

Minutes of the ATOS Board of Directors Mid-Year Meeting
 Saturday, February 11, 2012
 Marriott Courtyard Hotel, Norman, Oklahoma

1. Chairman of the Board COL Mike Hartley called the meeting to order at 8:34 C.D.T.

2. Secretary Bob Evans called the roll:

Officers Present: Mike Hartley-Chairman of the Board, Bob Dilworth-Vice Chairman of the Board, Bob Evans-Secretary, Mike Hutcherson-Treasurer. **Board Members Present:** John Ledwon, Allen Miller, Tim Needler, Donna Parker, Don Phipps, Bucky Reddish. **Youth Representative to the Board-Nathan Avakian.** **Board Member Excused:** Jack Moelmann. **Staff Present:** Ken Double-President/CEO, Mike Bryant-Parliamentarian, Jelani Eddington-Contract Administrator.

3. Chairman Hartley made opening remarks.

4. As no changes in the minutes of January 10, 2012 were noted the minutes were accepted.

5. Treasurer's Report: (Hutcherson)

A summary is included below:

**American Theatre Organ Society
 2011-2012 Budget Variance Report
 August 1, 2011 - January 31, 2012**

<u>8/1/11 to 1/31/12 Budget</u>	<u>Actual</u>	<u>Variance</u>
Revenue	\$ 191,250.00	\$ 141,036.19
Expenses	171,275.00	149,233.35
TOTAL		(\$ 8,197.16)

Statement of Financial Position - January 31, 2012

Unrestricted Funds		
	Checking	\$ 89,314.27
	Reserve Funds	381,769.35 *
	TOTAL	471,083.62
Restricted Funds		
	Endowment	952,028.08 *
	George Wright	58,642.10 *
	TOTAL	1,010,670.18
TOTAL FUNDS		\$ 1,481,753.80

Chairman Hartley pointed out that, in the future, the Board will be receiving an executive level budget execution overview at each meeting. COL Hartley has directed the treasurer to prepare a report with three separate columns that will indicate the following:

1. APPROVED BUDGET: Total amount approved for execution by account.
2. EXECUTION TO DATE: The amount actually disbursed.
3. BALANCE: The balance of funds after expenditures.

The current reporting will also be added to reflect our total financial status.

Old Business:

Reports:

6. Archive and Library (Miller, Evans)

Allen Miller reports that the materials formerly housed in Joliet, Illinois are now at the American Organ Institute at the University of Oklahoma. These materials have been removed from the POD(s) and are safely stored (temporarily) in the upper level of the organ shop.

Mr. Miller also noted that the American Organ Institute is the only university in the United States that offers both performance and technical courses in organ.

Mr. Miller also noted that the timeline for the ATOS Archive and Library is ahead of schedule.

7. Awards and Recognition: (Moelmann)

- Presented nothing new to add.

8. Convention Planning Coordinator: (Kinerk)

- (Ken Double spoke on behalf of Mike Kinerk.) Plans are coming together for the upcoming ATOS Annual Convention in Los Angeles.

9. Youth Activities:

- Summer Youth Adventure: (Nordwall)
All is moving along very well. This year's Summer Youth Adventure. This year's event will be held in Wilmington, Delaware. Participants will visit Wanamakers and Longwood Gardens. The average attendance is fifteen (15). Average first-time attendance is six (6)

10. Competitions:

- Young Organist Competition: (Ledwon)
ATOS will be able to field a competition this year. At this juncture we have five potential competitors.

11. Technical: (Miller)

- Restoration and Preservation
The Committee is seeking information on pipe organs to be included in the Registry of Historical Instruments.
- Technical Consultation Program: No requests for technical consultation have been received.
- David L. Junchen Technical Scholarship: No applicants for scholarship at this time.

- ATOS Technical Experience: Last year's event was very successful. The Technical Experience will be held at the American Organ Institute for the next two years. This year's event will be held on August 5-9, 2012.
- DVD Technical Series: (Phipps) Don Phipps stated that the time has come to document skills necessary to rebuild, restore, and maintain theatre organs. Don expounded on his memo to the Board in favor of producing a DVD series addressing technical issues.

Motion: (Dilworth, Ledwon) to form a study committee charged with the task of producing a firm proposal for a DVD technical series and presenting that proposal to the Board at the Annual Board Meeting in June, 2012. (Carried: Unanimous)

12. Awards for Conventions:

- George Wright Memorial Fellowship (Ledwon, Avakian)
Nathan Avakian stated that he was reaching out through Facebook and individual contacts. An invitation for applications will appear in the March/April issue of *Theatre Organ*.
- Mentor Program: (Needler, Reddish) One person has applied to the Mentor Program. Allen Organ Company has agreed to the use of their demonstration room (during the 2011 ATOS Annual Convention) for the program.

13. Bylaws and Policies:(Moelmann)

- After consultation with Bylaws and Policies Committee Chairman Jack Moelmann, Jelani Eddington (Contract Administrator) presented a proposal for a ATOS Bylaw and Policy change. This change was initiated by a change in the California Corporation Code. This bylaw and policy change restructures the way selection is made for the Youth Representative to the Board. The proposal makes the Board responsible for approval of the recommendation of the Youth Representative Committee. (See complete memo in list of attachments)

Motion: (Needler, Dilworth) to accept Contract Administrator's proposal (Carried: Unanimous)

14. Endowment Fund: (Reddish)

- Four chapters have been compensated for work done. Six chapters have not submitted invoices for completed work:

Chapter	Amount Awarded	Amount Used
Atlanta Chapter	\$4,100	0
Columbia River	2,703	0
TOS Delaware	5,000	5,000.00
Grand Rapids Museum	2,500	0
Kirk of Dunedin	1,200	1,200.00
Long Center	3,000	3,000.00
Oregon Chapter	1,159	0
Tivoli Theatre	3,540	2,648.36
Cinema Organ Society	3,300	0
Western Reserve Chapter	3,500	0
TOTALS	\$30,002	11,848.36

- *The window for use of funds has been changed from three years to one year.*

15. Nominations: (McCall)

- Nothing new to add

16. Publications: (Parker)

- *Theatre Organ*: (Bryant, Feely) Nothing new to add
- Publicity: (Parker) Nothing new to add
- *Around the Circuit*: (Bisson) Nothing new to add
- ETONES: (Hutcherson, Reddish) Nothing new to add
- ATOS Web Site: (Parker, Hartley) Work is underway to improve the performance of the ATOS web site.

17. Inner-City Youth/Urban Outreach Program: (Moelmann)

- Presented nothing new to add

18. Organist Scholarships: (Smith, Ledwon, Avakian)

- Six recipients are eligible for scholarships
- \$7150 is budgeted with \$2850 distributed at this point.
- Some, but not all, students have requested funds to this date.

Scholarship recipients and awards are listed below:

2011 ATOS Scholarship winners/ Amount awarded:

Nathan Avakian	\$1300.00
Daniel McCollum	\$1500.00
Donnie Rankin	\$2400.00
Mary Ann Wooton	\$650.00
Steven Kucera	\$1300.00
Justin P. LaVoie	\$1200.00

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

- The Chapter Relations Committee submitted the following proposal:

To: ATOS Board of Directors

**From: Chapter Relations Committee
(Don Phipps, Tim Needler, Bob Evans)**

Subject: Chapter Communications

Date: January 23, 2012

We can't know where we're going until we know where we are.

Why is communication with individual members of ATOS more necessary today than ever before?

We estimate that approximately 30% of the membership is unaligned with a specific chapter and receives his/her communication solely through the journal or web site. This figure could approach 50% if a member states that he or she belongs to an (currently) inactive chapter.

Currently, we are assuming that the e-mails generated by the Chapter Liaisons are (1) getting to the chapter presidents/secretaries, (2) being distributed by the chapter presidents/secretaries. This assumption has proven to be inaccurate.

- A logical first step is to take a “chapter census” to determine how many chapters are currently active.
- This census would take the form of a very simple form for chapter presidents/secretaries to complete. This could be published in Theatre Organ and made available on line. The Board should press chapters to complete the form in a timely fashion to maintain their charter(s). Some “detective” work may be necessary using the e-mail list that the Executive Secretary has in his records.

Why does the chapter liaison system need revision?

- We do not have an accurate list of active chapters. Two recent attempts to get up to date information on chapters did not produce an accurate accounting of active and inactive chapters.
- This is not the fault of any individual or group.
 - Jack Moelmann circulated a Chapter update list and received less than thirty responses.
 - Numerous attempts by the Secretary to establish a current chapter president/secretary list produced responses from about 25% of chapters. Many e-mails bounced. The Secretary sent “regular” USPS mail messages to those whose addresses were not accurate-no responses.

How are we going to communicate with individual members?

- The “communication initiative” must begin with an explanatory article in Theatre Organ. This article would be positive, upbeat, and stress the idea that ATOS is reaching out to individual and chapter members in order to communicate in a more direct and timely fashion. The article should be comprehensive and explain the initiative thoroughly.
- Along with the article the Board might want to consider a short, simple insert in the journal that could be sent “regular” mail or e-mail to ATOS. This insert would contain member name, address, and e-mail address along with a disclaimer informing the member that his/her name will be placed on a master e-mail list administered by ATOS for ATOS business only.
- The result of the two above measures would be the creation of a master e-mail list of individual members.

Either the ATOS Web Master or the individual in charge of membership would maintain this e-mail list with assistance from the Chapter Relations Committee. The Secretary, who is on the Chapter Relations Committee volunteers to work with the web master and membership person to help maintain the e-mail list and assume responsibility for facilitating communication through the list. (This task will NOT be included in the Secretary’s job description as a future Secretary may not wish to continue with this responsibility.)

What Next?

- Re-define Chapter Liaison to include Member Liaison.
 - Chapter Liaison duties would remain the same as is currently described. (The e-mail distribution list, however, would be modified to reflect current active chapters.)
 - A Member Liaison (at an e-mail address) would be responsible for answering e-mail inquiries from ATOS members or prospective members. All this would be done via the web site. This Member Liaison function would help open the lines of communication between

unaligned members and the ATOS. This would be part of the Secretary's assumed responsibilities.

- Additional Utilization of E-Mail List:
 - Frequent updating of Around the Circuit. (two-week intervals)
 - Timely bulletins to membership at large (monthly news releases)
 - Clearinghouse of interested people within a predetermined geographical radius. (Possible way to provide framework for new chapters) (as needed or requested)
 - Fundraising opportunities generated through clear, timely, and frequent communications (as needed)

Constant monitoring and updating of the list will be necessary. This is NOT a one-time activity. The Chapter Relations Committee recommends that reporting on the currency of the e-mail list be a regularly scheduled report for each Board meeting/telephone conference.

Further Note:

Our expectation is that (with the addition of a paid web master) this initiative would not entail an additional major expenditure of ATOS funds. In fact, the majority of labor expended will be in the creation of the master e-mail list.

- The Chapter Relations proposal was referred to the IT Committee for study.

20. Public Relations: (Parker)

- Nothing new to add

22. Youth Initiatives:

- Stan Kann Scholarship: (Double) Nothing new to add
- Youth Silent Film Festival; (Avakian)
The Board received a letter from Mr. John Palanuk, director of the Youth Silent Film Festival. Mr. Palanuk is looking for assistance in several areas from ATOS. He seeks assistance in finding venues for regional film festivals and artists to perform accompaniment for the films.
- Youth Representative Nomination: (Moelmann, Ledwon) Nothing to report at this time

23. Finance and Investment: (Needler, Dilworth, Moelmann)

- Nothing new to add

24. Financial Review and Audits: (Needler, Dilworth, Hutcherson)

- Good Faith Financial Review: Because of the change in the ATOS fiscal year, the review will be held in September or October of 2012.

25. President/CEO Reports (Double)

- Fundraising: Fundraising is ongoing. Eight Estate Planning gifts secured, ongoing discussions with others, plus marketing materials continuing via website and Journal. New fundraising letter to go out shortly, this letter will have a two-sided approach, first targeting wealthier ATOS members who have expressed interest in the fund-raising goals.
- 2011 Convention CD: The Convention CD is almost ready for shipping. Pre-orders total approx. 140, pre-order sales ongoing, promotional material online and in Journal.
- Theatre Organ Radio: Listenership is up, avg. Time Spent Listening increased almost 10%.
- DVD Lesson Series: Sales have topped 250 units; successful and profitable venture for ATOS.

- Expense Report: (see attachments with details on travel, chapter visits, dollars spent operating the office of President/CEO)
- Potential Campaign Material: (see attachments) this details both material being developed for phase two of the individual/member fundraising appeal, and new marketing and promotional materials.

John Ledwon suggested that we create a document that would direct those who inherit theatre organs to contact ATOS for information regarding their disposal. The Board agreed that this idea had merit and took this suggestion under advisement.

26. Executive Secretary: (Merry)

- Current Membership Status:
Membership-December, 2010-3277
Membership-December, 2011-3248
Net Change: -29

27. Historian: (Moelmann)

- Presented nothing new to add

28. ATOS Marketplace: (Unks)

- The transition of responsibility (for the Marketplace) from Dennis Unks to Rob Vastine is almost complete. Dennis will provide assistance to Rob during the transition period.

29. Officer Reports:

- Chairman of the Board (Hartley)
- Vice Chairman: (Dilworth) Nothing new to add
- Secretary: (Evans) Nothing new to add
- Treasurer: (Hutcherson) Nothing new to add

30. Motion: (Molemann, Ledwon) to rescind paragraph 4.2e of the ATOS Bylaws.

(tabled at January 19, 2012 telephone conference) Paragraph 4.2e is shown below. (Motion Not Carried: Yay: 1, Nay 10)

e. Director Of Another Organization. Because Directors must give undivided allegiance when making decisions affecting the Society, a Director may not serve simultaneously on the board of directors of any other national or international public, charitable or private organization that promotes the theatre organ and the performance of its music will impair and prejudice the Director in carrying out his or her duties as a member of the Society's Board of Directors. Consequently, from and after July 1, 2009 any person who is a member of the board of directors of an organization as described above may not qualify to run for election to the Board of Directors, may not be appointed to the Board of Directors, nor may such person serve as a Director. The prohibition in this subsection shall not apply to any person who serves on the board of directors of any chapter of the Society. Further, the prohibition in this subsection shall not apply to any Director elected in 2009, and any such Director is exempted from the prohibition of this subsection during his or her initial term and any consecutive term authorized by Section 4.4 of these Bylaws.

Each Board Member was polled as to his/her opinion on the issue.

Motion: (Ledwon, Reddish) to eliminate the words “competing organization” from bylaws 4.2(e) and adopt the following language:”
(Carried: Unanimous)

e. Director Of Another Organization. Because Directors must give undivided allegiance when making decisions affecting the Society, a Director serving simultaneously on the board of directors of any other national or international public, charitable or private organization that promotes the theatre organ and the performance of its music will impair and prejudice the Director in carrying out his or her duties as a member of the Society's Board of Directors. Consequently, from and after July 1, 2009 any person who is a member of the board of directors of an organization as described above may not qualify to run for election to the Board of Directors, may not be appointed to the Board of Directors, nor may such person serve as a Director. The prohibition in this subsection shall not apply to any person who serves on the board of directors of any chapter of the Society. Further, the prohibition in this subsection shall not apply to any Director elected in 2009, and any such Director is exempted from the prohibition of this subsection during his or her initial term and any consecutive term authorized by Section 4.4 of these Bylaws.

31. Contract Administrator: (Eddington)

Mr. Eddington had three recommended changes for the Board. (See attached reports for detailed information.

- Contract revisions are suggested for convention artist contract and the Chapter Hosting Agreement. (changes are outlined in attached report)
- Excessive Compensation to Staff Members: (see memo) This item was referred to the Executive Committee for study.
- Title of current job “President/Chief Executive Officer changed to “President/Chief Executive”. This name change eliminates the need to classify this position as an officer under IRS rules.

Motion: (Miller, Phipps) that the recommendations of the contract administrator be accepted.
(Carried: Unanimous)

32. Strategic Plan Committee Presentation: (Parker, Moelmann, Hartley)

- The revised ATOS Strategic Plan was presented to the Board.
Part of the Strategic Plan Committee's recommendation was the elimination of the position of Executive Secretary and the reorganization of the duties associated with that position.

Motion: (Miller, Reddish) that the position of Executive Secretary be eliminated at the end of the current Executive Secretary's term and to amend the bylaws and policies accordingly. (Carried: Unanimous)

- The Board considered several options for the redistribution of the duties associated with the former position of Executive Secretary. They agreed on the following new positions and compensation for those positions: (The independent contractor position of Executive Secretary carried a \$30,000 stipend.)
 - Membership Secretary \$12,000 (annually)
 - Information Technology Administrator \$12,000 (annually)
 - Grant Writer \$ 8,000 (annually)

Motion: (Miller, Dilworth) that the staff restructure and compensation scale (above) be adopted for the three listed independent contractor positions: (Carried: Unanimous)

ATOS FIVE-YEAR STRATEGIC PLAN CONCEPT

The five-year strategic plan concept allows planner's to outline objectives throughout an actual six-year period. In most cases, the objective(s) would be unfunded, and can only be executed when additional resources are received, or made available by the Board when reprogramming actions occur. If, however, there may be certain time constraints which would then place the objective(s) in one of the out years. Objectives should be identified as "funded" or "non-funded" and stated in a simple one or two line bullet point. Remember, this is the "vision" for current fiscal year objectives, along with the out year objectives and will always be a "work in progress".

First, what is essential is that ATOS has a plan with achievable goals and objectives and second, a forward thinking plan that targets newly received revenues. Finally, it is a tangible plan that codifies he "here we are today and here is where we are planning to go".

Current Fiscal Year: (20__/20__)

- Objective(s)

First Year or First Out Year: (20__/20__)

- Objective(s)

Second Year or Second Out Year: (20__/20__)

- Objective(s)

Third Year or Third Out Year: (20__/20__)

- Objective(s)

Fourth Year or Fourth Out Year: (20__/20__)

- Objective(s)

Fifth Year or Fifth Out Year: (20__/20__)

- Objective(s)

Motion: (Dilworth, Evans) to accept the five-year plan concept as amended. (Carried: Unanimous) (see attachment)

- Part of the recommendation of the Strategic Plan Committee called for the separation of *governance* and *operations*.

Explained briefly, *governance* involves the ATOS Board of Directors as they act on budgetary matters, bylaw and policy changes, and any other matter that is recommended by the Chief Executive.

Operations are defined as the day-to-day running of the organization. The Chief Executive would be responsible for the daily operations of the Society.

The separation of governance and operations would allow for a businesslike and effective model of operations for our organization. We are taking on the mantle of a non-profit arts organization.

Motion: (Evans, Needler) that the concept of governance vs. operations be adopted immediately. (Carried: Unanimous)

33. Archive and Library Update: (Miller, Evans)

- The Board adjourned to the AOI shop where the group was given a tour of the facilities and shown the temporary storage for the ATOS Archive and Library. The Board was satisfied with the current placement and long-range vision for the Archive and Library.
- The two PODS from Joliet, Illinois have been unpacked, categorized, and stored safely in temporary storage on a second level of the shop.
- The Eric Reeve materials currently stored in Minot, North Dakota will be shipped to the AOI in May at which time they will be categorized and stored with the other materials.

33. Written reports were accepted.

34. Schedule Next Board Meeting, Annual Board Meeting, and Annual Membership Meeting: (Board)

- The next ATOS Board Telephone Conference Meeting will be on Tuesday, April 3, 2012 at 9:00 p.m. E.D.T.
- The ATOS Annual Board Meeting will be held in Los Angeles, California on Saturday, June 30 and Sunday, July 1, 2012
- The ATOS Annual Membership Meeting will be held on Wednesday (morning) July 4, 2012.

Good of the Order:

35. Request to rent the ATOS E-Mail List to RM Auctions on a one-time basis. (Bryant)

Motion: (Parker, Needler) to rent the ATOS E-Mail list (for one use only) to R.M. Auctions. (Carried: Unanimous)

Motion: (Needler, Dilworth) to correct minor grammar and punctuation errors in the ATOS Mission Statement. (Carried: Unanimous)

Meeting Adjourned at the American Organ Institute Shop: 6:45 p.m. C.S.T.

Note: The meeting was conducted using *Robert's Rules of Order*. Mike Bryant-Parliamentarian