

Minutes of the ATOS Board of Directors Telephone Conference
Tuesday, September 25, 2012
9:00 p.m. E.D.T

1. Chairman of the Board Bob Dilworth called the meeting to order at 9:03 p.m. E.D.T.

2. 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, Bucky Reddish, Mike Hartley-Past Chairman of the Board, Nathan Avakian-Youth Representative to the Board. **Staff Members Present:** Ken Double-President/CE, Donna Parker-Membership Secretary, Mike Kinerk-Convention Planning Coordinator, Mike Bryant-Co-Editor *Theatre Organ*, Don Feely-Co-Editor *Theatre Organ*, Micah Bisson-Editor-Around the Circuit. **Guests Present:** Steve Worthington-Producer of ATOS Theatre Organ Radio.

3. Chairman Dilworth declared a quorum.

4. The minutes of the telephone conference meeting of August 27, 2012 were accepted.

Old Business:

Reports:

a. Treasurer:

The treasurer presented the following written report to the Board:

The treasurer also distributed (by E-mail) a seven-page report of income and expenditures for the previous year. We experienced a serious budget shortfall. (See attachment at end of minutes.)

COL Hartley asked if the budget report would be included in the minutes. The secretary responded in the affirmative.

American Theatre Organ Society
Statement of Financial Position
September 25, 2012

Unrestricted Funds / Assets:

Checkbook Balance	\$ 25,956.09
Reserve	335,433.70 *

Total Unrestricted Funds	\$ 360,362.39
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Restricted Funds / Assets:

Endowment Fund	\$ 1,012,755.58 *
Endowment Grant Fund	31,710.89 **
Endowment Loan (NYTOS)	15,000.00
George Wright Fund	54,950.08 *

Total Restricted Funds	\$1,114,416.55
Total Funds	\$1,474,778.94

* Statement Balances as of 8/31/12

** 2011 and 2012 Endowment Grants Awarded But Not Yet Paid

8/1/12 to 8/31/12	<u>(1) Budget</u>	<u>(2) Actual Revenue</u>	<u>(3) Actual Expenses</u>
	\$30,083.33	\$22,857.00	\$34,742.39

b. Membership Secretary's Report: (Donna Parker)

Ms. Parker stated that she will be addressing a new way for members to renew their ATOS membership. The forms for membership renewal are likely to be included with the mailing of *Theatre Organ*.

Jack Moelmann asked for the current membership number. Donna Parker indicated that the current membership is approximately 3000.

c. Convention Planning Coordinator: (Mike Kinerk)

Unaudited Figures for the 2012 ATOS Annual Convention Revenue: \$113,860

Profit: \$11,308.00

ATOS Share of Profit: 4,523.00

320 paid registrations for the convention; 345 total registrations (including artists)

Convention Trends: The trend is for attendance to decrease by about twenty (20) registrants per year. This mirrors the trend in our membership numbers.

The fact is that expenses are going up forcing chapters to work extremely hard to keep hotel and production costs low.

2013-Atlanta will be the site of the 2013 ATOS Annual Convention. Ken Double (co-chair) reports that convention plans are moving along in good fashion. The hotel is set and the Atlanta Fox is cooperating. The convention will feature a strong lineup of artists.

2014-The Central Indiana Chapter will host the 2014 ATOS Annual Convention. Tim Needler (convention chair) stated that they have negotiated, with the assistance of Mike Kinerk, a rate of \$99 at the Hyatt Regency Hotel in Indianapolis.

2015-The convention may be hosted by the Dickinson Theatre Organ Society in Wilmington, Delaware. The chapter will meet and vote this coming Sunday. (September 30, 2012)

d. IT Update: (Double, Feely, Bisson)

Ken Double called on Micah Bisson, editor of *Around the Circuit*, to update the Board on the current status of this feature of the web site. Micah reported that those working on the web site have reached the point where they are ready to go on-line with the new iteration of this feature. Simple cleanup and data entry is required to get it up and running.

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Bob Dilworth asked when the Board could expect to see a revised version of *Around the Circuit*. Micah replied that the “new” version would look much the same as the old. The revisions should be done in about a week’s time.

Ken Double inquired if submitting information will be different. Micah replied that the poster’s experience would be much the same.

Don Feely added that *Around the Circuit* is the first improvement to the web site. The web developer is working to stabilize the web site.

ATOS Theatre Organ Radio: (Steve Worthington)

Steve Worthington, producer of ATOS Theatre Organ Radio, brought the Board up to date on the changes to ATOS Theatre Organ Radio. A new carrier now hosts us. The new streaming service is out of Uruguay and is much less expensive at \$18 a month. ATOS has purchased new software to enable Steve to manage the streaming service.

We must now report to ASCAP for monthly streaming of music. This will cost \$500 per year.

Bob Dilworth asked how many listeners ATOS Theatre Organ Radio has at one time. Steve Worthington indicated that the most listening at one time is one hundred (100).

e. President/CE Report:

- Theatre Manager’s Consortium: Ken plans to organize a group of theater managers that are organ-friendly. He will try to get information regarding organs into periodicals received by managers.
- Latest E-mail Message: Ken will send out a new message to the membership within two weeks.
- Financial Article: A detailed article describing ATOS finances will appear in the November/December issue of *Theatre Organ*.
- Update on Chapter Survey: (Phipps) Data has been sent to Jack Moelmann who volunteered to put the information in a standard form. We now have revised information on sixty (60) chapters. We have lost ten (10) or eleven (11) chapters.
- New Liaison Assignments: When the chapter surveys are completed we can reassign liaison assignments. Ken will send an E-mail on the subject.

5. Change of policy 6(L) for reimbursement of Board member travel expenses to include those necessary for the physically handicapped.

Motion: (Miller, Eddington) That ATOS Policy 6(L) providing for up to \$300 for expenses incurred as a result of a physical impairment or handicap, be adopted as presented in the September 20, 2012 memo from Jelani Eddington and Allen Miller. (Carried: Unanimous)

New Business:

6. Policy for Recommending Candidates for Independent Contractor Status: (Tim Needler, Jelani Eddington)-Tim Needler and Jelani Eddington were charged with developing a policy codifying the selection of candidates for (paid) independent contractor positions. Their proposal was submitted to the Board in the form of a memo. (See attachment.)

Motion: (Eddington, Phipps) That the policy changes presented in the August 20 memo to the Board be implemented. (Carried: Unanimous)

7. Motion: (Moelmann, Ledwon) to change the title of “ATOS President/CE” to “ATOS Executive Director”

Discussion:

Jelani Eddington stated that this question (President/CE or Executive Director?) was discussed in 2008. We have had that position for the last four years. To have the same person responsible for the same duties and changing the title would be confusing to the membership. The Organ Historical Society, The American Guild of Organists, and the Theatre Historical Society each define the title of Executive Director differently. Jelani checked the bylaws of each organization.

Jack Moelmann stated that we are just beginning to establish the separation of governance and operations. This is the right time to make the change.

COL Hartley added that this Board is a governing board. We have the ability and responsibility to make decisions. Former Chairman of the Board COL Hartley was often asked what Ken Double was president of. Under governance and operations we have confused the issue by use of three titles: President, Chairman of the Board, and Board of Directors.

Jelani Eddington replied that President/CE is used often in business. President/CE has more meaning to the membership.

Allen Miller pointed out that he was against the title from the beginning. This change now, however, would appear to be a demotion. This is not the time to change the title.

Tim Needler called the question:

The Secretary took a roll call vote: (A “no” vote is a vote to keep the title as President/CE.” A “yes” vote is a vote to change the title to “ATOS Executive Secretary.”)

Yes: Hartley, Ledwon, Moelmann. No: Dilworth, Needler, Evans, Hutcherson, Eddington, Fenner, Miller, Phipps, Reddish, Avakian. (Motion Defeated)

8. Motions Regarding Future Gifts and Donations: (Hartley, Hutcherson)

The discussion of motions regarding future gifts and donations was tabled. This subject will be discussed, and acted upon, at a future time.

9. Chairman’s Appointments for Independent Contractor Interview Committees:

Information Technology Interview Committee:

Mark Herman-Chair

Michael Fellenzer

Paul Jayck

Mark Renwick

Len Beyersdorfer

Grant Writer Interview Committee:

Karl Saunders-Chair

Richard Kline

Nancy Burton

10. Ratification of President CE's Contract:

Motion: (Needler, Miller) to ratify the President/CE's contract as presented by Jelani Eddington.
(Carried: Unanimous)

Good of the Order:

Jelani Eddington indicated that he would send the motion to change the Endowment Fund policy out as an E-mail vote. The new policy would change the amount of time that a chapter had to use the Endowment Fund Grant from three years to one year. This policy would become effective on passage of the policy change and is not retroactive.