

**Minutes of the ATOS Board of Directors Annual Meeting
Hyatt Regency Hotel, Indianapolis, Indiana
July 4-8, 2014**

1. Chairman of the Board Bob Dilworth called the meeting to order at 8:34 a.m. and made brief opening remarks.

2. Secretary Bob Evans called the roll:

Officers Present: Bob Dilworth-Chairman of the Board, Jack Moelmann-Acting Vice Chairman of the Board, Bob Evans-Secretary, Mike Hutcherson-Treasurer. **Board Members Present:** Jelani Eddington, Michael Fellenzer, John Ledwon, Dan Minervini, Don Phipps, Carlton Smith, Bucky Reddish. **Staff Present:** Ken Double-President/CE, Mike Kinerk-Convention Planning Coordinator, Mike Bryant-Co-Editor *Theatre Organ*, Parliamentarian, Don Feely-Co Editor *Theatre Organ*. **Guests Present:** Denise Andersen-Board Member Elect, Donnie Rankin-Board Member Elect, Dr. William Weary-ATOS Retreat Facilitator, Bill Coale, Mary Ann Dilworth, Mike Knight.

3. Chairman Dilworth informed 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.

4. The Board accepted the June 3, 2014 and June 16, 2014 virtual board meeting minutes.

5. Old Business:

Please Note: The list of reports includes those that are required. Chairman Dilworth will read the names of the committees and task forces. No elaboration, unless requested by a Board member, will be included in the minutes. Reports not submitted are noted as such.

A. Officer Reports:

- Chairman of the Board
- Vice-Chairman of the Board
- Secretary
- Treasurer (See revenue/expense report at end of minutes)
 - Our net assets are \$2,000,020.
 - By the end of the convention we will be close to running a \$135,000 deficit.
 - As of yet we have not had to use the reserve fund.
 - Mr. Hutcherson gave a detailed presentation as he explained the revenue/expense report.

B. Committee/Task Force/Staff Reports:

- Membership Secretary's Report: (Parker) (See report in list of attachments for publication.)
 - Ken Double noted that the notification of membership renewal is now included with the journal. Many people did not notice the renewal notice in the journal. A follow-up letter was sent to all non-renewals.
- Theatre Organ Archive and Library at OU: (Wance)

- Mr. Wance's progress report was published as an article in *Theatre Organ*.
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- Awards and Recognition: (Moelmann)
The following are the recipients for 2014:
 - Outgoing Board Member-Bucky Reddish
 - Outgoing Endowment Fund Trustees: Bucky Reddish and Tim Needler
 - Young Theatre Organist Competition Finalists-Ryan Hardy, Dan Minervini, and Andrew Van Varick First Place Winner: Andrew Van Varick
 - Awards of Special Merit: Ken Duffie, Lee Lanier, John Tanner
 - Member(s) of the Year: Ken and Harriet Wuepper
 - Honorary Member(s) Dick Willson and Bill Zabel
 - Organist of the Year: Lance Luce
 - Hall of Fame: Tony Fenelon
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- Convention Planning Coordinator: (Kinerk)
 - The Western Reserve Chapter has made a bid for the 2016 convention.
 - A clarification and summary of payment responsibilities according to chapter (convention budget) or ATOS (ATOS budget) will be added to the Convention Planning Handbook.
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Motion: (Moelmann, Phipps) to accept the Western Reserve Chapter's bid for the 2016 ATOS Annual Convention. (Carried: Unanimous)

Motion: (Moelmann, Evans) to approve Joe McCabe as chairman of the 2016 ATOS Annual Convention. (Carried: Unanimous)

Motion: (Eddington, Reddish) to include the clarification page defining financial responsibilities to the Convention Planning Handbook. Mr. Eddington amended his motion to have the convention pay for the convention registration and banquet and ATOS pay for the travel and lodging of the finalists of the Young Theatre Organist Competition. (Carried: Unanimous)

Motion: (Ledwon, Phipps) that the guidelines for the Young Theatre Organist Competition include two selections from the 50's forward and two selections of the participant's choice. (Carried)

- Technical: (Smith, Phipps)
 - Carlton Smith reports eight applicants for the 2014 ATOS Technical Experience. More are expected.
 - ATOS Technical DVD Series: (Phipps, Evans)
Much of the material for the first two lessons is "in the can". The problem is one of scheduling with the instructors. Hopefully we should see the results of the lesson on regulator restoration in late spring.
- Awards for Conventions:
 - George Wright Memorial Fund: (Ledwon) See discussion in afternoon session.
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- Bylaws and Policies: (Eddington)

- Mr. Eddington has investigated the possibility of changing the state of our incorporation from California to Delaware. He advises against such a move because ATOS would have to reapply for 501-c(3) status.
- Strategic Planning: (Double)
 - Strategic Planning has been put on hold because of the upcoming retreat.
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- Endowment Fund: (Needler, Reddish)

The following are the 2014 Endowment Fund Grants:

 - Sunnybrook Foundation, Inc. Replace 750 chest magnets; re-leather same number of notes-\$12, 198.00
 - Stoneham Town Hall: Restore 7 regulators-\$3,325.00
 - Templo de San Jose (Bill Murdock) Artisan Relay System upgrade-\$2,700.00
 - Hanover Theatre: Addition of 16' extension to the Oboe Horn-\$3,800.00
 - Historic Elsinore Theatre: 8' Octave, Trio Orchestral Oboe, console repair and update-\$3,962.00
 - Allegheny River Stone Center for the Arts: McKissick Wurlitzer Relay System upgrade-\$2,668.00
 - Downer's Grove High School Wurlitzer: Partial restoration of Chrysoglott; re-leathering secondaries-\$4m 962.00
 - *Total Amount of Grants Awarded-\$33,615.00*

Mike Hutcherson pointed out that more non-ATOS groups are applying than are ATOS Chapters. We need to encourage chapters to apply.

Motion: (Moelmann, Evans) to approve the 2014 Endowment Fund Grants as listed. (Carried: Unanimous)

- Elections/Nominations Committee Report: (Coale) No report received.
- Publications Committee Report: (Bryant)
 - New ATOS brochure is ready to be printed.
 - Renewal forms have been reworded.

Motion: (Phipps, Hutcherson) to print 10,000 new ATOS brochures. (Carried: Unanimous)

- Organist Scholarships: (Smith) The following are 2014 ATOS Scholarship Recipients:
 - Steven Kucera-Kansas City, Kansas-\$900.00
 - Daniel McCollum-Sumterville, Florida-\$1300.00
 - Dan Minervini-Massapequa, New York-\$650.00

Motion: (Moelmann, Evans) to approve \$2,850.00 for organist scholarships (Carried: Abstention, Eddington)

- Chapter Relations: (Phipps)
 - Don Phipps announced that two new chapters have been formed. They are the Free State Chapter (PA) and the Old Dominion Chapter (VA). The chapter charters will be presented at the awards banquet.

Motion: (Phipps, Evans) to approve the Uniform Chapter Charter Agreement of the Old Dominion Chapter of the American Theatre Organ Society. (Carried: Unanimous)

- Public Relations (Double)
 - Ken Double noted that ATOS, both nationally and locally, has to work on generating press releases.
- Youth Initiatives: (Minervini)
 - Ken Double offered information about the Youth Silent Film Festival. The Northwest regional had 110 entrants from all over the world. This is a great opportunity for ATOS to publicize the theatre organ...a marvelous public relations opportunity.
- ATOS Marketplace: (Vastine)
 - President Double asked some pertinent questions regarding the Marketplace. Should we rethink the Marketplace? Should we consider a major restructure? Should it be eliminated or expanded? Food for thought...
- IT (Information Technology) Report (Bellamy) No report received.
- Contract Administrator: Nothing to add to written reports
- President/CE Reports: (Double) Nothing to add to written reports.
 - Fundraising
 - Convention CD
 - Theatre Organ Radio
 - President/CE Financial Report
 - "Step Up Your Playing" Proposal

Motion: (Evans, Phipps) to approve the "Step Up Your Playing" adult teaching event as an ATOS program for outreach to our adult players. This program will be executed annually on a break-even or revenue-generating basis, creating no cost to ATOS, with tuition or donations providing sufficient funding to cover expenses or that year's event shall be cancelled. (Carried: Unanimous)

6. New Business:

A. Recognition of Outgoing Board Member: (Dilworth)

- Chairman Dilworth recognized outgoing board member Bucky Reddish. Bucky is a true ATOS lover and should be recognized as a tireless worker and his outstanding contributions to ATOS.

B. Seat New and Returning Board Members: (Dilworth)

- New board members Denise Andersen and Donnie Rankin were seated.
- Returning board members John Ledwon and Don Phipps were seated.

C. Appointment of Officers for 2014-2015 Term (Board)

(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 board member will act as chair of the Elected Directors group for the appointment process. This committee will meet in executive session The Chair of the Elected Directors Group reports to the Board and Staff present.)

- No additional candidates for Chairman of the Board, Secretary, or Treasurer (other than those currently serving) presented themselves for nomination.

- Bill Coale presented himself for nomination to Vice Chairman of the Board. No other candidates presented themselves for this office.
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Motion: (Moelmann, Ledwon) that we appoint Bob Dilworth, Chair, Bill Coale, Vice Chair, Bob Evans, Secretary and Mike Hutcherson, Treasurer. (Carried: Unanimous)

D. Endowment Fund:

Motion: (Eddington, Phipps) to approve the following as Endowment Fund Trustees: John Ledwon, Chair, Bob Maney, Bob Latchen, Members at Large, Mike Hutcherson, Treasurer, Jack Moelmann, Advisor. (Carried: Unanimous)

E. ATOS Retreat

- Ken Double introduced Dr. William Weary to the board. Dr. Weary will facilitate the ATOS retreat scheduled for September 19-21. The retreat will be held at the St. Louis Airport Hilton Hotel. The purpose of the retreat is to chart a new, more efficient course for ATOS in the future. Dr. Weary has extensive experience as a consultant/facilitator and comes highly recommended by several organizations that have utilized his services.
Dr. Weary will be conducting extensive research on ATOS, interviewing board and staff and interviewing several of the membership.

Motion: (Moelmann, Hutcherson) that ATOS contract with the Dickinson Theatre Organ Society to conduct the ATOS retreat in September. (Carried: Unanimous)

The meeting recessed until 1 p.m.

The meeting was reconvened at 1:06 p.m.

F. George Wright Memorial Fund: (Moelmann)

- **Jack Moelmann gave a brief history and overview of the George Wright Memorial Fund.**
 - Some confusion has developed in regard to exactly how the interest from the GWMF can be distributed.
 - Jack Moelmann has proposed a method of distribution of the interest from the fund:

Motion: (Moelmann, Phipps) the annual revenue from the George Wright Memorial Fellowship (GWMF) shall first be used to help fund the travel and lodging for the finalists of the Young Theatre Organist Competition to attend the annual ATOS convention. Should there be GWMF revenue not used for this purpose, the remaining funds may be used to help a young ATOS member between the ages of 15-24 to attend either their first participation at the annual convention, the Technical Experience, or the Summer Youth Adventure in the order or priority listed above.

- Some disagreed with the priorities set forth in the motion and suggested a reordering of the priorities. Lengthy discussion followed with many board members voicing opinions.
- After much discussion the consensus of the board was that this proposal merited further study and consideration.

Motion: (Coale, Evans) to table the motion made by Jack Moelmann. (Carried: Unanimous)

G. Budget Review and Approval (Ledwon)

- John Ledwon, Budget Committee Chair, turned over explanation of the Budget Committee's recommendations to committee member Bill Coale.
- Dr. Coale explained the process through which the Budget Committee had arrived at its recommendations. He explained that the committee considered a line-by-line examination of each program or committee, making a recommendation for each. He commented that maintaining status quo for one program while reducing another pits program against program and committee against committee. Bill Coale pointed out that budget cuts are never easy; no matter how cutting is accomplished.
- The Budget Committee had agreed that a twenty percent (20%) reduction in the proposed budget was necessary.
- Bill Coale suggested that some good can come out of budget cuts as the reduced appropriation gets people thinking about how to operate within reduced monetary parameters, while forcing committees or task forces to be creative in problem solving.
- Chairman Dilworth commended John Ledwon and his committee for their hard work with a difficult issue.
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Motion: (Phipps, Evans) to accept the recommendation of the Budget Committee.

- Discussion was very active on this subject:
 - Several board members objected to an "across the board" reduction.
 - Several board members objected to reducing travel and hotel reimbursement for ATOS Board members as might find it difficult to attend because of financial considerations.
 - One board member suggested that ATOS might encounter a problem asking staff to keep the same workload with reduced compensation.
 - Two members of the Budget Committee remarked that the reduction was necessary in light of our present finances and that an "across the board" cut was fairest to all concerned.

Motion: (Coale, Fellenzer) to limit debate. Carried (show of hands): Yes (9), No (3)

(Restated) Motion: (Phipps, Evans) to accept the recommendation of the Budget Committee. (This was a secret vote as requested by the Chairman of the Board.) Yes (8) No (5)

Motion: (Fellenzer, Eddington) If ATOS receives major unrestricted gifts (beyond those budgeted for in the 2014-2015 budget) of \$150,000 or more in unrestricted gifts, that the budget cuts be restored to the 2013-2014 level. (This was a secret vote as requested by the Chairman of the Board.) (Not Carried: (7 no, 6 yes)

H. Contract Administration: (Eddington)

- The ATOS Board convened in Executive Session at 3:22 p.m.
- The ATOS Board re-convened in regular session at 3: 28 p.m.

Motion: (Moelmann, Eddington) to renew the contract of Ken Double for one year at the rate of \$64,000 per year. (Carried: Unanimous)

Motion: (Moelmann, Eddington) to renew the contract of Donna Parker (Membership Secretary for one year at the rate of \$19,200 per year. (Carried: Unanimous)

Motion: (Moelmann, Eddington) to renew the contract of Greg Bellamy (IT Manager) for one year at the rate of \$9600 per year. (Carried: Unanimous)

I. Appoint the ATOS Executive Committee for 2014-2015

- Chairman Dilworth has appointed the following to the ATOS Executive Committee for 2014-2015:

- Bob Dilworth, Bill Coale, Bob Evans, Mike Hutcherson (ATOS Officers), Jelani Eddington, and Jack Moelmann

Motion: (Phipps, Andersen) to approve the appointment of the ATOS Executive Committee for 2014-2015 (Carried: Unanimous)

J. Good of the Order: (Any topics that have arisen but were not on the printed agenda.)

- Jelani Eddington has proposed a change to ATOS Policy regarding the distribution of funds from the George Wright Memorial Fellowship. (See Bylaws and Policies Report) As discussed earlier the topic will be discussed at a later date after more study.

Motion: (Moelmann, Andersen) to table Jelani Eddington's motion as stated in the Bylaws and policies report. (Carried: Unanimous)

- John Ledwon stated that a web site he has seen provides a list of colleges and universities that have organ departments. Bob Dilworth asked John to contact these schools.
- Jelani Eddington presented an amended hotel contract for the "Step Up Your Playing" adult event to be held in San Diego.

Motion: (Eddington, Andersen) that the contract be executed as amended. (Carried: Unanimous)

- Chat Sessions: Bob Dilworth asked whether or not we should continue with the informal board chat sessions. He stated that participation has been spotty and sometimes the conversations drift into the realm of a pseudo board meeting. That was not the original intent. The chat sessions were never intended to discuss business. If someone wishes to discuss a particular subject informally they can request that Bob Dilworth initiate a chat session on the subject.
- Bob Dilworth asked if any board member had any further comments.
- Estate Planning Challenge: Jack Moelmann, the first to leave money in his estate for ATOS (\$10,000) back around 1997, presented a challenge to the attendees at the Convention. He increased his estate gift to \$25,000 and would match others at the convention who would indicate their willingness to put into their estate any amount of money in increments of \$5,000 up to a total of \$25,000. By the end of the convention, the total, which could be realized, including Jack Moelmann's now \$50,000, was \$110,000. Funds could be restricted to the Endowment Fund or any other program or project or just used for the general fund as indicated by the donor.

The meeting recessed at 4:10 p.m. until the end of the ATOS Awards Banquet

Motion Prior to Adjournment: (Moelmann, Evans) to defer establishment of all but a few of the committees until after the retreat in September. The Chairman will assign necessary committees and activities shortly after the convention. (Carried: Unanimous)

- Committees established by the Chairman prior to the retreat:
 - Awards and Recognition-Jack Moelmann
 - Convention Planning-Mike Kinerk
 - Young Theatre Organ Competition-John Ledwon
 - Nominations Committee: Jonas Nordwall
 - Around the Circuit-Paul Jayck
 - ATOS Marketplace-Rob Vastine
 - Web Site (IT Manager)-Greg Bellamy
 - ATOS Radio-Ken Double

- Youth Representative-Dan Minervini
- Membership-Donna Parker
- Historian-Jack Moelmann
- Chapter Relations-Don Phipps
- Publisher-Donna Parker
- Technical-Carlton Smith
- Scholarships-Carlton Smith
- Workshops-Jonas Nordwall
- Youth Initiatives-John Ledwon
- Contract Administration-Jelani Eddington
- Legal Counsel

The next ATOS Virtual Board Meeting will be held on Tuesday, September 9, 2014 at 9 p.m. E.D.T.

The meeting was adjourned at the conclusion of the ATOS Annual Awards Banquet (9:00 p.m.) E.D.T. on July 7, 2014.

/s/ Bob Evans, Secretary

**Attachments for File:
(to be published on the ATOS Web Site)**

1. Agenda
2. Chairman of the Board Report
3. Vice Chairman of the Board Report
4. Secretary Report
5. Treasurer's Report
6. ATOS Profit and Loss
7. Membership Secretary Report
8. Awards and Recognition Committee Report
9. Convention Planning Coordinator Report
10. DVD Instructional Series Committee Report
11. Bylaws and Policies Committee Report
12. Endowment Fund Board of Trustees Report
13. Endowment Fund Grants for 2014-2015
14. Publisher Report
15. Scholarship Committee Report
16. Chapter Relations Committee Report
17. Youth Representative Report
18. Summer Youth Adventure Committee Report
19. International Youth Silent Film Festival Report
20. ATOS Marketplace Report
21. Contract Administrator Report
22. Fundraising Report
23. Convention CD Report
24. Office of the President Report
25. Adult Camp-"Step Up Your Playing" Report
26. Theatre Organ Radio Report
27. Historian Report
28. Budget Committee Report
29. Budget Committee Proposed Budget 2014-2015