

**MINUTES OF THE ATOS BOARD OF DIRECTORS ANNUAL MEETING
HYATT REGENCY HOTEL, INDIANAPOLIS, INDIANA
THURSDAY, JULY 3, 2008**

President Ken Double called the meeting to order at 9:03 a.m. E.D.T.

Secretary Bob Evans conducted the roll call:

Officers Present: Ken Double (President); Craig Peterson (Vice-President); Bob Evans (Secretary); Paul Van Der Molen (Treasurer). **Directors Present:** Jelani Eddington, Michael Fellenzer, Allen Miller, Don Near, Donna Parker, Doug Powers, Carlton Smith, Tyler Morkin. **Staff Members Present:** Jim Merry, Executive Secretary, Jeff Weiler, Parliamentarian and Journal Editor, Dennis Unks, ATOS Marketplace Manager, Mike Kinerk, Convention Planning Coordinator, Jim Patak, Archives, Bucky Reddish, E-Tones Chairman. **Guests Present:** John Apple, John DeMajo, and Michael Johnston

Directors Absent: Vern Bickel, Michael Cierski

President Double declared a quorum present and made some brief introductory remarks.

Old Business:

Hearing no objections or new corrections to the Board meeting minutes of June 11, 2008, those minutes were declared approved by the President.

President Double commented on the status of the Summer Youth Camp. He stated that enrollment at this time was approximately ten students. He expected that the total enrollment this year might be around sixteen. He spoke about funding for the camp and stressed the importance of securing outside sources of funding to insure that this worthwhile event continues.

Ken Double reported that Susan Cole and Colonel Mike Hartley are taking over the Adult Theatre Organ Competition. This event should be back on track by next year.

The adult event once called the Adult Theatre Organ Camp will now be called the Adult Theatre Organ Getaway. Each adult will pay his or her own tuition for this event.

Don Near raised the issue of "Interested Directors". Basically, this term refers to members of the ATOS Board of Directors who are paid for services by ATOS or one of its chapters. The California Corporations Code allows for directors to be compensated for services as long as the whole Board is aware of this situation and approves.

Further discussion was tabled until more research is done.

President Double reported that Dr. Marie Juriet and Dr. Karl Saunders have agreed to co-chair the Fundraising Committee.

Ken had hoped for more progress but is confident that this committee will meet and begin work sometime late this fall. Work has begun on the design for a fundraising brochure for ATOS. The approach will be one of caution to be sure we do things right the first time.

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Mike Kinerk congratulated the Indianapolis Chapter on their preparation for this convention. He stated that the chapter overcame many difficulties.

Mike then stated that plans are well underway for the 2009 Annual Convention in Cleveland, Ohio sponsored by the Western Reserve Chapter of ATOS. This convention will offer many in-theatre installations.

Seattle will be the site of the 2010 Annual Convention and plans are coming along for that event. Other proposed conventions are Atlanta or Detroit in 2011, and Eastern Massachusetts in 2012. Seldom has ATOS had bids this far in advance.

Mr. Kinerk also reminded us that Birmingham is hosting an ATOS Regional Convention on Thanksgiving weekend in 2009.

Tyler Morkin reported on Youth Initiatives. He described the videos that have been posted to YouTube. Some of these videos have been viewed as much as 1300 times. This is a very effective way to attract potential theatre organ fans.

There is no cost to post videos on YouTube. Tyler mentioned especially the postings by the New York Chapter about their touring program with their Allen Theatre Organ and its presentation to high school music students. This program has been very successful and is well worth a look.

Ken Double then told the Board that the Internet and other forms of digital communication will soon become the chosen form of communication. If ATOS is to attract new members under forty-five years old then we had best get our message out to the public in digital format.

President Double then asked for a motion to accept the standing committee reports as submitted.

Motion Van Der Molen To accept the standing committee reports as submitted. Carried: Unanimous

Ken then broached the subject of an ATOS mission and vision statement. Doug Powers has created a draft mission and vision statement for our organization.

The draft mission statement is as follows:

American Theatre Organ Society Mission Statement

The American Theatre Organ Society (ATOS) is the international leader dedicated to pursuing a positive difference in conserving and promoting the theatre pipe organ and its music, preserving original instruments where possible. We provide support and guidance to all ATOS chapters and others, with promotional and educational opportunities to both those within the Society, and to the public worldwide through the Internet, publications, conventions, and personal contact. We are passionately devoted to providing professional leadership and resources so the theatre pipe organ will thrive in the 21st century.

The Board discussed these draft statements for some time. Many suggestions were offered regarding the wording of the mission and vision statements.

In order for ATOS to compete for grant and corporate funding, our mission and vision statements must be relevant. An update is long overdue.

Motion (Evans) to accept the draft ATOS Mission Statement as written. This motion was later amended by Bob Evans to include a change suggested by Jelani Eddington. This change modifies the first line:

The American Theatre Organ Society (ATOS) is the leading international organization pursuing a positive difference...

Carried: Unanimous

Doug Powers offered a draft version of a vision statement. Simply put, a vision statement should tell the reader where the organization wants to be in ten years.

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The following draft was offered by Doug:

American Theatre Organ Society Vision Statement

A growth in the number of active theatre organs, membership expansion, and public awareness brings a new generation of theatre organ audiences, supporters, technicians, and artists into the fold of a flourishing ATOS. Professional leadership provides abundant financial, technical, and educational resources, facilitating a thriving theatre organ presence worldwide.

Much discussion followed the introduction of this draft vision statement.

Motion (Eddington) That the ATOS Board adopt the vision statement as presented. Carried: Unanimous

President Double then asked Jelani Eddington to speak to the motion that he distributed by E-mail.

Motion: (Eddington) That, effective following the 2009 Cleveland convention

- (1) ATOS Policy Paras. 9(g) and (h) be REPEALED in their entirety;**
- (2) that the following policy be ENACTED:**

g. (i) No person in attendance at any live musical performance, workshop, or event sponsored in whole or in part by ATOS (therein “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 use of such a recording other than for archival purposes without first securing the consent of the performer(s) involved in the Event.

h. Flash photography shall not be permitted at any time during a concert.

- (3) and that Paragraph 8 of the standard convention Artist Contract contained in the ATOS Convention Handbook (Addendum 1, Page 31 be AMENDED to read as follows:**

ATOS reserves the right to make an audio and/or video recording of Artist’s performance for archival purposes, and ATOS shall be the sole owner of any such recording including any copyright interest(s) therein. ATOS shall not make any use of such a recording other than for archival purposes without first securing Artist’s consent in writing. Unauthorized audio and/or video recordings of Artist’s performance shall be strictly prohibited.

Carried: Unanimous

The Board discussed this motion at great length. Some Board members argued to leave the present policy alone as many convention attendees consider this their prime reason for attending the Annual Conventions. Several argued that these performances are the artist’s intellectual property and are protected by copyright. The point was strongly made that distribution of audio and video via the Internet added another dimension to the problem. Audio and video can now be distributed to thousands at one time via Internet sites. The two groups (those for the adoption of this amended policy and those who wanted to keep the status quo) reached a compromise where recording will be allowed at the 2009 Cleveland convention but prohibited at all ATOS sponsored events after that time.

The majority of the Board agreed that ATOS would offer a “highlights” recording of convention performances in accordance with the policy change initiated by the above motion.

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The Board recessed for lunch at 12:02 p.m. and reconvened at 1:10.

New Business:

President Double introduced Ray Compton, a marketing specialist, to the Board. Mr. Compton spoke to the board regarding marketing strategies that were possible for the promotion of theatre organ concerts by local chapters. Ray spoke passionately about his experiences with different marketing strategies and stated emphatically that there was no “magic formula” in marketing.

Ray has agreed to work with two or three chapters in a pilot program aimed at increasing attendance at chapter sponsored theatre organ events.

President Double then spoke about this year’s lack of candidates for election to the ATOS Board of Directors. Three candidates were nominated for the three vacant seats. In previous years five or six members would seek election. He stated that this situation was unusual and should never happen again.

Ken reminded the Board that part of its duty is to promote candidacy for the ATOS Board of Directors. Ken urged members of the current Board to encourage qualified members to run for office. The Board discussed the situation at great length.

President Double then recognized outgoing ATOS Board members:

- Vern Bickel
- Mike Cierski
- Carlton Smith

Ken thanked these three for their service to the American Theatre Organ Society and wished them well for the future.

The three new ATOS Directors were seated:

- John Apple
- John DeMajo
- Bucky Reddish

Ken welcomed the three new directors.

The Board of Directors appointed the following officers for 2008/2009:

- President-Ken Double
- Vice President-Craig Peterson
- Secretary-Bob Evans
- Treasurer-Paul Van Der Molen

ATOS Officers’ Reports:

The Treasurer’s report was received and approved. A summary of this report will be printed in the September/October *Journal*.

Paul Van Der Molen reported that the economy has lessened the dividends received for our various accounts. Paul also noted that Jeff Weiler has reduced the cost of producing the Journal by some \$35,000 while still maintaining the high quality of the publication.

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President Double expressed his disappointment with the lack of an update from the technicians working on the Lowell Ayers Wurlitzer project at Macy's in Philadelphia. The completion of this instrument is expected during the fall of this year.

The Secretary collected the Self-Dealing Transaction and Code of Ethics statements from the new board members. The Secretary also distributed copies of the written summary of the Board's actions to be given to the members at large during the ATOS Annual Membership Meeting.

Vice President Craig Peterson reported in his capacity of Chapter Relations Committee Chair. As of July, 2008 ATOS consists of 78 active and 36 inactive chapters. The ATOS Board of Directors issued the Mount Baker Chapter in Washington a charter in April. A group in Toronto is in the process of completing the application for an ATOS chapter charter.

Executive Secretary Jim Merry reported that the trend of decreasing membership continues. This decrease is largely due to members passing on or becoming too ill to continue membership. Recruitment of new members by each local chapter is the most effective way of stopping this membership decrease. It is incumbent upon each chapter to "sell" ATOS membership.

President Double made the point that those chapters who have "friends" of the chapter" could swell the ranks of ATOS by recruiting new ATOS members from the group of "friends of the chapter". The Board shared many ideas on how to increase membership.

Standing Committee Reports:

Please note that all written committee reports were accepted earlier in the meeting. The following summaries were presented:

Archives/Library: Jeff Weiler and Jim Patak reported that we are rapidly running out of room at our present location. (Rialto Theater Building) Jim reported that Robert Ridgeway has restored some of the deteriorating tape recordings from the archives.

Robert Ridgeway is in the process of creating an ATOS web-cast of theatre organ recordings. The general idea of this broadcast will be to create a new hour-long web-cast each month. Robert has access to the ATOS archives and also owns an extensive collection of private recordings.

President Double set a target date of the first part of 2009 for the initial broadcast. This may be a source of commercial sponsorship in the future.

ATOS Marketplace: Dennis Unks reported that sales are generally down in the Marketplace. Dennis suggested that the ATOS Anniversary book might be a good incentive item to offer to new members. Dennis wants to expand the variety of Merchandise in the Marketplace and suggested that we might want to consider offering theatre organ recordings for sale. This is a potential source of significant income for the Society.

Strategic Planning: Doug Powers reported that about 14% of the surveys have been returned. This is about 4% over the average number of returns (10%) for surveys in general.

The analysis of the surveys was not complete at this time but will be available in the future. Many of those who responded to the survey made many handwritten remarks.

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President Double then explained the draft Reorganization and Restructuring document submitted by Craig Peterson. Ken had asked Craig to generate a draft document that would address a new structure for ATOS committees.

This is the restructuring plan as presented:

Six Major Divisions with Tasks and/or Sub-Committees

Fund Raising and Development (President/CEO and Treasurer)

Tasks and/or Sub-Committees:

- Strategic Planning
- Fund-Raising
- Grant Writing
- Endowment Fund Administration (Organ Projects)
- Acquisitions and Expansions
- Establish Additional Endowment Funds (Youth Camp, Headquarters, Administrative/Staffing, Scholarships, etc.)

Membership (Chairperson and Vice-Chairperson)

Tasks and/or Sub-Committees:

- Membership Growth
- Chapter Relations
- Bylaws
- Conventions
- Nominations/Elections
- Awards and Recognition
- E-Tones

Public Relations and Marketing

Tasks and/or Sub-Committees:

- Theatre Organ Journal
- Around the Circuit
- Web Site
- National Concert Tour
- ATOS Marketplace
- Around the Circuit
- Web Site

Education

Tasks and/or Sub-Committees:

- Educational Presentations
- Amateur Organist Competition
- Adult Theatre Organ Getaway

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Youth Initiatives and Outreach

Tasks and/or Sub-Committees:

- Young Organist Competition
- Summer Youth Camp
- Scholarships
- University/Advanced Degree Coordination
- Inner City Youth Program

Technical

Tasks and/or Sub-Committees:

- Restoration and Preservation
- Technical Consultation
- Junchen Scholarship

History (Historian and Archival Liaison)

Tasks and/or Sub-Committees:

- Maintain Archives
- Oversee Acceptance of Archival Material

The Board discussed the new paid position of President/CEO. Doug Powers spoke to the appointment of Ken Double as the new President/CEO. He stressed that Ken is the right man for the job. Doug stressed that a large part of the Board's responsibility is to provide for the successful continuation and growth of ATOS. He feels that the creation of this paid position is in keeping with that responsibility. The entire Board agreed that Ken is the logical and right choice for the position of President/CEO of the American Theatre Organ Society.

The intention is that the position will be self-funding from fundraising efforts by the new President/CEO. The announcement of Ken's appointment will be made at the ATOS Annual Membership Meeting during the convention.

Jelani Eddington suggested that the job description for the President/CEO as presented be amended with the following first clause added:

Subject to the supervision and oversight of the Board,

Motion (Eddington) that the ATOS Board of Directors adopt the amended job description.

Carried: Unanimous

The job amended job description is included below.

JOB DESCRIPTION

PRESIDENT/CEO OF THE AMERICAN THEATRE ORGAN SOCIETY

Position Title: President/Chief Executive Officer of the American Theatre Organ Society

Reports To: Board of Directors and Executive Committee of the American Theatre Organ Society

Classification: Independent Contractor

Salary: \$82,500 (all inclusive)

Summary Description: Subject to the supervision and oversight of the Board, the President and CEO of the American Theatre Organ Society will be responsible for the day-to-day management of the organization. In addition he or she will develop strategies for fund raising, recruitment of new members, and making the Society more visible and attractive to the public.

Competency Expectations:

Success in the job will be determined by the Board of Directors and measured against the duties listed below as well as the following competencies:

- Effectively conveys and receives ideas, information, and direction both oral and written.
- Handles all confidential information professionally. Develops consultative relationship with the Board of Directors and clients. (ATOS Chapter Officers and Members)
- Demonstrates self-direction and self-pacing; makes practical suggestions and carries out effective solutions.
- Establishes appropriate priorities and completes assignments efficiently.
- Demonstrates consistency of performance in meeting deadlines; follows schedules and procedures.
- Establishes constructive work relations; fosters team spirit; builds support and alliances between and among board members, officers, and chapters.
- Organizes tasks in an efficient manner; sets goals and deadlines; develops strategies; anticipates obstacles and defines alternative strategies.

Duties:

The President/CEO will be responsible for, but not limited to the following duties:

Fund Raising from the following general sources:

- Current Membership
- Corporations, Foundations, Other Interested Entities
- Governmental Entities
- Self Generated Written Grants
- Other Sources as Appropriate
- Work with the ATOS Strategic Planning Committee to develop a long-term business plan that will be reviewed by the Executive Committee and approved by the Board of Directors.

Marketing and Promotions:

- Generating National Recognition for ATOS
- Through other ideas and programs that will broaden the reach and recognition of ATOS as an art form, including education, broadcasting, more exposure via the Internet, recording, and use of other media outlets.

Sponsorships:

- Develop sponsorships that would help support *Theatre Organ* (journal), Annual and Regional Conventions, a proposed ATOS National Concert Tour, and other opportunities.
- Develop “Sponsorship Bundles” that would enable corporations or any interested individuals to support any of the activities of the American Theatre Organ Society on a national or chapter level.

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Chapter Relations:

- Work with chapter leaders to assist in the recruitment effort.
- Work toward returning all chapter members to full ATOS membership.
- Help ATOS become a better vehicle for aggressively seeking new chapters.

Operations:

- Handle the day to day operations of ATOS (these to be specified as the position advances)
- Outline, with the Board of Directors, the responsibilities of the President/CEO and the ATOS Board of Directors. Set up, by mutual agreement, a “line of demarcation” between the responsibilities of the President/CEO and the ATOS Board of Directors.
- Carry out any reasonable directive from the ATOS Board of Directors for the smooth operation of the organization.

Experience:

- Practical Experience in Theatre/Arts Management
- Practical Experience in Public Relations
- Practical Experience in Fund Raising
- Practical Experience in Advertising
- Experience in/with the Performing Arts

Jelani Eddington will review the bylaws and submit to the Board a draft document that will include the two new positions of Chairman of the Board and Vice Chairman of the Board. The board for possible adoption will review this document.

Good of the Order:

The ATOS Mid Year Meeting will be held on January 3, 2009. Travel day will be Friday, January 2 and Sunday, January 4. The location will be announced in the future.

President Double discussed the policy regarding the Master of Ceremonies at annual conventions. Currently the chapter does not choose the Master of Ceremonies. President Double would like to see the local host chapter choose the Master of Ceremonies.

Motion (Fellenzer) that section 9L of the ATOS Policies be repealed. Carried: Unanimous

Jeff Weiler announced that we would be using Johnson Press of America located in Pontiac, Illinois as our printer for the next year. The Johnson Press has proposed a solution that will decrease the costs of our overseas mailings. The United States Postal Service has significantly changed the method by which overseas publications are handled. This change has resulted in sharply increased rates to send the Journal overseas.

The Board will meet informally on Friday, July 4 from approximately 9:00-10:30 for purposes of reviewing the electronic binder and listening to a presentation about the videos posted on YouTube. No formal business will be conducted.

The meeting recessed at 5:27 p.m. E.D.T. and continued in session throughout the convention. President Double declared the meeting closed at the close of the banquet on July 8, 2008.

/s/ Bob Evans, Secretary

Business was conducted following *Robert's Rules of Order*. Jeff Weiler, Parliamentarian