseding in part text adopted at Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan)*

(h) BALLOTING. Balloting will be standardized. In addition to the number of votes to be cast, there will be an "abstain" and "no award this year", as applicable, item placed on the ballot. This applies to awards voted on by the Board or other committees. *(Board Meeting Minutes, June 27-July 3, 1996, Pasadena, California)*

(i) BOARD & STAFF ELIGIBILITY. No Board member, Officer, or Staff member may be nominated for Honorary Member, Hall of Fame, Organist of the Year, Award for Technical Excellence, or any other award, while holding that position. This limitation does not apply in 2012 for the position of Honorary Member. *(Board Meeting Minutes, January 27-28, 1996, Portland, Oregon; Minutes Of June 21, 2012 Telephone Conference Call)*

(j) COMPLIMENTARY CONVENTION BANQUET TICKETS. Award recipients will receive complimentary banquet tickets for the Annual Convention. These award recipients include: Award for Technical Excellence, Hall of Fame, Honorary Member, and Organist of the year with one (1) banquet ticket provided to each. In addition, the ATOS Student of the Year Award recipient, and a parent or guardian for a person under the age of 18, will also be provided a banquet ticket. *(Board Meeting Minutes, January 27-28, 1996, Portland, Oregon; Board Meeting Minutes, January 7, 2006, St. Louis, Missouri)*

(k) NOMINATIONS BY MEMBER. Any member of ATOS may nominate anyone for any ATOS award. *(Board Meeting Minutes, July 11-16, 1997, Indianapolis, Indiana)*

(l) MEMBER OF THE YEAR AWARD. The Ron Musselman Member Of The Year Award shall be given in accordance with the rules and regulations published from time to time by the Awards & Recognition Committee. *(Formerly ¶ 4(m); Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes Telephone Conference Call May 6, 2010; Board Meeting Minutes, January 31, 2004, Tampa, Florida)*

(m) AWARD OF PLAQUES AND CERTIFICATES. Plaques and certificates in recognition of outstanding service to ATOS members including various awards for scholarships and competitions will be awarded and presented. The Chair of the Awards and Recognition Committee is responsible for ensuring that all award materials have been created and are ready for presentation and/or dissemination. The following awards have been established:

- Wooden Pipe Plaques: Chairman's Pipe to the incoming Chairman; the following would also receive wooden pipe plaques upon the completion of their full term(s): outgoing Officers, outgoing Directors, and the outgoing Youth Representative to the Board.
- Wooden Plaques: Young Theatre Organist Competition Winners (Finalist(s) and Overall); Electronic Theatre Organ Competition (Youth and Adult Division) Winners, Theatre Organist Hobbyist Competition Winners; Hall of Fame; Organist of the Year; Honorary Member; Technician of the Year; Volunteer Technician of the Year; Ron Musselman Member of the Year; Award for Technical Achievement; George Wright Memorial Fellowship; and ATOS Student Of The Year.
- Framed Certificates: Restoration and Preservation Vintage Awards.
- Unframed Certificates: David L. Junchen Technical Scholarship; National Registry Awards; Chapter Charters; Simonton Literary Prize; Young Theatre Organist Scholarship Recipients; Endowment Fund Trustees (who have served at least one term); Mentor Program Awards.

- Special Awards: Wooden plaque, framed certificate or certificate as determined at the time of approving the award.

(Formerly ¶ 4(n); Board Meeting Minutes, July 1, 2004, Milwaukee, Wisconsin; Board Meeting Minutes, June 29, 2005, Pasadena, California; Telephone Conference Call Board Meeting Minutes, May 6, 2010)

(n) THEATRE ORGAN STUDENT OF THE YEAR. A Theatre Organ Student Of The Year award shall be given in accordance with the rules and regulations published from time to time by the Youth Initiatives Committee *(Formerly ¶ 4(o); Minutes of Telephone Board Meeting, October 13, 2010)*

5. BOARD/STAFF ACTIVITIES, CORRESPONDENCE, AND CONDUCT

(a) ATOS BOARD CORRESPONDENCE. Correspondence pertaining to ATOS Board business will be on either ATOS stationery, personal stationery, or on blank stationery. ATOS stationery shall not be used for non-ATOS business. *(Board Meeting Minutes, June 19-25, 1987, Los Angeles, California)*

(b) ATOS OPEN RECORDS & CONFIDENTIALITY POLICY.

- (i) It is the policy of ATOS that the business of the Society shall be conducted in an environment of open and free communication. Unless otherwise specifically provided in the ATOS Policies, the Society's bylaws, or by operation of law, all meetings, books, records, and other documents that reflect official actions of the Society shall be presumed to be open and/or available for inspection by any member in good standing of ATOS at his/her expense.
- (ii) Notwithstanding Paragraph (b)(i), the following material shall be held in the strictest of confidence:
 - (A) Information regarding the internal problems of an ATOS Chapter;
 - (B) Information of a personal nature about an ATOS member;
 - (C) Information subject to a legitimate claim of privilege;
 - (D) Information concerning actions and/or negotiations in progress but not finalized;
 - (E) Information concerning communications, preliminary findings and/or recommendations from the Good Faith Financial Review Committee prior to approval by the Board of the final report from that committee;
 - (F) Information concerning financial supporters and fund-raising activities;
 - (G) Information required to be maintained as confidential by law, the Society's bylaws, or the Society's written policies; and/or
 - (H) Any other information designated in good faith in advance as confidential.

(Board Meeting Minutes, June 28, 2011, Providence, Rhode Island; Telephone Conference Call Board Meeting Minutes, April 15, 2009; Board Meeting Minutes, February 4, 2007, Chicago, Illinois; replaces text from Board Meeting Minutes, June 27-July 3, 1994, Fresno, California)

(c) COMMUNICATIONS. All communications to and between the Board of Directors shall be answered in a timely manner. Should an Officer, Board member, or Staff member not have access to the information being requested, he or she is to refer the individual to the appropriate ATOS member. *(Board Meeting Minutes, June 27-July 3, 1994, Fresno, California)*

(d) DOCUMENT NOTATIONS. All documents (other than normal correspondence), forms, and other materials will each have the name of the author/computer file custodian, the date of the latest version, and a page numbering system which will include the page number and total number of pages in the document. This information is to be placed at the bottom of each page of the document. As an example of this policy, see the notations on this document. *(Board Meeting Minutes, January 28-29, 1995, Sacramento, California)*

(e) DOCUMENT COPIES. Copies of official documents produced will be provided to the Secretary for filing and continuity purposes. Such copies can either be paper, e-mail attachment, or computer disk. The ATOS business file will contain a second copy of all signed official Society documents. *(Board Meeting Minutes, January 28-29, 1995, Sacramento, California; Board Meeting Minutes, January 17-18, 1998, St. Louis, Missouri)*

(f) IDENTIFICATION OF THE SOCIETY. The standardized designation of the Society shall be "ATOS" and not "A.T.O.S." Further the pronunciation should be "A-T-O-S" and not "A-Toss". *(Board Meeting Minutes, January 28-29, 1995, Sacramento, California)*

(g) CODE OF ETHICS. The ATOS Code Of Ethics, as amended from time to time by the Board, shall be signed by all Directors and Staff. The Code of Ethics shall be binding, in accordance with its terms, on all Directors and Staff. The Ethics Committee shall receive and review complaints of violations of the ATOS Code of Ethics consistent with established written policies approved by the Board. *(Formerly ¶ 5(h); Minutes of Telephone Board Meeting, October 13, 2010; Telephone Conference Call Board Meeting Minutes, January 30, 2010; Board Meeting Minutes, January 28-29, 1995, Sacramento, California)*

(h) SURRENDER OF DOCUMENTS. All ATOS Directors, Officers, Staff, and Committee Chairpersons shall surrender all documents and/or other material belonging to ATOS to his or her successor, or to the ATOS Secretary, postage paid by ATOS, within thirty (30) days of the expiration or termination of his or her duties on behalf of ATOS.. *(Formerly ¶ 5(i); Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, January 28-29, 1995, Sacramento, California; Board Meeting Minutes, January 2004, Tampa, Florida)*

(i) FORMS. In an effort to create a uniform document appearance and form, and recreate a master document listing of all forms used, every Board member who has a form should provide it to the Secretary for file. *(Formerly ¶ 5(j); Board Meeting Minutes, January 28-29, 1995, Sacramento, California)*

(j) MEMORIALS. Upon the death of a past leader of ATOS (former Officers) or a current Officer, Board or Staff member, flowers or other memorial not to exceed \$250 may be sent to the family by the Chairman. *(Formerly ¶ 1(k); Minutes Of Telephone Conference Call, December 8, 2010; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan; Board Meeting Minutes, January 2004, Tampa, Florida)*

(k) DESK REFERENCE BINDER. The maintenance and updating of the Desk Reference Binder shall be discontinued as a matter of ATOS Policy given the availability of the materials on CD-ROM. The Secretary shall distribute an updated CD-ROM to all Directors following the annual and mid-year Board meetings. Directors who still want a hard copy are encouraged to print the files and submit a receipt to the Treasurer for the printing costs. *(Formerly ¶ 5(l); Board Meeting Minutes, February 4, 2007, Chicago, Illinois, superseding policy adopted at Board Meeting Minutes, January 27-28, 1996, Portland, Oregon)*

(l) JOB DESCRIPTIONS. All members of the Board, Staff members, and committee chairpersons are to prepare, maintain, and update as necessary, a job description for their committee and/or Board position outlining their duties and responsibilities. *(Formerly ¶ 5(m); Board Meeting Minutes, January 27-28, 1996, Portland, Oregon; Board Meeting Minutes, January 2004, Tampa, Florida)*

(m) COMMITTEE OR JUDGE SERVICE. Any person serving as a committee chair, committee member, judge in any competition, scholarship adjudicator, etc., must be an ATOS member in good standing. *(Formerly ¶ 5(o); Board Meeting Minutes, July 25-31, 2000, Milwaukee, Wisconsin)*

(n) YOUTH REPRESENTATIVE TO THE BOARD OF DIRECTORS. The position of ATOS Youth Representative To The Board shall be open to any person who has attained the age of 18 but not exceeded the age of 24 as of March 1st in the year in which the Youth Representative position is filled. The Youth Representative Subcommittee of the Youth Initiatives Committee shall report to the Board the most qualified person identified by the Subcommittee for the position, and, upon the affirmative vote of the Board, that person shall serve as the Youth Representative. The Subcommittee shall establish the applicable rules and guidelines for the Youth Representative position. *(Formerly ¶ 5(p); Board Meeting Minutes, February 11, 2012, Norman, Oklahoma; Telephone Conference Call Board Meeting Minutes, May 6, 2010; repealing text previously adopted at Board Meeting Minutes, April 5, 2003, St. Louis, Missouri and August 17-22, 2001, Indianapolis, Indiana)*

(o) ONLINE POSTING OF RESULTS. Any person having responsibility for any ATOS program, project, or competition who desires to make the results of any of those available to the membership before they could appear in the Journal – and in so doing would not be violating any Bylaw, Policy, or customary practice of initially announcing the names of most award recipients at our annual awards event - is encouraged to request that said results be posted on the "Web Journal" of the ATOS Website. Such results are not to be posted on any other internet lists or bulletin boards by ATOS members who have such responsibility. *(Formerly ¶ 5(q); Board Meeting Minutes, June 29, 2005, Pasadena, California)*

(p) CHAIRMAN OF THE BOARD. Unless the context clearly requires otherwise, all references made prior to September 1, 2008 in any and all documents, including without limitation the ATOS Convention Handbook, the Endowment Fund Resolution And Declaration Of Trust, and/or any job descriptions, to the "President" or "ATOS President" shall be amended to or interpreted as referring to the ATOS Chairman Of The Board. *(Formerly ¶ 5(r); Telephone Conference Call Board Meeting Minutes, January 30, 2010)*

(q) MOTION PRACTICE. All requests for Board action at a meeting shall be upon proper motion duly seconded as required by Robert's Rules of Order. *(Formerly ¶ 5(s); Telephone Conference Call Board Meeting Minutes, January 30, 2010).*

(r) BUDGET. Any person who administers an ATOS program that expends funds must submit a complete budget at a time specified by the Treasurer. *(Formerly ¶ 5(t); Board Meeting Minutes, June 30, 2009, Cleveland, Ohio).*

(s) TELEPHONE CONFERENCE MEETINGS—NINETY MINUTE RULE. Telephone conference call Board meetings shall not exceed ninety (90) minutes in duration. *(Formerly ¶ 5(u); Minutes of Telephone Board Meeting, October 13, 2010; Telephone Conference Call Board Meeting Minutes, August 24, 2010)*

(t) ONLINE POSTING OF GUIDELINES. Any person having the primary responsibility for administering any ATOS competition, award, project, or other program shall publish any applicable rules and/or guidelines for that competition, award, project, or program to the ATOS website at least once annually. *(Minutes of Telephone Board Meeting, October 13, 2010)*

(u) SOLICITATION OF CONTRIBUTIONS FOR SUMMER CAMP. Chapter Liaisons must solicit contributions for the Summer Youth Camp. *(Board Meeting Minutes, January 4, 2009, Las Vegas, Nevada)*

(v) BOARD OF DIRECTORS MISSION STATEMENT. It shall be the duty of each member of the board of directors (elected and appointed) to accept full fiduciary responsibility for the governance and operations of the American Theatre Organ Society in accordance with all established bylaws, policies, and job descriptions. *(Minutes of May 2, 2012 Telephone Conference Meeting)*

6. BOARD/STAFF REIMBURSEMENT OF EXPENSES

(a) BOARD MEETINGS. Reimbursement of travel expenses and hotel rooms is authorized only for Directors and Officers, and selected Staff members, not spouses, and only when attending official Board of Directors' Meetings. The room expense reimbursement will not exceed the single room rate. For the purposes of reimbursing airfare expenses, ATOS shall pay for one (1) piece of baggage checked with an airline. The above named expenses must be substantiated by receipts furnished to the Treasurer. Official meetings will be held as infrequently as possible. Board and Staff members are not to be reimbursed for lodging for convention After-Glows. *(Board Meeting Minutes, July 1, 1981, Seattle, Washington; Board Meeting Minutes, July 5-10, 1986, Richmond, Virginia; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania; Board Meeting Minutes, January 2004, Tampa, Florida; Telephone Conference Call, June 18, 2009 (regarding checked baggage)).*

(b) MILEAGE. Mileage for business expenses for ATOS will be at the current IRS rates, as determined and announced by the Treasurer. *(Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)*

(c) EXPENSES. Ground transportation and/or parking will be reimbursed up to \$300.00. Economy air fare (defined as economy coach fare for a non-stop, daytime flight if available, booked at least one month in advance) will be reimbursed. If traveling by other means, reimbursement is up to an economy air fare (as defined above) All receipts are required except for mileage. *(Board Meeting Minutes, June 27-July 3, 1994, Fresno, California; Board Meeting Minutes, June 27-July 3, 1996, Pasadena, California; Board Meeting Minutes, June 29, 2005, Pasadena, California; Board Meeting Minutes, January 7, 2006, St. Louis, Missouri; Minutes of June 21, 2012 Telephone Conference Call Meeting)*

(d) TRAVEL. Travel by an Officer or Director is to be approved in advance by the Chairman, and the Treasurer is to be notified in writing, with applicable receipts. *(Board Meeting Minutes, January 28-29, 1995, Sacramento, California)*

(e) CONVENTION PLANNING COORDINATOR. The Convention Planning Coordinator (CPC) is to be reimbursed for expenses for attending the Annual Convention and/or Board meeting at the same rate as that reimbursed for Officers and Directors. *(Board Meeting Minutes, June 27-July 3, 1996, Pasadena, California)*

(f) OUTGOING DIRECTORS. Out-going Board members will be reimbursed for travel expenses and two (2) nights lodging to attend the Old Business portion of the Annual Board of Directors' Meeting. *(Board Meeting Minutes, June 27-July 3, 1996, Pasadena, California)*

(g) OFFICE SUPPLIES. Office consumables, such as laser and ink jet toner cartridges, fax paper, etc. will be reimbursed considering the percentage of ATOS use vs. personal use. *(Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri)*

(h) PARLIAMENTARIAN. A Parliamentarian will be asked serve at the Annual Board of Directors' Meeting and Annual Membership Meeting. *(Board Meeting Minutes, January 16-17, 1998, St. Louis, Missouri; Board Meeting Minutes, January 2004, Tampa, Florida)*

(i) CONVENTION REVIEWER. The Convention Reviewer will be provided travel and hotel consistent with reimbursement policies of the Officers, Board, and Staff. In addition, the Reviewer will be provided reimbursement of the additional hotel night(s) for the "Pre-glow" and/or "After-glow" only if the Pre-Glow and/or After-glow involve theatre organs. As with others, reimbursement will not include Convention Registration or expenses associated with Pre-glows, After-glows, Banquets, or Convention "Extras". *(Board Meeting Minutes, June 30-July 5, 1998, San Francisco, California; Board Meeting Minutes, July 25-31, 2000, Milwaukee, Wisconsin)*

(j) YOUTH REPRESENTATIVE TO THE BOARD. The Youth Representative to the Board will receive the same reimbursements as Board and Staff members. In addition, the Youth Representative shall also be reimbursed for the cost of the Convention Banquet since he/she is expected to attend. *(Board Meeting Minutes, April 24, 2002, Chicago, Illinois)*

(k) GEORGE WRIGHT MEMORIAL FELLOWSHIP. The hotel expenses for the nights the Convention is in session will be reimbursed with other covered expenses rather than being paid in advance. *(Board Meeting Minutes, April 5, 2003, St. Louis, Missouri)*

(L) REIMBURSEMENT FOR PHYSICAL IMPAIRMENT EXPENSES. Any person who is entitled to reimbursement of expenses for attending a meeting of the ATOS Board of Directors may also seek reimbursement of up to \$300.00 in expenses incurred in attending such meeting as a result of a physical impairment or handicap. Beginning with the 2012 annual board meeting, ATOS shall reimburse any such expense upon request and upon submission of appropriate receipts. *(Minutes Of Telephone Conference Board Meeting, September 25, 2012)*

7. BYLAWS

(a) RECORDKEEPING. The Chairperson Of The Bylaws & Policies Committee shall keep accurate and complete records of all amendments to the Bylaws, which records shall include the date(s) of adoption of each amendment. The Chairperson shall from time to time forward such records to the ATOS Secretary. *(Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)*

8. CHAPTERS

(a) CHAPTER OPERATIONAL AREA. A Chapter's Operational Area is to be the area where the main activities of the Chapter are centered. The Operational Area shall be assigned on the basis of geographical limits, ease of travel, location of instruments and proximity to adjoining chapters. The Chapter Operational Area does not limit or restrict membership to residents within the assigned area. In most cases, the Operational Area will be the area in which the Chapter maintains and utilizes playable theatre organs or conducts their normal activities. This wording will be used in the Uniform Chapter Charter Agreement. For the purposes of the parties' responsibilities under the Uniform Chapter Charter Agreement, a chapter shall not unreasonably withhold its consent to ATOS' sponsorship of events within that chapter's operational area. *(Board Meeting Minutes, February 4, 2007; Board Meeting Minutes, Chicago, Illinois; July 6-11, 1984, Indianapolis, Indiana; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan, Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri)*

(b) CHAPTER NAMES. Groups applying for Chapter Charters will be encouraged to use a Chapter name indicative of the geographical area to be served by the Chapter. *(Board Meeting Minutes, June 19-25, 1987, Los Angeles, California)*

(c) NEW CHAPTER APPLICATIONS. All correspondence and related paper work regarding the establishment of a new Chapter must be sent directly to the Chairperson of the Chapter Relations Committee. *(Board Meeting Minutes, January 29-30, 1994, St. Louis, Missouri)*

(d) EXECUTION OF UNIFORM CHAPTER CHARTER AGREEMENT. Following approval by the Board of an application for chapter status, the Uniform Chapter Charter Agreement (herein "UCCA") shall be executed as follows:

- (i) If the applicant is a corporation, the corporation shall be the contracting party on behalf of the applicant, and the UCCA shall be signed by an authorized representative of that corporation. The UCCA shall also indicate any trade name(s) or other designation(s) by which the corporation is known and/or under which the corporation does business.
- (ii) If the applicant is not a corporation at the time the Board approves an application, the unincorporated association (typically identified by the name of the chapter) shall be the contracting party, and the UCCA shall be signed by an authorized representative of the unincorporated association. If the association becomes a corporation following execution of the UCCA, the corporation shall ratify or otherwise adopt the UCCA in the corporation's name.
- (iii) Following signature by the applicant as provided above, the Chairman shall sign the UCCA on behalf of ATOS.

(Board Meeting Minutes, June 28, 2011, Providence, Rhode Island)

9. CONVENTIONS

(a) SEMINAR HONORARIA. Beginning with the 2011 annual convention, all of the following shall apply to all individuals who present a seminar during an ATOS convention: (i) each convention presenter shall receive a complimentary registration or the monetary equivalent thereof; (ii) If an actual cash payout is necessary (over and above the registration cost), the cost shall be shared equally between ATOS and the chapter, and [that] this sharing be accounted for in the financial report of the convention as a reduction in profit; (iii) The presenters shall be mutually acceptable to the chapter and ATOS. *(Board Meeting Minutes, June 28, 2011, Providence Rhode Island (making permanent special rules for 2011 convention); Board Meeting Minutes, January 22-23, 2011, Atlanta, Georgia (adopting special rules for the 2011 Annual Convention. Telephone Conference Call; Board Meeting Minutes January 30, 2010; Board Meeting Minutes, July 6-11, 1990, Indianapolis, Indiana; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)*

(b) SEMINAR EXPENSES. There will be a reasonable reimbursement of expenses for supplies and equipment to the presenters of seminars to be paid by the convention with the approval of the CPC. *(Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan; Board Meeting Minutes, January 2004, Tampa, Florida)*

(c) REGIONAL CONVENTIONS. ATOS will support no more than one Regional Convention a year. *(Board Meeting Minutes, July 5-10, 1986, Richmond, Virginia)*

(d) CONVENTION POLICY CHANGES. Unless otherwise provided by the Board, changes to policies pertaining to ATOS conventions shall become effective at the convention occurring at least one year after the adoption of the policy change. *(Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, June 19-25, 1987, Los Angeles, California)*

(e) NON-MEMBER SURCHARGE. The Convention Committee shall assess a fee for non-member registrants equal to a one-year membership. Non-members will receive a one-year membership in ATOS. *(Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)*

(f) CONTRACTS. No contracts with any parties, including but not limited to hotels, bus companies, and/or venues, shall be signed by representatives of a convention or Chapter unless approved in advance by the

Convention Planning Coordinator. The only exceptions to this policy are any standardized contracts executed in the form provided in the Convention Handbook without alteration. (*Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania*)

(g) CONVENTION RECORDINGS.

- (i) No person in attendance at any live musical performance, workshop, or event sponsored in whole or in part by ATOS (herein "Event"), including at any ATOS annual or regional convention, shall make, copy, distribute, transmit, post to the Internet, or otherwise disseminate any audio, video, or other recording of that Event, or any part thereof.
- (ii) ATOS may make an audio or video recording of an Event for archival purposes, provided that prior written consent is obtained from the performer(s) involved in the Event. ATOS shall not make any use of such a recording other than for archival purposes without first securing the consent of the performer(s) involved in the Event.

(*Board Meeting Minutes, March 3, 2009 (bringing into immediate effect provisions previously scheduled to take effect on July 7, 2009 in light of legal advice of independent outside counsel), Telephone Conference Call; Board Meeting Minutes, June 30, 2008 (repealing prior policy 9(g)-(h)), Indianapolis, Indiana.*)

(h) FLASH PHOTOGRAPHY. Flash photography shall not be permitted at any time during a concert. (*Effective July 7, 2009. Recodifies text from repealed Policy 9(h)(13). Board Meeting Minutes, June 30, 2008, Indianapolis, Indiana*)

(i) ANNUAL MEMBERSHIP MEETING. The Annual Membership Meeting will be held at the Convention hotel, if at all possible. If not possible, it should be held at a Convention venue close to the Convention focal point, and is open to any ATOS member whether attending the Convention or not. (*Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan; Board Meeting Minutes, January 2004, Tampa, Florida*)

(j) RECORD SHOP OPERATIONS. Effective immediately, all items sold at the convention record shop, exclusive of ATOS Marketplace items, shall be subject to the following commission on the retail price: 20% to the Chapter and 80% to the Vendor. All merchandise shall be sold at the price specified by the Vendor. Any state or local sales tax will be added as required. The Chapter shall issue to each Vendor the ATOS Record Shop Consignment Contract in form provided in the Convention Handbook. (*Board Meeting Minutes, January 22, 2011, Atlanta, Georgia. Board Meeting Minutes, June 27, 2010, Seattle, Washington. Repeals language adopted at Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan, Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri.*)

10. EDITORS

(a) EDITORS. The editor of the *THEATRE ORGAN* Journal will be invited to attend appropriate portions of Executive Committee and Board of Directors' meetings with expenses paid at the rate for Board members and Officers. (*Board Meeting Minutes, June 30-July 5, 1988, Portland, Oregon; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan; Board Meeting Minutes, January 7, 2006, St. Louis, Missouri*)

(b) JOURNAL EDITOR. The Editor of the *THEATRE ORGAN* Journal is authorized to acquire outside clerical help when needed at a fee commensurate with market conditions. This also includes outside help for proofreading of Journal material. (*Board Meeting Minutes, July 6-11, 1984, Indianapolis, Indiana; Board Meeting Minutes, June 27-July 3, 1994, Fresno, California*)

(c) JOURNAL ADVERTISING POLICY. Advertising shall be limited to offerings of products and services related to organs, music, and theatres. No personal messages, except classified ads by persons seeking employment in the organ field, shall be accepted. (*Board Meeting Minutes, July 5-10, 1986, Richmond, Virginia*)

(d) JOURNAL ADVERTISING DISCLAIMER. Publication of business advertising in no way implies ATOS's endorsement of any commercial operation. However, ATOS reserves the right to refuse any ad that is not in keeping with ATOS's general standards or if complaints are received indicating that said business does not serve the best interests of the members of ATOS according to its goals and Bylaws. (*Board Meeting Minutes, July 5-10, 1986, Richmond, Virginia*)

(e) PUBLICATION OF MINUTES. The Annual Membership Meeting Minutes will be published in the *THEATRE ORGAN* Journal as provided by the Secretary. (Formerly ¶ 10(f); Board Meeting Minutes, June 19-25, 1987, Los Angeles, California; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania; Board Meeting Minutes, June 27-July 3, 1994, Fresno, California; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan)

(f) REVIEWER. A reviewer, also serving as the photographer, will be assigned for ATOS sponsored events and will be reimbursed hotel and travel expenses at the same rate as Officers, Directors, and Staff. (Formerly ¶ 10(g); Board Meeting Minutes, February 10-11, 2001, St. Louis, Missouri)

(g) PUBLICATION GUIDELINES. All ATOS Publications shall conform to the Publication Guidelines from time to time established by the Publisher and approved by the Board. (Formerly ¶ 10(h); Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, August 3-8, 1990, Indianapolis; Board Meeting Minutes, July 2-6, 1993, Chicago, Illinois; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan; Board Meeting Minutes, January 2004, Tampa, Florida)

(h) MAILING OF ATOS PUBLICATIONS TO ATOS OFFICERS, BOARD MEMBERS AND STAFF. All ATOS Officers, Board Members, and Staff are to receive their issues of the *THEATRE ORGAN* Journal via First Class Mail. (Formerly ¶ 10(i); Board Meeting Minutes, January 29-30, 1994, St. Louis, Missouri)

(i) JOURNAL ARTICLES. Articles in the Journal may include those concerned with theatre organ activities from unaffiliated organizations. (Formerly ¶ 10(k); Board Meeting Minutes, July 11-16, 1997, Indianapolis, Indiana)

(j) JOURNAL POSTINGS. Postings need to be put into the Journal annually. The Independent Contractor positions will not be advertised as being available unless there was a potential vacancy either by resignation, unwillingness to renew, or Board dissatisfaction with the Contractor's performance. (Formerly ¶ 10(l); Board Meeting Minutes, June 30-July 5, 1998, San Francisco, California)

(k) PHOTOS. Photos submitted for publication in the Journal will be returned to the sender only if a self-addressed stamped envelope is provided or other specific instructions are given; otherwise photographs will become the property of ATOS. Photos received and not returned in accordance with the above, will be maintained either by the current Journal Editor or sent to the Archives for permanent file. (Formerly ¶ 10(m); Board Meeting Minutes, June 30-July 5, 1998, San Francisco, California; Board Meeting Minutes, February 5, 2005, Tampa, Florida)

(l) PHOTOS/BIOGRAPHICAL INFORMATION. Photographs and biographical information of the elected Directors and appointed Officers shall be published in the *Theatre Organ* Journal immediately following those individuals' respective election or appointment. (Formerly ¶ 10(n); Board Meeting Minutes, September 3-5, 1999, Wichita, Kansas)

(m) GROUP PHOTOGRAPH. A group photograph of the Board of Directors shall be published in the *Theatre Organ* Journal immediately following the Annual Convention. (Formerly ¶ 10(o); Board Meeting Minutes, September 3-5, 1999, Wichita, Kansas)

(n) ENDOWMENT FUND. The March/April issue of the Journal will include a listing of donations to the Endowment Fund and donations to the Archives. (Formerly ¶ 10(p); Board Meeting Minutes, February 10-11, 2001, St. Louis, Missouri)

(o) COPYRIGHT NOTICE. A copyright notice shall be included on all materials published by ATOS. (Formerly ¶ 10(r); Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, August 17-22, 2001, Indianapolis, Indiana)

(p) REPRODUCTION PERMISSION. Only the Publisher may grant permission to reproduce any portion of ATOS copyrighted materials in any form whatsoever. It is understood that the Publisher may request the advice of the (1) Publications Manager and the appropriate editor, (2) the Publications Review Committee, and finally (3) the Board of Directors, in that order, if deemed necessary. (Formerly ¶ 10(s); Board Meeting Minutes, August 17-22, 2001, Indianapolis, Indiana)

(q) FREELANCE AUTHORS. Every freelance author who submits an article to the Editor of any ATOS publication, including without limitation the Journal, a newsletter, a special publication, and/or the web site, shall, as a condition of publication, sign the Freelance Author Agreement as approved from time to time by the Board of Directors. The Publisher and/or the Editor are hereby authorized to sign the Freelance Author Publishing Agreement on behalf of ATOS. The person signing said agreement on behalf of ATOS shall forward a fully-executed copy of the

agreement to the Secretary. (Formerly ¶ 10(t); Board Meeting Minutes, June 27, 2010, Seattle, Washington; repealing text adopted on April 24, 2002, Chicago, Illinois)

(r) JOURNAL INDEX. The Journal Index, published annually, will only be available in computer (CD) form. (Formerly ¶ 10(u); Board Meeting Minutes, February 5, 2005, Tampa, Florida)

(s) INVOICES. All invoices from vendors for work done for any ATOS publication are to be sent to the Publisher for approval before payment is made by the Treasurer. Additional copies are to be sent to the Chairman and Journal Editor. (Formerly ¶ 10(v); Board Meeting Minutes, January 7, 2006, St. Louis, Missouri)

(t) WEBSITE TERMS & CONDITIONS OF USE AND PRIVACY POLICY. The Terms And Conditions Of Use And Privacy Policy may be found online at the ATOS Website. (By unanimous written consent, effective January 18, 2011)

11. ELECTIONS

(a) BOARD NOMINATIONS. Board of Director candidate statements shall be limited to 150 words maximum, which will be printed as submitted. Any statement over 150 will be disqualified. Specific information on word count will be published in the THEATRE ORGAN Journal. Candidate résumés can be sent by postal service, to the Nominating Committee Chairperson. It is strongly recommended that nominations be sent via return receipt or similar mail class if international. Nominations may also be sent digitally; however, the sender MUST verify receipt of the nomination by the Chairperson. All statements must include the candidate's phone number. A photograph is requested. (Board Meeting Minutes, August 3-8, 1990, Indianapolis, Indiana; Board Meeting Minutes, July 4-10, 1991, San Francisco, California; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan; Board Meeting Minutes, May 23-29, 2006, Tampa, Florida. Part of text previously codified at ¶ 11(h) and recodified at ¶ 11(a) as reported in Board Meeting Minutes, February 4, 2007; Chicago, Illinois)

(b) BALLOTS. Ballots shall be sent to members by direct mail. The Executive Secretary is responsible for mailing the ballots. (Board Meeting Minutes, June 30-July 5, 1988, Portland, Oregon; Board Meeting Minutes, January 29-30, 1994, St. Louis, Missouri; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan)

(c) BALLOT INFORMATION. Ballots must indicate the number of vacancies to be voted for, and explain how the vacancies are being handled. (Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)

(d) NOMINATING COMMITTEE. The Nominating Committee chairperson need not handle the nomination of Officers since they are appointed by the Board. It will be the responsibility of the Chairman to put an article in the THEATRE ORGAN Journal for a call for candidates for Officers prior to the Annual Board of Directors' meeting. (Board Meeting Minutes, June 27-July 3, 1994, Fresno, California)

(e) ELECTION RESULTS. Election results published in THEATRE ORGAN will be the information provided by the Secretary which will include names of all candidates and votes received by each candidate. There will also be a listing of the total number of votes received and other pertinent statistics. Write-in votes will not be listed. (Board Meeting Minutes, February 4, 2007; repealed text from Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan)

(f) RETENTION OF BALLOTS. Ballots from annual elections will be retained by the election teller for a period of twelve (12) months following the announcement of the election results, and then destroyed. (Board Meeting Minutes, June 27-July 3, 1996, Pasadena, California)

(g) GENERIC STATEMENT—ELECTION OF DIRECTORS. The “generic” statement attached to the Nominating Committee job description will be used each year for announcing the election process in the Journal. (Board Meeting Minutes, February 10-11, 2001, St. Louis, Missouri)

(h) GENERIC STATEMENT—APPOINTMENT OF OFFICERS. In accordance with Section 5.2 of the ATOS Bylaws, the following “generic statement” shall be printed in the Journal and shall be published on the ATOS Website each year for announcing the process for nomination and election of officers. This statement shall appear in the Journal and on the Website at least sixty (60) days prior to the date of the annual Board of Directors meeting.

Call For Nominations

As provided in Section 5.2 of the ATOS Bylaws, the Board of Directors appoints the ATOS Officers (Chairman, Vice Chairman, Secretary, and Treasurer) each year at its annual board meeting. This year the Board of Directors will have that meeting in [CITY, STATE] on [DAY, MONTH, DATE, YEAR], beginning at [TIME 0:00 AM/PM].

Any person at least 18 years of age who has had continuous ATOS membership for at least the last two years is eligible to seek appointment as an officer. Candidates for these offices are encouraged to submit written résumés to the ATOS Chairman, [NAME], by [DATE 30 DAYS PRIOR TO START OF MEETING]. It is strongly recommended that nominations be sent via “return receipt” or similar mail class if international. Nominations may also be sent digitally; however, the sender MUST verify receipt of the nomination by the ATOS Chairman. Any written materials that are submitted to the ATOS Chairman by the above date will be distributed to the Board of Directors prior to the Board meeting. In addition, any ATOS member may attend the Board meeting in person (at his or her own expense) and nominate at the meeting any eligible candidate for these offices.

Candidates are expected to present themselves at their own expense to the Board for a personal interview on the morning of [DATE OF THE MEETING]. Appointment will immediately follow the interview process. Successful candidates must be ready to assume the duties of their office at the conclusion of the Convention and must also be available to participate in the remainder of the Board meeting following their appointment. Reimbursement of travel (economy airfare or equivalent) and hotel expenses will be made by ATOS for those appointed.

(Board Meeting Minutes, February 4, 2007, Chicago, Illinois)

(i) CANDIDATE ELIGIBILITY—CONTINUOUS MEMBERSHIP. As provided by ATOS Bylaws Sections 4.2(a) and 5.2, any otherwise qualified member 18 years of age having held continuous membership for two years prior to nomination may serve as a Director or Officer of ATOS. For the purposes of determining a candidate’s eligibility under these rules, membership shall be considered “continuous” during any two year period if no more than one month has elapsed between the expiration and subsequent renewal of the candidate’s membership. *(Formerly ¶ 11(j); Telephone Conference Board Meeting Minutes, April 15, 2009 (adding “otherwise qualified” in light of amendment to ATOS Bylaws § 4.2(e); Board Meeting Minutes, June 30, 2007; New York, New York)*

(j) CANDIDATE ELIGIBILITY—PAST DUE DEBTS. No person shall be qualified to run for or serve on the ATOS Board of Directors who has any outstanding debt obligation to ATOS that is more than thirty (30) days past due. *(Minutes Of Telephone Board Meeting, October 13, 2010).*

12. ENDOWMENT FUND

(a) GENERALLY. The ATOS Endowment Fund shall be administered in accordance with the provisions of the Endowment Fund Resolution And Declaration Of Trust, as from time to time amended by the Board. *(Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, February 1-2, 1997, St. Louis, Missouri)*

(b) BROCHURE. An Endowment Fund brochure will be produced and sent out each year with new member and renewal membership cards by the Executive Secretary. *(Board Meeting Minutes, June 30-July 5, 1998, San Francisco, California; Board Meeting Minutes, December 1, 2002, San Diego, California)*

(c) REDISTRIBUTION OF UNCLAIMED FUNDS. Previously-awarded Endowment Fund grants shall be available for re-distribution if not claimed within one year, and will not be returned to the trust fund principal. Notwithstanding, any Endowment Fund grant awarded prior to October 1, 2012 shall be available for re-distribution if not claimed within three years. *(Action by unanimous written consent on October 5, 2012; Board Meeting Minutes, June 30, 2007, New York, New York; Board Meeting Minutes, February 10-11, 2001, St. Louis, Missouri)*

13. EXECUTIVE COMMITTEE

(a) POWERS OF THE EXECUTIVE COMMITTEE. Subject to the oversight and control of the Board, and subject to any limitations imposed by applicable law or the ATOS Bylaws, the Executive Committee is authorized to:

- (i) approve any expenditure of funds not to exceed \$5,000.00 per item;
- (ii) invite and authorize the payment of expenses for persons it deems essential to the conduct of Board of Directors' meetings and/or conventions;
- (iii) review and resolve, in accordance with the Convention Handbook, any disagreements between a Chapter hosting a convention and the Convention Planning Coordinator regarding any matter relating to the convention.
- (iv) take any action required or permitted to be taken with respect to the Contract Administrator and/or any Legal Document as provided in ATOS Policy ¶ 1(c).
- (v) assign tasks to and supervise the positions of President/CEO, *Theatre Organ* Editor, and the ATOS Executive Secretary, in accordance with the terms and conditions of the applicable contract(s).
(Telephone Conference Board Meeting Minutes, August 24, 2010; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)

14. EXECUTIVE SECRETARY

(a) COMPLIMENTARY MEMBERSHIPS. The Library of Congress and the Smithsonian Institution are to be on the member list for receiving the *THEATRE ORGAN* Journal without charge. *(Formerly ¶ 14(d); Board Meeting Minutes, January 27-28, 1996, Portland, Oregon)*

(b) CALENDAR. A postcard-type {later decided to send out a calendar listing with the election ballots because of the size of the document} mailing will be made to all members outlining dates of events or calendar highlights during the year such as conventions, competitions, scholarships, awards, etc. The Secretary will provide information from the master calendar by December 1st. *(Formerly ¶ 14(e); Board Meeting Minutes, April 24, 2002, Chicago, Illinois)*

(c) EXPIRED MEMBERSHIPS. Expired memberships will continue to receive publications for two publication cycles in hopes they would renew. This process will be monitored for a year to see how many renewals were actually received from "continuing member" for two publication cycles after expiration. *(Formerly ¶ 14(f); Board Meeting Minutes, April 5, 2003, St. Louis, Missouri)*

(d) APPROVAL OF MEMBERSHIPS. Absent contrary instructions from the Board of Directors, and subject to the oversight and review of the Board, the Executive Secretary's entry of a prospective member's information (name, address, etc.) onto the ATOS membership roll shall constitute approval of that member's application. *(Formerly ¶ 14(g); Minutes Of Telephone Conference Call Board Meeting, September 30, 2009)*

15. HONORARY MEMBERS

(a) JOURNAL MAILING. Honorary Members will receive their issues of the *THEATRE ORGAN* Journal via bulk mail, however, they will have the option to upgrade to first class mail. *(Board Meeting Minutes, January 29-30, 1994, St. Louis, Missouri)*

16. MEMBERSHIP DUES

- (a) ANNUAL DUES CATEGORIES: (effective January 1, 2010)
- | | |
|------------------------|--------|
| Student (23 and under) | \$ 25 |
| Regular | \$ 40 |
| Contributing | \$ 75 |
| Sustaining | \$ 100 |

Patron	\$ 200
Benefactor	\$ 500
(All above are annual dues)	
President's Circle	\$1,000
Life Member	\$5,000

(Minutes Of Telephone Conference Board Meeting, August 11, 2009 (adding "Life Member" category effective January 1, 2010; Board Meeting Minutes, August 17-22, 2001, Indianapolis, Indiana; Board Meeting Minutes, January 7, 2006, St. Louis, Missouri. See also ATOS Policy 16(d))

(b) USE OF CREDIT CARD. MasterCard and Visa credit cards may be used for paying dues, making donations to ATOS, and for the purchase of ATOS products and services. *(Board Meeting Minutes, January 29-30, 1994, St. Louis, Missouri; Board Meeting Minutes, January 2004, Tampa, Florida)*

(c) STUDENT MEMBERSHIP. A student ATOS membership will be offered at \$25 (plus \$15 for outside US) per year for full-time students 23 years of age and under. Proof of enrollment as a full-time student in an educational institution will be required. This will be effective no later than January 1, 2002. *(Formerly ¶ 16(d); Board Meeting Minutes, August 17-22, 2001, Indianapolis, Indiana)*

(d) ALTERATION OF DUES. The Board may, from time to time, alter any dues amount for promotional purposes. *(Formerly ¶ 16(e); By unanimous written consent September 13, 2010)*

17. CORPORATE HEADQUARTERS / REGISTERED AGENT

(a) ADDRESS OF REGISTERED AGENT. The address of the ATOS Registered Agent is:

American Theatre Organ Society, Inc.
Mr. Craig Peterson
7800 Laguna Vega Drive
Elk Grove, CA 95758

(Telephone Conference Call Minutes, May 21, 2009. Replacing address of corporate headquarters as reflected in Board Meeting Minutes, July 2-6, 1993, Chicago, Illinois)

18. ORGANIST COMPETITIONS

(a) YOUNG THEATRE ORGANIST COMPETITION. The Young Theatre Organist Competition shall be conducted according to the rules and regulations from time to time published by the Young Theatre Organist Competition Committee. *(Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, February 4, 2007, Chicago, Illinois; replaces prior repealed text from Board Meeting Minutes, August 2-7, 1985, Chicago, Illinois; Board Meeting Minutes, July 2-6, 1993, Chicago, Illinois; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan)*

(b) JUDGES. Directors are excluded from judging ATOS-sponsored competitions. *(Board Meeting Minutes, August 2-7, 1985, Chicago, Illinois)*

(c) YOUNG THEATRE ORGANISTS CONVENTION CONCERT. The Convention host Chapter will be required to invite the previous year's Young Theatre Organist Competition overall winner to perform in a full Convention concert performance, unless otherwise exempted by the Young Theatre Organist Competition Committee. *(Board Meeting Minutes, June 19-25, 1987, Los Angeles, California)*

(d) AMATEUR THEATRE ORGAN COMPETITION. The Amateur Theatre Organ Competition shall be conducted according to the rules and regulations from time to time published by the Amateur Theatre Organ Competition Committee. *(Formerly ¶ 18(g); Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, July 3, 2003, Oakland, California; action by unanimous written consent August 27, 2003; Board Meeting Minutes, January 2004, Tampa, Florida; Board Meeting Minutes, May 23-29, 2006, Tampa, Florida)*

19. PRESIDENT'S CIRCLE & LIFE MEMBER

(a) **BENEFITS—PRESIDENT'S CIRCLE.** President's Circle Member benefits include first class mailing of the ATOS publications and voting privileges for life. (*Board Meeting Minutes, January 27-28, 1996, Portland, Oregon*).

(b) **BENEFITS—LIFE MEMBER.** Beginning on January 1, 2010, the category "Life Member" shall include membership in ATOS without paying any further dues during the individual's lifetime and receipt of publications at the first-class postage rate. This would also include any non-US surcharges such as first-class airmail postage as applicable. (*Minutes of Telephone Conference Call Board Meeting, August 11, 2009*).

20. SCHOLARSHIPS

(a) **ANNUAL SCHOLARSHIPS.** ATOS Organist Scholarships shall be awarded in accordance with the rules and regulations from time to time published by the Scholarship Committee. (*Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, August 3-8, 1990, Indianapolis, Indiana; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania; Board Meeting Minutes, July 2-6, 1993, Chicago, Illinois; Board Meeting Minutes, July 1, 2004, Milwaukee, Wisconsin*)

(b) **DAVID L. JUNCHEN TECHNICAL SCHOLARSHIP.** The David L. Junchen Technical Scholarship shall be awarded in accordance with the rules and regulations from time to time published by the David L. Junchen Technical Scholarship Committee. (*Minutes of Telephone Board Meeting, October 13, 2010; Board Meeting Minutes, August 17-22, 2001, Indianapolis, Indiana*)

21. MARKETPLACE

(a) **MANAGER.** The Manager of the Marketplace shall have the responsibility for pricing items for sale. (*Formerly ¶ 21(c); Board Meeting Minutes, January 31, 2004, Tampa, Florida; Board Meeting Minutes, January 30, 2000 (renaming the Marketplace from "Special Services")*)

(b) **EXCESS JOURNAL DISPOSITION.** Keep 50 copies of all issues more than ten years old and then keep upward of 100 copies for the next five years, and 200 copies for the current five years. (*Formerly ¶ 21(d); Board Meeting Minutes, July 1, 2004, Milwaukee, Wisconsin*)

22. ATOS MEMBERSHIP LIST

(a) The ATOS Membership List ("Membership List") is a corporate asset and is the sole and exclusive property of ATOS. For the purposes of this paragraph, the Membership List shall consist only of the names and addresses of the members in good standing of ATOS. The Membership List shall not include any other information such as telephone numbers and/or e-mail addresses. (*By unanimous written consent, August 14, 2007. Supersedes repealed text previously codified at ¶¶ 8(d) and 14(a).*)

(b) Any member in good standing of ATOS may obtain from the Executive Secretary free of charge and upon written demand an alphabetized copy of the Membership List, provided that the reason the information is sought is reasonably related to the person's interest as a member of ATOS. Upon receipt of a proper request, the Executive Secretary shall furnish the Membership List to the requesting party within ten (10) business days of the request. (*By unanimous written consent, August 14, 2007. Supersedes repealed text previously codified at ¶¶ 8(d) and 14(a).*)

(c) The Chairman or Secretary of any ATOS Chapter may obtain from the Executive Secretary free of charge and upon written demand an alphabetized copy of the Membership List, provided that the reason the information is sought is reasonably related to the activities of that chapter. Upon receipt of a proper request, the Executive Secretary shall furnish the Membership List to the requesting party within ten (10) business days of the request. (*By unanimous written consent, August 14, 2007. Supersedes repealed text previously codified at ¶¶ 8(d) and 14(a).*)

(d) Subject to approval of the Board, the Executive Secretary may provide a copy of the ATOS Membership List free of charge to any not-for-profit organization whose corporate purpose is similar to that of ATOS. The Board may, in its sole discretion, authorize the Executive Secretary to distribute the Membership List to any other organization, but the Executive Secretary shall assess a fee of \$250.00 to the requesting organization. (*By unanimous written consent, August 14, 2007. Supersedes repealed text previously codified at ¶¶ 8(d) and 14(a).*)

(e) Without the express prior approval of the Board, the Membership List shall not be: (1) used to solicit money or property; (2) used for any purpose which the user does not reasonably and in good faith believe will benefit ATOS; (3) used for any commercial purpose; (4) used for any purpose in competition with ATOS; (5) sold to or purchased by any person; and/or (6) copied or distributed to any third party. ATOS reserves the right to seek injunctive relief and/or damages for any improper use of the Membership List or any information contained therein. (See, e.g., California Corporate Code § 6338). *(By unanimous written consent, August 14, 2007. Supersedes repealed text previously codified at ¶¶ 8(d) and 14(a).)*

23. YOUTH PROTECTION POLICY

I. Purpose

Organizations that provide programs and services for young people recognize the importance of providing written and enforced policies providing guidance as to how activities will be conducted.

The American Theatre Organ Society (ATOS) desires to ensure that a safe environment exists for young persons who choose to participate in the organization's activities. It shall be the policy of ATOS to require that all officially sponsored ATOS Youth events be conducted in compliance with this Youth Protection Policy (herein "Policy").

The purpose of this Policy is to establish a set of uniform practices for conducting ATOS activities involving Youth Participants.

This Policy is designed to:

1. Provide protection for young persons participating in ATOS Youth Events;
2. Provide protection for adults and chaperones involved in official activities; and
3. Provide protection for ATOS by establishing guidelines that reduce the potential for improper conduct involving young persons.

II. Definitions

- A. **Policy** – the ATOS Youth Protection Policy contained herein as may from time to time be amended by the ATOS Board of Directors.
- B. **ATOS Youth Event** – any officially sponsored activity of ATOS at which Youth Participants are present. Such events shall include but not be limited to competitions, clinics, fellowships, workshops, mentoring sessions, performances, the ATOS Summer Camp, and youth-related convention activities.
- C. **Chairperson** – the Chairperson of the committee responsible for overseeing and/or implementing the ATOS Youth Event.
- D. **Youth Participant** – any male or female under the age of eighteen (18) years of age who participates in an ATOS Youth Event.
- E. **Adult Participant** – any person over eighteen (18) years of age, including but not limited to any adult ATOS member who is appointed or requested by the Chairperson, ATOS Board of Directors, ATOS Staff Member, or ATOS President to work for or on behalf of any ATOS Youth Event.
- F. **Two Person Rule** – the requirement that two or more Adult Participants and/or chaperones, at least two of whom shall be at least twenty-one (21) years old, be present during any ATOS Youth Event or any portion thereof when a Youth Participant is present. Any parent or legal guardian shall be allowed to observe and be present during any ATOS Youth Event and may be counted as the second adult for the purposes of this rule.
- G. **Child Abuse** – the physical, sexual, or emotional maltreatment or neglect of children by adults or others with whom they have contact.
- H. **Medical Emergency** – the sudden onset of a medical condition in an ATOS Youth Event in which the Youth Participant experiences physical distress including but not limited to breathing difficulties, circulatory issues, extreme blood loss, allergic reaction, or any another serious condition.

III. Requirements of Adult Participants

The number of Adult Participants in ATOS Youth Events shall be strictly limited to those assigned a specific role essential to the success of the specific program as determined by the Chairperson. The number of Adult Participants in any event will be carefully balanced to provide (1) a sufficient number of required chaperones to ensure the safety and security of the participants, (2) the ability to maintain the Two Person Rule, and (3) sufficient support to meet the logistical needs of the activity. The Chairperson will be responsible for ensuring that non-assigned and non-approved persons are not allowed to participate in ATOS Youth Events or otherwise be in close proximity of Youth Participants. Notwithstanding, any parent or legal guardian shall be allowed to observe and be present during any ATOS Youth Event.

In some cases, participants may have reached legal adulthood and still be participating in ATOS Youth Events with younger participants under the age of eighteen. Any such participants shall at all times be bound by the same rules as all other Adult Participants for the duration of the Youth Event.

All ATOS Directors, Officers, Staff Members, and Adult Participants will be required to review the Policy and sign a written agreement verifying their understanding of and commitment to upholding this Policy. Copies of these signed policies shall be kept on file by the ATOS Secretary.

IV. ATOS Youth Event Requirements

The parent or legal guardian of a Youth Participant is responsible for his/her safety and security. However, due to the nature of certain ATOS Youth Events, it is possible that situations will occur where the Youth Participant is effectively under the care and supervision of an Adult Participant who is not the parent or legal guardian. In either case, the following guidelines shall be observed during all ATOS Youth Events:

- A. All Adult Participants, including but not limited to chaperones, coaches, and/or counselors, shall be good role models at all times. This requirement includes but is not limited to setting a proper example in speech, decorum, and personal conduct. Parents and/or legal guardians who accompany a Youth Participant must also set a proper example in front of other youth.
- B. The consumption of alcoholic beverages shall be strictly prohibited in the presence of any person under the age of 21. Any individual who is or is reasonably suspected of being under the influence of alcohol or any other substance shall be promptly reported to the Chairperson and shall be excluded from participation in the ATOS Youth Event.
- C. Appropriate attire is required of Adult Participants and Youth Participants at all times during ATOS Youth Events. The Chairperson shall be responsible for addressing inappropriate attire that detracts from the Youth Event.
- D. All participants in ATOS Youth Events, regardless of age or adult status, shall be required to comply with the rules set forth in the Policy while participating in activities with and/or when in close proximity to Youth Participants. Older participants who have reached age 18 must also serve as a good example to younger participants.
- E. The "Two Person Rule" shall be observed at all times at any ATOS Youth Event. This rule is designed to provide protection both for Youth Participants and Adult Participants.
- F. The privacy of Youth Participants shall be absolute at all times including, but not limited to changing in dressing rooms, restroom visits, etc. Should an emergency situation occur where access to a restroom, changing room, shower room, etc. is required, access will be consistent with the "Two Person Rule" and, where appropriate, utilize an Adult Participant of the same sex as the Youth Participant who is in need of emergency assistance.
- G. Separate accommodations and rooms shall always be provided for Youth Participants. Under no circumstances will there be sharing of a rooms between Adult Participants and Youth Participants. Adult Participants are prohibited from visiting the room of a Youth Participant, and *vice versa*. This restriction shall not apply to the parent or legal guardian of the Youth Participant. Should an emergency situation occur where there is no parent or legal guardian present, and which requires access to a Youth Participant's room, access shall be consistent with the "Two Person Rule."

- H. No secret sub-organizations or cliques will be permitted during any ATOS Youth Activity. Hazing, initiations, harassment and the like are strictly prohibited.
- I. Any one-on-one contact or private fraternization between Adult Participants and Youth Participants outside of scheduled activities is strictly prohibited.
- J. Any misconduct on the part of a Youth Participant or Adult Participant shall be immediately reported to the Chairperson and may constitute grounds for removal from the event and for future events.
- K. Under no circumstances shall an Adult Participant touch, grab, or otherwise make physical contact with a Youth Participant, except for participating in a formal handshake or when required to respond to an emergency situation.
- L. The names of all Adult Participants who will be working in proximity with or who will have personal interaction with a Youth Participant shall be checked against the National Sex Offender Website maintained by the U.S. Department of Justice (www.nsopr.gov). No person who has registered as a sex offender in any jurisdiction shall be permitted to work in proximity with or have personal interaction with a Youth Participant during any ATOS Youth Event.
- M. The Chairperson and/or ATOS Board of Directors may require additional reasonable screening and/or security measures for certain ATOS Youth Events where such measures will reasonably help to further the goals of this Policy.
- N. Any Youth Participant at an ATOS Youth Event shall be accompanied by a parent or legal guardian. No Director, Officer, or Staff Member shall serve as a legal guardian for a Youth Participant.
- O. All ATOS Chapters shall at all times be bound by the provisions of this Policy.

V. Reporting of Medical Emergencies

Each Youth Participant in an ATOS Youth Event will be required to provide a medical release form properly executed by his/her parent or guardian which allows the Chairperson to seek medical attention for the Youth Participant in the event of a Medical Emergency. The form shall include any known significant medical conditions which might impact the treatment of the participant during the course of an emergency. This form may be waived if the parent or guardian will be readily available during the activity.

If a Youth Participant has a Medical Emergency, 911 will be promptly called and his/her parent or legal guardian shall be notified as soon as practicable.

VI. Reporting of Child Abuse

While adhering to this Policy will greatly reduce the likelihood of abuse, ATOS shall immediately report any allegation of Child Abuse to the Youth Participant's parent or legal guardian, and, where appropriate, to local law enforcement officials.

All Adult Participants should be continuously alert to any indications that inappropriate conduct has occurred or is occurring. Any Adult Participant observing or receiving information relating to a possible incident of alleged Child Abuse shall immediately notify the Youth Participant's parent or guardian, the Chairperson, and the ATOS President. If the incident involves a possible violation of criminal law, local law enforcement authorities will also be contacted. In many states, failing to report suspected child abuse to law enforcement officials is also a crime.

(Action By Unanimous Written Consent, August 2, 2010; Board Meeting Minutes, April 21, 2008, Telephone Conference Call)

24. GEORGE WRIGHT MEMORIAL FELLOWSHIP

(a) The George Wright Memorial Fellowship Fund (hereafter "Fund") has been established to increase youth participation in ATOS, as well as youth attendance at conventions, the Summer Youth Adventure, and the Technical Experience. The Fund shall provide financial assistance to anyone between the ages of 15 and 24 to attend an ATOS Annual Convention, the Summer Youth Adventure, or the Technical Experience.

(b) A maximum number of candidates shall be selected for the Fellowship depending on the interest and earnings accrued from the Fund. The number of candidates available for the Fellowship shall be determined each year by the ATOS Treasurer, based on the interest and earnings accrued from the Fund. Any funds for the Fellowship that are not used in any given year shall be carried over for use the following year.

(c) If the GWMF Subcommittee determines that there are qualified candidates in any given year, at least one candidate shall be selected for that year's award. In the event that naming such an award requires an expenditure of an amount greater than the interest and earnings accrued from the Fund, any such excess shall be paid out of the principal of the Fund, provided that the principal of the Fund not be diminished to a level below \$22,000.

(d) The GWMF Subcommittee shall develop and publish rules and procedures for the administration of the Fellowship and of the Fund.

(Board Meeting Minutes, June 30, 2009, Cleveland, Ohio; Minutes of Annual Board Meeting, June 30-July 1, 2012)

25. COMPENSATED POSITION SELECTION

(a) APPLICABILITY OF PROCEDURE.

(i) The procedures in this paragraph shall apply to any compensated staff position within ATOS (herein "**Compensated Position**"), including without limitation the position of President & Chief Executive, Membership Secretary, Journal Editor, Information Technology Technician, and Grant Writer.

(ii) The procedures in this paragraph shall apply only in the case of a vacancy in an existing Compensated Position, or in the case of the creation of a new Compensated Position. A vacancy shall be deemed to exist in the case of the death, resignation, incapacitation, or termination of any person holding a Compensated Position. A vacancy shall not exist, nor shall the procedures in this paragraph apply in the case of the renewal, or negotiations to renew any contract with a person currently holding an existing Compensated Position.

(b) SELECTION COMMITTEE. When a Compensated Position is to be filled under this paragraph, the ATOS Chairman shall as soon as practicable appoint a selection committee (herein "**Selection Committee**") consisting of no fewer than three (3) and no more than seven (7) persons. All members of the Selection Committee shall be ATOS members in good standing, and no person presently serving on the Board of Directors may serve on the Selection Committee. Notwithstanding, any person having operational responsibility for the Compensated Position shall be entitled to serve on the Selection Committee. It shall be the responsibility of the Selection Committee to review candidate submissions, interview candidates, and make appropriate recommendations to the Board as described herein.

(c) PUBLICATION OF AVAILABILITY OF POSITION. As soon after the appointment of the Selection Committee as reasonably practicable, a notice regarding the availability of the Compensated Position shall be published in the Journal and on the ATOS website. The notice shall advise that the position is available, briefly describe the job description of the position, and state the approved compensation for the position. The notice shall require that any candidate interested in the Compensated Position submit his/her resume and/or other materials requested by the Selection Committee to the person designated by the Selection Committee by a date not earlier than thirty (30) days from the date of publication (herein "**Submission Deadline**").

(d) REVIEW OF CANDIDATE MATERIALS. Not later than fourteen (14) days after the Submission Deadline, the Selection Committee shall review all materials submitted by the candidates and, if necessary, interview any candidates. Thereafter, the Selection Committee shall recommend up to three (3) candidates for consideration by the Board. The Selection Committee may state to the Board any preferences with respect to the candidates.

(e) SELECTION BY BOARD. Not later than fourteen (14) days after the Selection Committee makes its recommendation to the Board, the Board shall consider and review the recommendation of the Selection Committee, together with any supporting material. The Board may accept or reject the Selection Committee's recommendation

in whole or in part, and/or may take any other appropriate action. The Board's decision with respect to the selection of a candidate shall be final.

(f) NOTIFICATION OF CANDIDATES. Unless such responsibility is otherwise delegated by the ATOS Chairman, the ATOS Chairman shall notify all candidates of the Board's decision as soon as possible following action by the Board.

(Minutes Of Telephone Conference Board Meeting, September 25, 2012)