

**Minutes of the ATOS Virtual Board Meeting**  
**Wednesday, December 17, 2014**  
**9:00 p.m. E.S.T.**

**1. Chairman of the Board Bob Dilworth called the meeting to order at 9:04 p.m. E.S.T.**

**2. Secretary Bob Evans called the roll:**

**Officers Present:** Bob Dilworth-Chairman of the Board, Bill Coale-Vice Chairman of the Board, Bob Evans-Secretary, Mike Hutcherson-Treasurer. **Board Members Present:** Denise Andersen, Jelani Eddington, Michael Fellenzer, John Ledwon, Dan Minervini, Jack Moelmann, Don Phipps, Carlton Smith. **Board Member Absent:** Donnie Rankin. **Staff Present:** Ken Double-President/CE, Mike Bryant-Editor-*Theatre Organ*, Greg Bellamy-IT Manager, Mark Renwick-Nominations Committee and Finance Committee Chair. **Staff Excused:** Donna Parker-Membership Secretary. **Guest:** Richard Neidich.

**3. The minutes of the November 25, 2014 Virtual Board Meeting were accepted.**

**Standing Business:**

**4. Officer Reports:**

- Chairman of the Board: (Dilworth) Nothing to report.
- Vice Chairman of the Board: (Coale) Nothing to report.
- Secretary: (Evans) Nothing to report.
- Treasurer: (Hutcherson) (See Statement of Financial Position attached.)  
Mike Hutcherson acknowledged an additional gift of \$114,000 from the estate of Robert Mertz.
  - Mike Hutcherson noted that an artist just handed his expenses from the 2014 Annual Convention to Tim Needler, Convention Chair. This submission was well after the cutoff date stipulated in the artist's convention contract.
  - One Board member asked that since the convention books are closed should we honor the request. The request is six months late.
  - Mr. Hutcherson said that he was not aware of the fifteen-day limit on submittal of expenses after the close of the convention.
  - A request by an ATOS Board member was denied in the past because of late submission. A consensus of the Board was that the request should be denied.

**5. Staff, Committee, and Task Force Reports:**

- President/CE: (Double)
  - Ken Double noted the passing of Fred Brufloft. Fred was a recording engineer for the 2011 Annual Convention (Providence) and recorded the bulk of the 2014 Annual Convention performances (Indianapolis). Ken will see if we can access Fred's recording area to see if we can get the original recording masters of the convention performances. As a backup, Ken has backup (unedited) recordings of the performances.
  - New York Chapter/Loew's Kings Update:  
Because of architectural changes made in the restoration of Loew's Kings Theatre, installation of the (former) Van Der Molen Robert Morton Theatre Organ will not be possible. David Anderson, head of Ace Theatrical, will buy the Van Der Molen organ. Ace Theatrical will retain the console and the remainder of the instrument will be donated to a theatre in the South.

- A Board member noted that ATOS has a lien on the instrument due to a loan made to NYTOS. Ken Double said that the loan would be paid in full and the lien vacated.
- Membership Secretary Update: (Parker)
  - The current membership number is 2357.
  - The practice of sending the renewal letters for expired memberships will commence starting right after the New Year.
  - There are some system upgrades/updates will be added to her computer. Mike Bryant will be completing that task this weekend.
- Retreat Forward Task Force: (Coale)
  - The chairs of the Finance and Transition Bylaw and Policies Committee were invited to attend our last virtual meeting.
  - The committee will introduce two documents:  
A Definition of Management Document (See attached document)  
Establish a Communications/Marketing Committee
- Nominating Committee: (Renwick)
  - Mark Renwick is soliciting input from the Board for possible nominees.
  - The Board is asked to review the membership list for qualified candidates to suggest to the Nominating Committee.
  - Bob Evans added that Mark and he would be working on new bylaw language for the nominating process to align with the ATOS Retreat Forward Initiative.
- Retreat Forward Finance Committee: (Renwick)
  - Finance Committee has made some minor strides.
  - Mark has communicated with John Ledwon, Chair of the Endowment Fund Board of Trustees.
  - Mark noted that the Finance Committee is looking for an accounting firm to help manage ATOS finances.
- Retreat Forward Transition Bylaws and Policies Committee: (Moelmann)
  - Jack Moelmann reported that the committee has taken a preliminary look at the current bylaws and policies with a view of aligning them with the Retreat Forward Initiative.
  - Jack noted that little time has been spent on the “governance” side of business.
  - Jelani Eddington suggested that local California counsel be retained to review and advise regarding regarding any changes to the bylaws.

**New Business:**

- Definition of Management Document (See attached document)

**Motion: (Coale, Phipps) That the statement defining ATOS’ operational structure, included in this motion, be adopted by the Board as the first step in reorganization of ATOS’ day-to-day operations, and that its implementation begin effective January 1, 2015. (Carried: Unanimous)**

- Discussion:
  - Jelani Eddington asked what were the next steps in implementation of this document.
  - Ken Double replied that he would hold monthly staff meetings. The staff will report to him. Ken will report to the Board on the content and results of these staff meetings.

- Denise Andersen reminded the Board that it still has fiduciary responsibility.  
Ken Double noted that the Board would receive Treasurer's Reports at each meeting.
- Adult Teaching Event: (Double)
  - Two ATOS members have given financial gifts toward the support of this event.
  - With funding in place we would continue this as an official ATOS activity.
  - Jonas Nordwall would chair this program.

**Motion: (Coale, Evans) That the adult teaching event temporarily titled "Step up Your Playing" be added to ATOS' lineup of official programs. (Carried: Unanimous)**

- Establishment of an ATOS Communications/Marketing Committee: (Coale)

**Motion: (Evans, Coale) that ATOS establish a Communications/Marketing Committee under the Retreat Forward Initiative. (Carried: Unanimous)**

#### **6. Good of the Order:**

- Mike Hutcherson will meet with the ATOS Budget Committee and present a written budget.

#### **7. Next Meetings:**

- The next ATOS Virtual Board Meeting will be during the week of January 19-23. The exact date to be determined.
- The ATOS 2015 Mid Year Meeting will be conducted in virtual form. (Go To Meeting) The meeting will be held on Saturday, February 7, 2014 at a time to be determined.

The meeting adjourned at 10:00 p.m. E.S.T.

/s/ Bob Evans, Secretary

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

**ATTACHMENTS BEGIN ON NEXT PAGE.**

ATOS Management

A Statement defining ATOS' Operational Structure

In addressing the need to streamline and better coordinate the day-to-day operations of ATOS, there is a need to better define the roles, and to re-shape the organization. To that end, the following will help facilitate the move forward in improving ATOS day-to-day operations and assist the transition to "mature nonprofit organization."

The Board of Directors shall be primarily responsible for the governance of ATOS, including a general oversight – but not direct involvement – in the day-to-day operations of ATOS. Board oversight will include bylaws and policies, fiscal policy and direction, the Endowment Fund, scheduling the four quarterly meetings (two by conference call, two in person), and acting where necessary on the reports presented to the board by the President/Chief Executive, and working with the President/Chief Executive and the Chairman in establishing appropriate committees as necessary.

Operations will fall under the direction of the President/Chief Executive, and shall include the following: naming the Vice Presidents of each major committee category to create the proper chain of command within the operational structure; hiring and firing personnel; contract administration (with appropriate legal assistance as required); establishment and oversight of all standard program activities; reporting to the board regularly on programs, tasks and assignments, ensuring tasks are getting accomplished in a timely fashion; establishing the annual budget and presenting for board review; fundraising; marketing; communications; and the convention.

In this structure, the President/CE is responsible for these operations, and shall report to the board regularly. The board will work through and communicate with the President, and will avoid direct contact with personnel, as has been past practice.

**American Theatre Organ Society**  
**Statement of Financial Position**  
 12/17/2014

Unrestricted Funds / Assets:		
Operating Account	\$	41,378.70
Reserve	\$	524,873.31 (as of 11/23/14 not including \$40,100 transfer)
<b>Total Unrestricted Funds</b>	<b>\$</b>	<b>566,252.01</b>
Restricted Funds / Assets:		
Endowment Fund	\$	1,293,257.70 (as of 11/23/14)
Endowment Grant Award Fund	\$	28,710.94
Endowment Fund Loan (NYTOS)	\$	14,000.00
George Wright Fund	\$	55,599.73 (as of 11/23/14)
<b>Total Restricted Funds</b>	<b>\$</b>	<b>1,391,568.37</b>
<b>Total Funds</b>	<b>\$</b>	<b>1,957,820.38</b>
<b>Operating Activity 8/1/14 To 11/23/14</b>		
Revenue	\$	53,328.18 (Does not include \$40,100 placed in Reserve Acct)
Expenses	\$	155,413.68
<b>Net</b>	<b>\$</b>	<b>(102,085.50)</b>