

**Minutes of the ATOS Virtual Board Meeting  
Tuesday, October 21, 2014  
9:00 p.m. E.D.T.**

**1. Chairman of the Board Bob Dilworth called the meeting to order at 9:04 p.m. E.D.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, Donnie Rankin, Carlton Smith. **Staff Present:** Ken Double-President/CE, Mike Bryant-Co-Editor-*Theatre Organ*/Parliamentarian, Don Feely-Co-Editor-*Theatre Organ*, Donna Parker-Membership Secretary, Mark Renwick-Nominating Committee Chair.

**3. The minutes of the September 9, 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 revenue/expense report at end of minutes

Mike Hutcherson made the following observations:

- This is our lowest renewal period for memberships
- The report includes expenses for the ATOS Retreat
- ATOS has received a check for \$40,000 from the residuals of the Lufkin estate.

Ken Double pointed out that this gift was unrestricted and over \$10,000 and will follow the current policies governing restricted/unrestricted gifts.

**Motion: (Eddington, Andersen) to suspend policy ¶1.f until further action of the Board. (Carried: Unanimous)**

*f) DISTRIBUTION AND INVESTMENT OF GIFTS.*

*(1) ATOS shall at all times maintain a reserve/investment fund ("Reserve Fund") which fund shall be appropriately invested in order to generate earnings. The Reserve Fund may be comprised of one or more accounts, but shall maintain an aggregate minimum balance ("Minimum Balance") which shall be calculated as \$300,000.00 plus any amounts placed into the Reserve Fund from an unrestricted gift as provided below*

*in ¶ 1(f)(2)(B). The Treasurer shall from time to time report to the board the Minimum Balance required to be maintained by this policy.*

**Motion: (Dilworth, Evans) that the unrestricted gift of \$40,100 be placed in the reserve fund. (Carried: Unanimous)**

**(Note: Distribution of the \$40,100 gift will be determined at a future ATOS Board Meeting.)**

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

- Membership Secretary: (Parker) Current membership is 2,396. Donna Parker stated that 120 people have not renewed in the past three months.
  - Several have raised the question about the number of journals sent after a member fails to renew.
  - Some Board members felt that some members are taking advantage of the two-issue “grace period” and waiting until they have received the two “grace period” issues to renew.
  - Mike Bryant made the case for no issues being sent until a member renewed. Donna Parker and Don Phipps agreed with Mike Bryant.
  - Michael Fellenzer felt that one issue should be sent after a membership has expired.
  - Michael Fellenzer also made the point that the two-issue policy was created at a time when 90% of the membership renewed within four months.
  - Mike Bryant made the point that the policy of sending two issues after a person’s membership expired has not been successful.

**Motion: (Phipps, Eddington) That Policy 14 ,c be repealed. ( See below.) A roll call vote was taken: Yay: Dilworth, Coale, Evans, Hutcherson, Andersen, Eddington, Ledwon, Minervini, Moelmann, Phipps, Rankin, Smith. Nay: Fellenzer (Carried)**

*c) EXPIRED MEMBERSHIPS. Expired memberships will continue to receive publications for two publication cycles in hopes they would renew. This process will be monitored for a year to see how many renewals were actually received from “continuing member” for two publication cycles.*

- “Retreat Forward” Task Force: (Coale)
  - The committee met and discussed many items. We were careful not to encroach on any committee’s territory.
  - The committee recommended the creation of two committees to begin the task of reorganization. These committees are the Transition Finance Committee and the Transition Bylaws and Policies Committee. The Board would have to approve the creation of these committees.
  - Bob Dilworth (Chairman of the Board) will appoint these committees. They should then begin their work. Denise Andersen asked if Bob Dilworth would accept volunteers for committees. Bob answered in the affirmative. Each committee will contain one or two Board members as well as members at large.
- Nominating Committee:
  - Mark Renwick read the language that will appear in the journal.
- Budget Committee: (Ledwon)
  - The ATOS Budget Committee has modified its initial recommendation and has recommended a 10% reduction in staff compensation for 2014/2015.
  - Mike Hutcherson will generate a report that will show expenses from last year and what is projected to be spent this year.
  - One Board member asked if reduction in duties of staff members would accompany the cuts in compensation.
  - It was understood that the Chairman directed the Budget Committee to communicate with staff. Ken Double said that he would communicate with staff on this subject.
  - The Budget Committee will report further at the next meeting.

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

- Jack Moelmann thanked John Ledwon for his donation of a full set of ATOS journals. This set is stored with the Historian. (Jack Moelmann)
- Ken Double stated that the ATOS Library and Archive at OU is looking for a complete set of journals for the library and archives.

7. Adjournment:

- The meeting was adjourned at 10:11 p.m. E.D.T.

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

/s/ Bob Evans, Secretary

Please see Statement of Financial Position on Page 4. (below)

# American Theatre Organ Society

## Statement of Financial Position

10/21/2014

Unrestricted Funds / Assets:	
Operating Account	\$ 58,587.26
Reserve	\$ 472,519.07
<b>Total Unrestricted Funds</b>	<b>\$ 531,106.33</b>
Restricted Funds / Assets:	
Endowment Fund	\$ 1,260,823.54
Endowment Grant Award Fund	\$ 32,866.12
Endowment Fund Loan (NYTOS)	\$ 14,000.00
George Wright Fund	\$ 54,147.91
<b>Total Restricted Funds</b>	<b>\$ 1,361,837.57</b>
<b>Total Funds</b>	<b>\$ 1,892,943.90</b>
<b>Operating Activity 8/1/13 To 7/31/14</b>	
Revenue	\$ 231,341.10
Expenses	\$ 351,386.70
<b>Net</b>	<b>\$ (120,045.60)</b>
<b>Operating Activity 8/1/14 To 10/21/14</b>	
Revenue	24,473.03
Expenses	105,425.52
<b>Net</b>	<b>-80,952.49</b>