

ATOS ANNUAL COMMITTEE/OFFICER ACTIVITY REPORT FORM (2013)

Name of Activity: **BYLAWS & POLICIES**
(Please fill out separate form for each activity.)

Committee Chair/Officer Name: **R. Jelani Eddington**

Date of Report: **June 14, 2013**

1. Actions completed since the mid-year meeting: (Please bullet actions completed.)

- Drafted consolidated policy relating to reimbursement of expenses. (adopted as Policy ¶ 6(a)-(e)).
- Drafted proposal for policy relating to reduction in the size of the board (not adopted)
- Drafted proposal for policy to harmonize the submission deadlines in various ATOS programs (see attached memo)
- Reviewed and forwarded proposal from Editors for policy changes concerning the Journal (see attached memo)

2. Actions begun but incomplete since the mid-year meeting: (Please bullet actions begun.)

- Ongoing process of reviewing and advising Board on issues relating to bylaws and policies.
- I have been in the process of reviewing the Policy document in order to propose several changes to repeal and/or amend outdated policies.

3. Goals to be reached by the 2013 Annual Meeting: (Please bullet goals.)

4. Amount budgeted for your committee: **\$0.00**. Amount expended by your committee: **\$0.00**

5. Comments: (Any bulleted special notations, problems, or suggestions should be included here.)

Important Discussion Item:

Although not a policy issue in the strict sense, I would like to discuss with the board my role as board liaison to the Publisher—a position that I accepted at last year's annual meeting. While I am certainly more than happy to assist in any way I can, it is my view that it is unnecessary for the Publisher to have a board liaison.

First, and most importantly, the Publisher is a staff position that need not—and indeed **should not**—be occupied by a board member. Per our strategic plan, we continue to reinforce the distinction between governance and operations. Accordingly, it is unnecessary and inadvisable that a board member (who should have only governance responsibilities) also have operational responsibilities as Publisher. As a staff member, the Publisher reports directly to, and is supervised by, the President/CE. The President/CE, in turn, reports to and is responsible to the board.

Some have suggested that because the position of Publisher is not currently occupied by a board member, a board liaison is necessary to oversee the expenditure of funds. With all due respect, this suggestion is belied by the fact that the Publisher only spends money that has been **previously approved by the board** in the Publisher's budget. Thus, because the board has already approved budgeted expenses, it is unnecessary to have a board liaison oversee the Publisher's day-to-day operations—particularly when that oversight is already vested in the President/CE.

Should the Publisher need to request additional funds not previously approved, he or she would need to seek approval from the board. But no further board authorization or oversight is required for the Publisher to expend funds the board has already approved.

Finally, having a board member involved in the daily operations of the Publisher eviscerates the distinction between governance and operations that we are trying to observe. As such, I respectfully request that the position of board liaison to the Publisher be eliminated.

6. Motions:

I move that the policy proposals relating to the Journal and computation of time be adopted as provided in the accompanying memos.

REPORT TO THE ATOS BOARD OF DIRECTORS

TO: Robert Dilworth, Chairman,
Mr. Bob Evans, Secretary,
and ATOS Board Of Directors

FROM: R. Jelani Eddington, Bylaws & Policies Committee
Mike Bryant & Don Feely, Editor

DATE: June 14, 2013

RE: ATOS Policy Proposals Regarding The Journal

INTRODUCTION

The following policy change proposals were submitted by the Editors for consideration by the board. In each case, the rationale precedes the proposed change.

I. Policy ¶ 10(c)

Current Policy:

JOURNAL ADVERTISING POLICY. Advertising shall be limited to offerings of products and services related to organs, music, and theatres. No personal messages, except classified ads by persons seeking employment in the organ field, shall be accepted. (*Board Meeting Minutes, July 5-10, 1986, Richmond, Virginia*)

Proposal:

The only substantial reason to restrict the pool of potential advertisers would be to comply with USPS rules for non-profit mailing status. We do not qualify for non-profit mailing rates for other reasons, so this policy simply restricts our ability to grow our Journal advertising. We propose that Policy ¶ 10(c) be amended as follows:

Advertising shall be limited to companies, products, and services consistent with the family-oriented image maintained by ATOS. No personal messages, except classified ads by persons seeking employment in the organ field, shall be accepted.

II. Policy ¶ 10(h)

Current Policy:

MAILING OF ATOS PUBLICATIONS TO ATOS OFFICERS, BOARD MEMBERS AND STAFF. All ATOS Officers, Board Members, and Staff are to receive their issues of the *THEATRE ORGAN* Journal via First Class Mail. (*Formerly ¶ 10(i); Board Meeting Minutes, January 29-30, 1994, St. Louis, Missouri*)

Proposal:

Based on action at the annual meeting in Providence in 2011, everybody receives their copies by periodicals rate unless they pay for the first-class upgrade. We propose that Policy ¶ 10(h) be repealed.

III. Policy ¶ 21(b)

Current Policy:

EXCESS JOURNAL DISPOSITION. Keep 50 copies of all issues more than ten years old and then keep upward of 100 copies for the next five years, and 200 copies for the current five years. (Formerly ¶ 21(d); Board Meeting Minutes, July 1, 2004, Milwaukee, Wisconsin)

Proposal:

The demand for back issues does not support the quantities required to be kept by the Marketplace. We're also wasting money printing and shipping such excess quantities. We propose that Policy ¶ 21(b) be amended as follows:

100 copies of each issue of the Journal shall be provided to the Marketplace to fulfill back-issue orders. Quantity in excess of 25 pieces of any issue ten years old or more may be disposed of at the discretion of the Marketplace manager.

<p>MOTION: That ATOS Policy ¶¶ 10(c) and 21(b) be amended, and that ATOS Policy ¶ 10(h) be repealed, as provided in the June 14, 2013 memo from the Bylaws & Policies Committee.</p>

REPORT TO THE ATOS BOARD OF DIRECTORS

TO: Robert Dilworth, Chairman,
Mr. Bob Evans, Secretary,
and ATOS Board Of Directors

FROM: R. Jelani Eddington, Bylaws & Policies Committee

DATE: May 15, 2013

RE: ATOS Policy Proposal Regarding Computation Of Time

INTRODUCTION

This memo proposes that ATOS adopt a uniform method for computing time for deadlines that are in effect in various programs. Currently, each ATOS program uses its own method for determining whether material is submitted on time. Some programs require that materials be postmarked by the deadline, while others require that materials be received by a deadline. Some programs permit electronic submission, while others are silent on the method of transmission.

Some deadlines, such as April 15th or May 1st, are frequently recycled from year to year, whether or not that date falls on a weekend or legal holiday, and no program guideline appears to address what to do when it is impossible to comply with a deadline—for example, because the post office is closed on a Sunday.

The following are examples of the deadlines currently in effect in several of ATOS's programs:

- Youth Representative – “**emailed** or **postmarked** by May 1st”
- Endowment Fund – “**received** by April 15th”
- George Wright Memorial Fellowship – “**emailed** or **postmarked** by **Sunday**, April 15th”
- Mentor Program – “**received** by letter/email no later than April 30th”
- Scholarship Program – “**return** application and essay by April 15th”
- Student Of The Year – “**emailed** or **postmarked** by May 1st”
- Summer Youth Adventure – “**send** materials by July 1, 2013”
- Young Theatre Organist Competition – “**postmarked** no later than April 1st”

With so many different (and often contradictory) submission requirements, disputes have arisen in the past (and are likely to recur) concerning whether materials has been submitted on time. ATOS would be well served to have a uniform policy that applies across the board in all situations.

PROPOSAL

The proposal establishes a default set of rules for computing time periods and deadlines. These rules would not apply if state or federal law required a different result, or if the board otherwise specifically designated a manner of computing time under a particular set of circumstances.

If adopted, the policy below would establish the following default rules:

- **Deadlines stated in days** (e.g., “within 15 days from X event”): the starting date is excluded and the ending date is included. If the ending date falls on a Saturday, Sunday, or legal holiday, the time period continues to the next day that is not a Saturday, Sunday or legal holiday.

Example: ATOS advertises a vacancy in a staff position, and candidates are invited to submit their application materials by June 15, 2013. Under ATOS Policy, the selection committee must

make a recommendation to the board **within 14 days** of this deadline. Under this example, the starting date (June 15th) is excluded, and fourteen days are added including all intervening Saturdays, Sundays, and legal holidays. The ending date (June 29th) is counted, but this date falls on a Saturday. Therefore, the period continues to run to the next day that is not a Saturday, Sunday, or legal holiday, which is Monday, July 1st. The deadline is therefore July 1, 2013.

- **Deadlines stated as a date** (e.g., “by April 15th”): the date is extended if the last day is a Saturday, Sunday, or Legal Holiday

Example: Same example as above. The deadline June 15, 2013 falls on a Saturday. All materials are timely if they are postmarked or emailed by **Monday, June 17, 2013** (the next day that is not Saturday, Sunday, or a legal holiday).

- **Submission deadlines** are **postmark deadlines** if the material is submitted by mail. A postmark provides incontrovertible proof of the timeliness of submission. If submitted electronically, the material is timely if **dispatched** (i.e., emailed) by the designated person no later than 11:59PM in the Pacific Time Zone on the last day. The Pacific Time Zone is selected because this time zone encompasses ATOS’s state of incorporation (California) and also permits some additional time to ensure timely submission.
- **Legal Holidays** are defined to include all federal holidays in the United States.

SUGGESTED POLICY CHANGE

ATOS Policy ¶ 5(v) is created as follows:

(v) COMPUTATION OF TIME. Unless a different result is required by applicable state or federal law or unless the board otherwise provides, the following rules apply in computing any time period or deadline contained in the ATOS Bylaws, Policies, program, activity, job description, or contract to which ATOS is a party:

(A) When a time period is stated in days or a longer unit of time: (i) exclude the day of the event that triggers the period; (ii) count every day, including intermediate Saturdays, Sundays, and Legal Holidays; and (iii) include the last day of the period. If the last day of the period is a Saturday, Sunday, or Legal Holiday, the period continues to run until the end of the next day that is not a Saturday, Sunday, or Legal Holiday.

(B) When the last day for performing any act expires on a Saturday, Sunday, or Legal Holiday, the time period is extended until the end of the next day that is not a Saturday, Sunday, or Legal Holiday

(C) When any material is required or permitted to be submitted to ATOS within a certain time period, such material shall be considered timely if it is (i) postmarked and correctly addressed, postage prepaid, by the end of the last day of the time period in which to submit such material; or (ii) dispatched by electronic transmission no later than the end of the last day of the time period in which to submit such material. The “end of the last day of the time period” means no later than 11:59PM in the Pacific Time Zone (USA) on the last calendar day of the time period in which to submit such material.

(D) It shall be the sole responsibility of the person submitting material to ATOS by electronic transmission to verify that the material has been received. Any person submitting material to ATOS by electronic transmission shall have the burden of establishing compliance with this policy.

(E) For the purpose of this policy, “Legal Holiday” means the day designated by law for observing in the United States the following: New Year’s Day, Martin Luther King Jr.’s Birthday, Washington’s Birthday, Memorial Day, Independence Day, Labor Day,

Columbus Day, Veteran's Day, Thanksgiving Day, Christmas Day, or any day declared a holiday by the President of the United States or by Congress.