

**Minutes of the ATOS Board of Directors Annual Meeting
JW Marriott Hotel, Buckhead (Atlanta), Georgia
June 30-July 5, 2013**

- 1. Chairman of the Board Bob Dilworth called the meeting to order at 8:34 a.m. and made brief opening remarks.**
- 2. Chairman Dilworth told the Board that discussion of the committee, officer, staff, and task force reports would be discussed if a Board member had a question, concern, or correction. Otherwise, the reports would stand as submitted without discussion.**
- 3. The Board accepted the June 12, 2013 Board virtual conference minutes.**
- 4. Secretary Bob Evans called the roll:**

Officers Present: Bob Dilworth-Chairman of the Board, Tim Needler-Vice Chairman of the Board, Bob Evans-Secretary, Mike Hutcherson-Treasurer. **Board Members Present:** John Ledwon, Jelani Eddington, Larry Fenner, Allen Miller, Jack Moelmann, Don Phipps, Nathan Avakian. **Board Members Excused:** COL Michael Hartley, Bucky Reddish. **Staff Members Present:** Ken Double-President/CE, Mike Bryant-Co-Editor *Theatre Organ*/Parliamentarian, Don Feely-Co-Editor *Theatre Organ*, Mike Kinerk-Convention Planning Coordinator, Donna Parker-Membership Secretary. **Guests Present:** Michael Fellenzer-Board Member Elect, Dan Minervini-Youth Representative Elect, Carlton Smith-Board Member Elect.

5. Old Business:

Please Note: The list of reports includes those that are required. No elaboration, unless requested, will be included in the minutes. Reports not submitted were noted as such. The complete reports will be included in the list of attachments to be published on the ATOS web site at a future date.

A. Officer Reports:

- Chairman of the Board
- Vice-Chairman of the Board-No Report Submitted
- Secretary
- Past Chairman of the Board
- Treasurer (See below)

**American Theatre Organ Society
Statement of Financial Position
June 12, 2013**

Unrestricted Funds / Assets:	
Checkbook Balance	\$ 197,852.95
Reserve	548,227.46
Total Unrestricted Funds	\$ 746,080.41
Restricted Funds / Assets:	
Endowment Fund	\$ 1,242,645.21
Endowment Grant Fund	18,421.94 *

Endowment Loan (NYTOS)	15,000.00
George Wright Fund	55,677.28
Total Restricted Funds	\$ 1,331,744.43
Total Funds	\$ 2,077,824.84

* 2011 and 2012 Endowment Grants Awarded But Not Yet Paid

8/1/2012 To 6/12/2013

Budgeted Revenue		Actual	Budgeted Expenses	Actual
Revenue	\$208,333.22	187,753.66	300,833.22	284,685.99
Donations	92,500.00	516,964.75		
=====				
TOTAL	\$300,833.22	704,718.41	300,833.22	284,685.99

B. Staff and Committee Reports:

- Membership Secretary Report: Current membership is 3,022.
- Theatre Organ Library at OU: (Wance, Riester)-No Report Submitted
- Awards and Recognition: Moelmann
- Convention Planning Coordinator: (Kinerk)
- Summer Youth Adventure: (Nordwall)
- Young Theatre Organist Competition: (Ledwon)
 - 2013 Finalists:
 - Dan Minervini
 - Danny McCollum
 - Justin LaVoie

Motion: (Ledwon, Evans) to redirect the distribution of the revenue from the George Wright Memorial Fund to help fund the Young Theatre Organist Competition. (Carried: Unanimous)

- **Technical:**
 - ATOS Technical Experience (Smith)-No report submitted.
 - Restoration and Preservation (Miller) No report submitted.
 - Technical Consultation Program: (Miller) No report submitted.
 - David L. Junchen Scholarship: (Miller) No report submitted.
 - Award for Technical Excellence: (Miller) Ron Wehmeier
 - Theatre Organ Registry: (Miller) No report submitted.
 - ATOS Technical DVD Initiative: (Phipps, Evans)
- **Awards for Conventions:**
 - George Wright Memorial Scholarship: (Ledwon) No report submitted. Joshua Dill, Peter Shilladay, Recipients.
 - Mentor Program: (Fenner) Misha Stefanuk participated in a mentor session with Tony Fenelon.

- **Bylaws and Policies: (Eddington)**

Motion: (Eddington, Evans) That policies outlined in the June 14, 2013 memo regarding clarification of policies relating to the ATOS journal be approved. (Carried: Unanimous) (Memo is in the report of the Bylaws and Policies Committee in list of attachments.)

Motion: (Eddington, Hutcherson) that Policy 5 v be adopted in accordance with the May 15, 2013 memo. (Carried: Unanimous) The memo stipulates a uniform formula by which to compute time and deadlines. (Memo is in the report of the Bylaws and Policies Committee in list of attachments.)

○ **Strategic Planning: (Fenner)**

○ **Endowment Fund: (Needler, Reddish)**

- Overview and Status
- 2013-2014 Grants:

Great Lakes Chapter ATOS-Switch Stack re-leathering	\$548.00
Stoneham Organ Society-Re-leather percussions, new console dolly	\$3,360.00
Theatre Organ Society of Delaware Valley-Upgrade Moller relay (Keswick Th.)	\$5,690.00
Detroit Theatre Organ Society-Offset chest repair, trem rebuilds, reservoir rebuilds	\$5,254.00
Hanover Theatre-Tonal finishing-final stage	\$9,344.00

Motion: (Needler, Moelmann) to accept the recommendation of the Endowment Fund Board of Trustees for the 2013 Endowment Fund Grants. (Carried: Unanimous)

○ **Elections and Nominations: (Davis)**

○ **Publications: (Eddington, Evans)**

- Theatre Organ Journal: (Parker, Bryant, Feely)
- ATOS Web Site: (Bellamy)

○ **Organist Scholarships: (Smith)**

The scholarship committee recommended the following students for scholarships:

- Stephen Kucera-Kansas City, KS \$1300.00
- Justin LaVoie-Canton, MI \$1200.00
- Daniel McCollum-Sumterville, FL \$1500.00
- Peter Rudewicz-Tyngsboro, MA \$ 900.00
- Dan Minervini-Massepequa, NY \$ 600.00
- Lucas Fletcher-Alton, IL \$ 500.00

Motion: (Moelmann, Phipps) to accept the recommendation of the ATOS Scholarship Committee. (Carried: Unanimous)

○ **Chapter Relations: (Phipps, Needler)**

○ **Public Relations: (Eddington, Evans)**-No report submitted.

○ **Youth Initiatives:**

- Social Media Update: (Avakian)
- Theatre Organ Student of the Year: (Avakian)

Dan Minervini-Massapequa, NY is the Theatre Organ Student of the Year.

- Youth Silent Film Festival: (Avakian)

- **ATOS Marketplace: (Vastine)**
- **Historian: (Moelmann)**

Motion: (Miller, Evans) to authorize Jack Moelmann to cull ATOS business records and determine what records are to be retained and that Jack Moelmann and Jelani Eddington create an ATOS Document Retention Policy. (Carried: Unanimous)

- **Finance and Investment: (Needler)**
- **President/CE Reports:**
 - Fundraising (Annual Drive Report)
 - Convention CD
 - Theatre Organ Radio
 - President/CE Financial Report

New Business:

- **Recognition of Outgoing Board Members:**

- The Chairman thanked outgoing Board members Allen Miller, Tim Needler, and Nathan Avakian for their outstanding efforts on behalf of ATOS.

- **Seating of New and Returning Board Members:**

- The Chairman welcomed new and returning Board members Larry Fenner (returning), Michael Fellenzer, Carlton Smith, and Dan Minervini (Youth Representative to the Board)

- **Appointment of Officers for the 2013/2014 term:**

- The Board convened in executive session at 1:12 p.m. to consider officer appointments for the 2013-2014 term and to discuss a special award.

- Jack Moelmann acted as temporary chair of the elected directors for appointment of officers. The current slate of officers was nominated for the 2013-2014 term. The officers were asked to leave the room while the elected directors met. Since no nominations were forthcoming from the floor, the following were appointed by acclamation as ATOS Officers for the 2013-2014 term:

Chairman of the Board-Bob Dilworth

Vice Chairman of the Board-Larry Fenner

Secretary-Bob Evans

Treasurer-Mike Hutcherson

- The Board reconvened in open session at 1:30 p.m.

- **Appoint the 2013-2014 Endowment Fund Board of Trustees**

- Tim Needler (Chair), Bucky Reddish, Mike Hutcherson, Bob Latchin, Bob Maney, Jack Moelmann (non-voting advisor) were reappointed to the Endowment Fund Board of Trustees.

Motion: (Phipps, Evans) to approve the appointments to the 2013-2014 Endowment Fund Board of Trustees. (Carried)

The Board convened in Executive Session at 1:35 p.m. to discuss staff contracts and budget considerations.

The Board re-convened in regular session at 3:35

Motion: (Eddington, Fellenzer) to renew the Membership Secretary's agreement at the rate of \$2000 per month for one year as specified in the terms of the new contract. (Carried: One Abstention)

Motion: (Eddington, Hutcherson) to renew the contract of Ken Double as ATOS President/CE at \$80,000 per year. This figure represents compensation and all expenses. (Carried: One Negative Vote)

Motion: (Moelmann, Evans) to renew the contracts of the ATOS journal editors (Mike Bryant, Don Feely) at \$12,000 per year, per editor for two years. (Carried: Unanimous)

Motion: (Eddington, Moelmann) to renew the contract of the graphic designer (Dannielle Stark) at the rate of \$3800 per issue for two years. (Carried: One Abstention)

Motion: (Eddington, Moelmann) to renew the contract of Greg Bellamy as ATOS web site manager at the rate of \$1000 per month for one year. (Carried: Unanimous)

- **Budget Discussion:**

The Board discussed the budget for 2013-2014 at length. Part of the discussion centered on the recommendation of the Budget Committee. John Ledwon, Chair of the ATOS Budget Committee reviewed the report and the committee's recommendations. The Board went over the report line-by-line and suggested changes where appropriate.

Some Board members suggested that the Board should take a very conservative approach to funding staff and programs. The amount for some programs was adjusted. All agreed that the prudent approach would be to seek funding for individual programs. This would take some of the strain off of the operating budget.

(See report in list of attachments.)

Motion: (Evans, Minervini) to approve the 2013/2014 ATOS Annual Operating Budget as amended. (Carried: One Abstention) *(The approved budget is listed in the list of attachments.)*

- **Dues Increase:**

Motion: (Hutcherson, Evans) that effective January 1, 2014 ATOS annual dues will be \$50 per year. (Carried: Unanimous)

The Board discussed the issue of raising dues by \$10 per year. Jack Moelmann allowed that it had been about ten years since the last dues increase. Donna Parker, Publisher and Mike Bryant, Co-Editor of *Theatre Organ* pointed out that the cost of producing *Theatre Organ* alone has risen significantly in the last ten years along with general increases in mailing costs, etc.

The consensus of the Board was that a \$10 raise at this time is justified and reasonable.

○ **Appointment of ATOS Executive Committee:**

Chairman Bob Dilworth recommended the following as members of the 2013/2014 ATOS Executive Committee: (The four Board officers are automatically appointed.)

- Bob Dilworth
- Larry Fenner
- Bob Evans
- Mike Hutcherson
- Jelani Eddington
- Jack Moelmann

Motion: (Minervini, Evans) to accept the Chairman's recommendation for appointments to the 2013/2014 ATOS Executive Committee. (Carried: Unanimous)

○ **Appointment of ATOS Committees and Committee Chairs:**

The list of committee appointments was incomplete and will be acted on at a future ATOS Virtual Board Meeting. *(When complete, the list of committee appointments will be included in the list of attachments.)*

6. Good of the Order:

- Don Phipps presented a proposal that the Board meet informally in "roundtable" format every month or so to discuss pertinent matters and share ideas. No minutes would be kept or attendance taken. These sessions would simply be for sharing ideas. Chairman Dilworth and many Board members thought this a good idea and the first roundtable session will be held during the month of August.
- Chairman Dilworth asked each Board and Staff member if he or she had anything further to add. No Board or Staff member offered any additional comments.

The next ATOS Virtual Board meeting will be held on Monday, September 9, 2013 at 9:00 p.m E.D.T.

The meeting was adjourned at the conclusion of the Stephenson High School concert (9:30 p.m) on July 5, 2013.

/s/ Bob Evans, Secretary

**ATOS Annual Meeting Attachments for File
Published on ATOS Web Site**

1. 2013 Annual Meeting Agenda
2. Chairman of the Board Activity Report
3. Secretary Activity Report
4. Past Chairman of the Board
5. Treasurer Activity Report
6. Membership Secretary Activity Report
7. Awards and Recognition Activity Report
8. Convention Planning Coordinator Activity Report
9. Summer Youth Adventure Activity Report
10. Young Theatre Organist Competition Activity Report
11. ATOS Technical DVD Initiative Activity Report
12. Mentor Program Activity Report
13. Bylaws and Policies Committee Activity Report
14. Endowment Fund Board of Trustees Activity Report and Recommendations
15. Strategic Planning Committee Activity Report
16. Elections and Nominations Committee Activity Report
17. Publisher Activity Report
18. IT Manager Activity Report
19. Organist Scholarship Committee Activity Report
20. Chapter Relations Committee Activity Report
21. Youth Representative Activity Report (Includes GWMF Scholarship and Theatre Organ Student of the Year)
22. ATOS Marketplace Activity Reports +
23. Historian Activity Report
24. Request for Guidance in Disposition of Files
25. President: 2013 Fundraising Activity Report
26. Los Angeles Convention CD Activity Report
27. President: Theatre Organ Radio Activity Report
28. Office of the President Activity Report
29. Contract Administrator Activity Report
30. Budget Committee Activity Report
31. Budget Committee Recommendation for 2013-2014 Annual Operating Budget
32. ATOS "Roundtable" Proposal

