

**MINUTES OF THE ATOS BOARD OF DIRECTORS
SPECIAL TELEPHONE CONFERENCE MEETING
TUESDAY, AUGUST 22, 2006; 6:00 PM EDT**

A special meeting of the ATOS Board of Directors was called by Paul Van Der Molen and Carlton Smith pursuant to ATOS Bylaws Section 4.8. The meeting took place by telephone conference call.

Vice President Michael Fellenzer, acting as President for the purposes of the meeting pursuant to Bylaws Sections 5.6 and 5.7¹, called the meeting to order at 6:06 p.m. EDT. Director Jelani Eddington agreed to keep the minutes of the meeting due to the unavailability of Secretary Jack Moelmann.

Jelani Eddington conducted the roll call. Officers present: Vice President: Michael Fellenzer, Treasurer: Paul Van Der Molen. Elected directors present: Michael Cierski, Jelani Eddington, Ed Mullins, Donna Parker, Doug Powers, and Carlton Smith. The Youth Representative To The Board, John Riester was present. ATOS Parliamentarian Jeff Weiler (who joined the meeting at 6:12 p.m. EDT) was present. Special guests Mike Kinerk and Bob Acker (who joined at 6:25 p.m. EDT) were also present.

With eight board members present, Jelani Eddington, in his capacity as Chairperson of the Bylaws Committee, declared a quorum to be present pursuant to ATOS Bylaws Section 4.12.²

The meeting followed generally the agenda that had been distributed on August 21, 2006.

1. Status update concerning the EMCATOS regional convention, including discussion of possible remedies for the late publication of the July/August issue of *Theatre Organ*.

Convention Planning Coordinator (CPC) Mike Kinerk provided an extensive update to the board concerning his discussions with Bob Evans of the Eastern Massachusetts Chapter (EMCATOS). Specifically, Mr. Kinerk relayed to the board that he had told Mr. Evans that ATOS was very interested in resolving the situation amicably. Mr. Kinerk said that, while the late publication was viewed by all as a serious problem, he felt that in view of the attendance cap and the expectation that the regional will be a sell-out, the financial impact would probably be limited.

Mr. Kinerk suggested to EMCATOS and to the board that expected maximum financial loss to EMCATOS would be the loss of late-fee add-ons that would not be collected because EMCATOS had extended the so-called "early-bird" registration rate.

¹ President Bob Davidson did not participate in the special meeting. Accordingly, Vice President Michael Fellenzer acted as President during the meeting. See ATOS Bylaws Section 5.7 ("[i]n the absence or disability of the President, the Vice-President shall perform all of the duties of the President and in so acting shall have all of the powers of the President.")

² Under the bylaws, a "majority of the then-acting voting Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided." See ATOS Bylaws Section 4.12. There are presently 13 voting directors (9 elected directors and 4 officers/appointed directors), any 7 of whom thereby constitute a quorum.

Extensive discussion followed concerning various settlement options, which resulted in the following motion:

“That ATOS send EMCATOS a check for \$1000.00 as a positive, pro-active effort towards their convention success, with future possible settlement options to be studied at a later date upon the close of the convention. Attached with the check would be a letter written by the Publisher apologizing for the late publication of the Journal, and reiterating ATOS’ interest in working with EMCATOS for a successful convention.”

(Motion: Van Der Molen – unanimous. Michael Fellenzer, who in his capacity as acting President did not vote on the motion, but read into the minutes his support of the motion.)

2. Proposed rule changes to various programs as outlined in Bob Acker’s July 29, 2006 e-mail to the Board.

Jelani Eddington suggested that, inasmuch as Russell Holmes who chairs the Young Theatre Organist Competition was unavailable for the call, that the discussion should be limited to rule changes affecting the Electronic Competition.

Following discussion among the board, the following motion was made:

“To merge the Hobbyist Competition into the Adult Division of the Electronic Competition”

(Motion: Cierski – unanimous. Michael Fellenzer, who in his capacity as acting President did not vote on the motion, but read into the minutes his support of the motion.)

Following discussion among the board, the following motion was made:

“To create a new committee responsible for the administration of the merged Hobbyist and Electronic competitions (name to be determined).”

(Motion: Eddington – unanimous. Michael Fellenzer, who in his capacity as acting President did not vote on the motion, but read into the minutes his support of the motion.)

Since Mr. Acker has been responsible for the successful administration of the Electronic Competition for the past few years and has indicated his willingness to continue in that capacity, Michael Fellenzer, in his capacity as acting President, appointed Mr. Acker to be the Chairperson of the newly-formed committee.

In order to confirm Mr. Acker’s appointment, the following motion was made:

“That the Board hereby approves the appointment of Bob Acker as the chairperson of the newly-formed committee (name to be determined) responsible for the administration of the merged Hobbyist and Electronic competitions.”

(Motion: Eddington – unanimous).

3. Proposal by Michael Fellenzer on August 7, 2006 to change the policy regarding authorized signatures.

Board members discussed the proposal to liberalize the signature requirement in order to allow the Treasurer to issue checks without the President’s co-signature for regularly occurring expenses for contracted services—namely related to the *Theatre Organ* Journal.

After the discussion, the following motion was made:

“ATOS Policy ¶ 1(a) is hereby amended by adding the following language to the end of the second sentence:

Notwithstanding, only the Treasurer’s signature is required on any regularly occurring expenses provided that a director with responsibility for the expenditure has authorized the expenditure in writing (email, fax, or other written communication). For the purposes of this paragraph, a “regularly occurring expense” includes monthly or bi-monthly payments for contracted services including Theatre Organ journal design, mailing, printing and postage, provided that such expenses fall within the parameters of the contract. In cases requiring the President’s signature, the President’s signature may be waived if the President provides written authorization (email, fax, or other written communication) to the Treasurer.”

(Motion: Parker – unanimous. Michael Fellenzer, who in his capacity as acting President did not vote on the motion, but read into the minutes his support of the motion.)

Michael Fellenzer adjourned the meeting at 8:00 p.m. EDT.