

AGENDA
ATOS ANNUAL BOARD OF DIRECTORS MEETING
Los Angeles, California
June 30-July 6, 2012

Presiding Official: COL Michael W. Hartley, Chairman of the Board and Staff ATOS

1. Call to Order: (Hartley)
2. Opening remarks by the Chairman: (Hartley)
 - a. Rules of conduct for the meeting: (Hartley)
 - b. ATOS Board of Directors Mission Statement: (Hartley)

ATOS Board of Directors Mission Statement (Adopted: May 2, 2012)

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.

3. Business will be conducted following *Robert's Rules of Order*, Mike Bryant-Parliamentarian.
4. Roll Call by the Secretary: (Evans)
 - o Introduction of guests
5. Approval of June 21 Telephone Conference Meeting Minutes
6. Treasurer's Report: (Hutcherson)
 - a. Revenue/Expense Statement: (Hutcherson, Hartley)
 - b. Review of new financial initiatives
 - c. Announcement of 2012 Financial Review: (Dilworth)

Old Business:

7. Each ATOS Committee Chair is expected to verbally provide an executive level summary of his/her committee report. NOTE: This report (hard copy) will be presented to the Secretary after presentation to the Board for inclusion in the minutes

Committee Reports: For purpose of the minutes each ATOS Committee Chair will provide a brief, bulleted, summary of his/her committee report. This report (hard copy) will be submitted, after presentation to the Board, to the Secretary for inclusion in the minutes.

8. Archive and Library Relocation Update: (Miller)
9. Awards and Recognition: (Moelmann)
10. Convention Planning Coordinator: (Kinerk, Near)
 - a. Atlanta Convention update: (Kinerk, Double)
11. Summer Youth Adventure: (Nordwall)

12. Young Theatre Organist Competition: (Ledwon)
13. Technical: (Miller, Phipps, Evans)
 - a. Technical Experience
 - b. Restoration and Preservation
 - c. Technical Consultation Program
 - d. David L. Junchen Scholarship
 - e. Award for Technical Excellence
 - f. Theatre Organ Registry
 - g. ATOS Technical DVD Initiative
14. Awards for Conventions:
 - a. George Wright Memorial Fellowship: (Ledwon)
 - b. Mentor Program: (Needler)
15. Bylaws and Policies: (Moelmann)
16. Strategic Planning: (Parker, Double)
 - a. Update on Milestone Events Schedule
 - b. Task Force on Committee Restructuring Update: (Double, Powers)
 - c. Discussion of Board approved concept of Governance vs. Operations
17. Endowment Fund: (Needler, Reddish)
 - a. Endowment Fund Overview and Status: (Needler)
 - b. Update on New York Chapter loan request: (Needler, Reddish)
 - c. Historical perspective on Endowment Fund: (Moelmann)
18. Election/Nominations: (McCall)
19. Publications: (Parker)
 - a. *Theatre Organ* Journal (includes advertising) (Parker, Bryant, Feely)
 - b. ETONES: (Reddish)
 - c. ATOS Web Site: (Parker, Bryant)
20. Urban Youth Program: (Moelmann)
21. Organist Scholarships: (Smith)

(Motion: (,) to approve scholarships to be awarded.
22. Chapter Relations: (Phipps, Needler, Evans)
 - a. Chapter Handbook Revision
 - b. New Chapter Activity (Dilworth)
23. Public Relations: (Parker)
 - o Publicity
24. Youth Initiatives:
 - a. Social Media/Facebook Update: (Avakian, Bisson)
 - b. Theatre Organ Student of the Year: (Avakian)
 - c. Youth Silent Film Festival Update: (Avakian)

25. ATOS Marketplace: (Vastine)
26. Finance and Investment Committee Update: (Needler)
27. President/CE Reports: (Double)
 - a. Fundraising
 - b. Convention CD/Ferguson and Friends DVD
 - c. Theatre Organ Radio
 - d. Grant Writer progress
 - e. Stan Kann Scholarship
 - f. Video: *King of the Palaces* update
 - g. President/CE Finance Report
28. Executive Secretary: (Merry)
 - a. Current membership status
 - b. Membership Initiative for New Chapters: (Needler)
29. Officer Reports:
 - a. Chairman
 - b. Vice Chairman
 - c. Secretary: (Evans)
 - Calendar Updates: (done monthly)
 - Digitizing of documents
 - d. Treasurer: (Hutcherson) (other than noted above)

New Business:

30. Recognize Donna Parker, outgoing Board member.
31. Seat new/returning Board members (in alphabetical order):
 - a. Bob Dilworth
 - b. Jelani Eddington
 - c. Larry Fenner
 - d. Jack Moelmann
32. Appointment of Officers for 2012-2013 term: (appointed by the 14 Board members)*
**Although legally allowed to vote in this process, officers seeking reappointment are respectfully requested to excuse themselves from the deliberations and abstain from voting.*
 - a. Nominations (in receipt and from the floor)
 - b. Jack Moelmann to serve as chair of the Elected Directors Group for the appointment process.
(This committee will deliberate in Executive Session.)

Officers:

- Chairman of the Board
- Vice Chairman of the Board
- Secretary
- Treasurer

Chairman of the Elected Directors Group report results to the Board and Staff present.

The new Chairman of the Board, if applicable, presides over the rest of the meeting.

33. Board Orientation: (Moelmann)

34. Convention update (New Business): Salt Lake City 2015

Motion: To approve 2014 convention site and approve Tim Needler as chair. (Indianapolis, Indiana)

35. Strategic Planning Initiative: (Double, Parker, Powers)

- a. Approval of continuation of the ATOS Strategic Plan for the term 2012-2013
- b. Acceptance of recommendation of the Task Force on Committee Restructuring
- c. Approval of continuation of Five-Year Plan
- d. Five-Year Plan update for 2012-2013

ATOS COMMITTEES (Strategic Planning Committee Recommendation (updated 6/20/12))

With the additional duties involved in IT and web site operations, and other added programs, there are now approximately 62 Committees, Tasks and Assignments that are distributed among ATOS board members and staff.

The Task Force on Committee Restructuring makes the following recommendation for board consideration:

- 1.) Combine Mussleman Award with Member of the Year
- 2.) Eliminate Mentor program
- 3.) Eliminate "Student of the Year"
- 4.) New focus on George Wright Memorial Fellowship
- 5.) New focus on the David Junchen award
- 6.) Eliminate ETONES or move to non-board reporting activity
- 7.) Move "Historian" to non-board reporting activity

There will be a full discussion of committees during New Business when the board takes up the matter of committee assignments.

36. Discussion of Policies and Procedures for ATOS sponsored/funded events:

This includes:

- a. 2012 Leadership Roundtable-Presented by ATOS
- b. 2013 Summer Youth Adventure-Presented by ATOS
- c. 2013 Technical Experience-Presented by ATOS

37. Recommended Policies and Procedures for ATOS sponsored events: (Moelmann, Double)

Motion: (_____, _____) to accept recommended policies and procedures for ATOS sponsored events:

38. Review of David L. Junchen Scholarship. (Board)

39. Review of George Wright Memorial Fellowship. (Board)

40. Appointment of ATOS Archive and Library Liaisons: (Board):

- a. Appointment of liaisons
- b. Development and approval of procedures

41. Endowment Fund

- a. Appoint the 2012-2013 Endowment Fund Board of Trustees (Board)

Motion: (_____, _____) **to approve appointments to the 2012-2013 Endowment Fund Board of Trustees.**

- b. Approve the 2012 Endowment Fund Grants (Board)

Motion: (_____, _____) **to approve the 2012 Endowment Fund Grants.**

42. Nominations and Elections (Board)

- a. Appoint the Nominating Committee Chair and members for 2012-2013

Motion: (_____, _____) **to approve the nominating Committee chair and members for 2012-2013.**

- b. Appoint the teller

Motion: (_____, _____) **to approve the appointment of the election teller for 2012-2013.**

43. Chapter Relations: (Phipps, Needler, Evans)

- a. Review of Chapter Liaison Program
- b. E-mail blasts to individual members: (Evans)
- c. Chapter Census: (Phipps)

44. Contract Administration: (Eddington) (Executive Session)

- a. President/CE-Ratification of New Contract
 - Discussion of employment status (independent contractor vs. employee)
- b. Membership Secretary-Ratification of selection of the previous ATOS Board
- c. Information Technology (Web Site Manager) contract status (Double)
- d. Development Director (Grant Writer) contract status (Double)

45. Budget Review and Approval for 2012-2013. (Treasurer, Board)

Motion: (_____, _____) **to approve the 2012-2013 budget.**

46. Appoint the Executive Committee for the 2012-2013 term. (the four officers and two members of the Board)
Bylaws 5.2a: Executive Committee. The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, and Treasurer, plus two other Board members elected annually by the Board. The President/CE shall also serve in an ex-officio capacity.

47. Committee Actions Requested, Establishment of Committees, Appointment of Committee Chairs

Bylaws para. 6. APPOINTMENT OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of Directors then in office, may authorize such committees as the Board deems necessary or appropriate to conduct the business and further the objectives of this Society. The Chairman shall appoint all committees except the Nominating Committee and the Endowment Fund Committee. Any committee having the authority of the Board shall have two or more directors appointed to it.

ATOS Board Committee Assignments (As proposed for discussion), July 1, 2012

<u>Committee/Task</u>	<u>Board Reps</u>	<u>Staff Assignment</u>
Conventions (CPC)	Needler/Reddish	Kinerk
Task: Highlights CD recording		Double
Travel assist for special events		Kinerk

Mentor Program	Needler/Reddish	TBA
Membership	Ledwon/Needler	Membership Secretary
Committee/Task	Board Reps	Staff Assignments
Chapter Relations	Phipps/Needler	M.A. Dilworth
Task: Liaison Program	(TBA for discussion)	
Publications	Eddington/Evans	Parker
Task: Publications Review		TBA
<i>Theatre Organ</i> Journal/Publisher		Parker
Editors		Bryant/Feely
Layout/Design		Stark
Journal Advertising		Bryant/Feely
Pipe Piper listing		Ortloff
Around The Circuit		Bisson
Theatre Organ index		TBA
Youth/Teacher referral database	Ledwon/Avakian	Eddington
Simonton Literary Prize	Dilworth/Eddington	Apple
ETONES	Moelmann/Reddish	
Web site/IT	Eddington/TBA	Feely/Fellenzer/Bisson/Jacyk
Task: Theatre Organ On Line		Ogden (contract)
Web Journal		Feely
Social Media		Jacyk
Artists' Directory/Local Chapters		Parker/Avakian
E-mail		Gradin
Teleconferencing		TBA
List Service Management		TBA
Theatre Organ Radio		TBA
Theatre Organ Index		Double/Worthington/Stephens
		TBA
Public Relations	Eddington/Evans	Double
Special Projects	Parker/Dilworth	Double
Marketplace	TBA	Vastine
Bylaws and Policies	Eddington/Moelmann	McAlpin
Contract Administrator	TBA	Eddington/McAlpin
Legal Advisor to the Board		McAlpin
Fundraising (Grants)	Needler/Fenner	Double/K. Riley
Strategic Planning	Moelmann/Dilworth	Double
Youth Initiatives	Ledwon/Avakian	
Task: Young Organist Competition	Ledwon	
Summer Youth Adventure		Nordwall
Stan Kann Scholarship		Double
Organist Scholarships		C. Smith
Student of the Year		TBA
George Wright Memorial Fellowship		TBA
Youth Rep. Nominations	Ledwon/Moelmann	

Committee/Task	Board Reps	Staff Assignment
Finance and Investments	Needler/Moelmann/Dilworth	Hutcherson
Financial Review/Audits	Needler/Dilworth	TBA (as appointed)
Technical	Miller/Phipps	
Task: Technical Consultation	Miller/Phipps	TBA (prof'l tech as appointed)
Technical Experience	Miller/Phipps	TBA
Restoration and Preservation		TBA
Theatre Organ Registry		
Awards:	Technical Excellence David Junchen Scholarship Apprentice Crew Chief's Certificate of Service	
Archive and Library Relocation*	Evans/Fenner	
Awards and Recognition	Moelmann/Miller	
Awards:	Hall of Fame Organist of the Year Honorary Member Ron Musselman Member of the Year	
Nominations and Elections	Board/TBA	McCall/Shaner/Nordwall/Cippoletti
Task: Election teller		TBA (as assigned)
Endowment Fund Board of Trustees	Board/TBA	Reddish/Needler/Maney/Lachin Hutcherson
Ethics		J. Hardman/R. Carter/J.A. Evans
Historian		Moelmann
Parliamentarian		Bryant/Feely

48. Recognition or Approval of New Chapters:

49. Document Reviews:

- a. ATOS Bylaws
- b. ATOS Policies
- c. Job Descriptions
- d. Others, as applicable

50. Code of Ethics/Self Dealing Transaction Documents/ATOS Binder: (Evans)

- a. Code of Ethics signed by new Board members (Eddington, Fenner) at Annual Meeting
- b. Self-Dealing Transaction Documents issued each year during the Annual Meeting to new Board members. (Eddington, Fenner)
- c. Binder will be sent to the Board as a download in September or October.

51. Schedule of Upcoming Meetings: (Chairman, President/CE)

- a. Schedule 2012-2013 meetings
- b. Schedule 2013 Mid-Year Meeting

- c. Annual 2013 Board Meeting (Atlanta): Saturday, June 29, 2013, Sunday, June 30, 2013.
- d. Annual Membership Meeting: Wednesday, July 3, 2013 9:00 a.m. J.W. Marriott Hotel

52. Good of the Order:

*Recess until a call back into session or adjournment near the conclusion of the Convention (banquet).
Photo will be taken before, after, or during the Banquet/Awards Ceremony Event.*

Adjournment