

**MINUTES OF THE AMERICAN THEATRE ORGAN SOCIETY  
BOARD OF DIRECTORS MID-YEAR MEETING  
SUNDAY, FEBRUARY 4, 2007 10:30 AM CST**

President Ken Double called the meeting to order at 10:31 AM CST

The Secretary, John Riester, conducted the roll call: **Officers Present:** Ken Double, President; Michael Fellenzer, Vice-President; John Riester, Secretary; Paul Van Der Molen, Treasurer. **Directors Present:** Vern Bickel, Mike Cierski, Jelani Eddington, Ed Mullins, Don Near, Donna Parker, Doug Powers. **Youth Representative Present:** John Riester. **Director Absent:** Carlton Smith. **Staff Members Present:** Jim Merry, Executive Secretary; Jeff Weiler, Parliamentarian; Mike Kinerk, Convention Planning Coordinator; Jim Patak, Archive Chairman. **Guests Present:** Steve LaManna, Judy Merry, John Schwandt. A quorum was declared.

Motion: Motion to approve meeting minutes en bloc: Board of Directors' annual meeting held in Tampa, Florida, May 23-29, 2006; Board of Directors' telephone conference call, July 6, 2006; Secretary's minor grammatical and format changes from approved minutes: August 22, August 31, September 8, and September 15, 2006; Board of Directors' telephone conference call, October 25, 2006; Board of Directors' telephone conference call, December 12, 2006; Board of Directors' e-mail vote, December 28-30, 2006; Board of Directors' telephone conference, January 29, 2007. Moved: Mullins. Carried: Unanimous.

### **Old Business**

Ken Double reported that the Smithsonian Museum has given ownership of the Lowell Ayers Wurlitzer back to Brant Duddy. Discussion ensued addressing concerns over money raised for the installation of the instrument in the Smithsonian. Action postponed until further research into why the Smithsonian did not install the instrument, what would be done with the instrument when it reverts to Brant, and how the donations were earmarked.

### **New Business**

#### Officer Reports

##### Treasurer Report:

- Treasurer explained details of report. The report included a short year for 2006, due to the new fiscal year ending October 31. Motion: Approve the treasurer's reports as submitted. Moved: Riester. Carried: Unanimous.

##### Secretary Report:

- Secretary distributed Self-Dealing Transaction forms to all Board members.
- Motion: Approve revised Code of Ethics to codify the period the code remains in effect. Moved: Riester. Carried: Unanimous.
- Secretary collected signed Code of Ethics forms from all present staff and Board members.
- Secretary collected signed Self-Dealing Transaction forms from all Board members.

Vice-President: No items requiring Board action or attention.

##### President:

- Updated on Polk Theatre and Dennis Werkmeister and supposed promises of monies for the organ. President Double reports that the issue has been dropped due in large part to the dismissal of Mr. Werkmeister as theatre crew chief.
- Due to the possibility of a perceived conflict of interest with adding election teller duties to the responsibilities of the Executive Secretary, the President reported that Atlanta Chapter members Albert and Wanda Fields have expressed their interest in assuming the duties of teller. Motion: Approve Albert and Wanda Fields as election teller. Moved: Van Der Molen. Carried: Unanimous.

#### Executive Secretary Report:

Report attached to minutes. There have been improvements in noting chapter membership in the database to help international/local relations.

#### Standing Committee Reports

Acquisitions and Expansion: nothing to report in addition to matters discussed during old business.

Archive and Library:

- There has been work securing a new set of *Theatre Organ* Journals and its predecessors to replace the copies missing from the Editor's file.
- Ken thanks all those working in the archive for their hard work and reminds everyone that we are working towards preserving this history for future generations.
- Paul Van Der Molen reports that the final editor's check was delivered to Mrs. Dale Baker in 2006.
- Motion: Transfer the Lee Erwin tapes from the ATOS Archive to the Cincinnati Conservatory of Music Archive, University of Cincinnati. Moved: Parker. Carried: Unanimous.

#### Awards and Recognition:

- Don Near, chairperson, reported that there were two eligible nominations for hall of fame. It was the decision of the Board to table the nominations.

#### Chapter Relations:

- Ed Mullins, chairperson, reported that the chapter handbook response had been very minimal and he recommended not printing additional copies at this time.
- A new group of ATOS members has applied to start a new chapter. They have 10 signatures and have designated officers as required. Motion: Approve the Inland Empire Chapter of the American Theatre Organ Society whose primary operational area is the San Bernardino, Riverside, Redlands, and surrounding areas of Riverside and San Bernardino counties of California. Motion: Bickel. Carried: Unanimous. Secretary assigned code IE and number 114.
- There have been no applications this year for the Inner City Youth Program.
- There are a number of chapters that have limited members. According to past practice, chapters must have at least four members to remain active. Chapter Liaisons are reminded of the importance of keeping in contact with chapters to keep our records up to date.

#### Convention Planning Coordinator: Mike Kinerk, chairperson updated on information otherwise not in his report:

- The final 2006 Florida convention profits were \$11,633 for ATOS. There were 401 paid attendees.
- EMCATOS received a final ATOS grant of \$3,500 for the convention in November 2006. There were 230 paid attendees. Final ATOS profit just over \$8,000.
- Motion: Approve September 1-5, 2009 convention in Cleveland. Moved: Near. Carried: Unanimous.
- As of the beginning of February there were already 40 registrations for the 2007 convention, 30 registered for the entire convention.

#### Education:

- Vern Bickel, Chairperson reported that work has commenced on drafting a new Educator's guide. Louise Eddington has helped out with the project.
- Vern asked if anyone had input on producing a DVD for schools. Brainstorming continued to be followed up at the annual meeting.

#### Endowment Fund:

- Motion: Approve the following members of the Endowment Fund Board of Trustees: Michael Fellenzer, Chairperson; Paul Van Der Molen, Financial Secretary; Jelani Eddington, Trustee and Recording Secretary; and Alden Stockebrand and Richard Kline, Trustees. Moved: Bickel. Carried: Unanimous.
- No additional items requiring Board action or attention.

Marketplace: John Ledwon's report included two questions for the board. 1) Should he order additional binders? 2) What should be done with the 50<sup>th</sup> anniversary books from 2005? It was the Board's decision to postpone action until a future telephone conference including John Ledwon.

Nominations: Nine nominations were received by Bill Carr, chairperson of nominations; however, one nominee had a month and a half lapse in membership within the last two years, which disqualified the candidate from running this year under present written policies and bylaws. Jelani, Jim, and Michael will work together to consider whether a policy to clarify the term "continuous" membership should be adopted.

Organist Scholarships: No items requiring Board action or attention.

#### Organist Competitions:

- Jelani Eddington provided a proposal for removing from the ATOS Policies the specifics of the Young Theatre Organist Competition (YTOC).
- Motion: Replace section 18(a) with the following text:

18(a) Young Theatre Organist Competition: The Young Theatre Organist Competition Committee shall each year publish the rules and regulations governing the Young Theatre Organist Competition.

and strike policy 18(d) in its entirety as it will be covered by the rules thoroughly covered in the YTOC published guidelines. Moved: Eddington. Carried: Unanimous.

Mentor Program: No items requiring Board action or attention.

Public Relations: Donna Parker reminded the Directors to communicate with their chapters in accordance with their liaison assignments. It was suggested that Directors might consider joining the chapters for which they serve as liaison, or asking for the chapter's newsletter.

Publications Review:

- Editor Jeff Weiler mentioned that there have been some people who have had problems with damage to the *Theatre Organ* journal. He has looked into envelopes, and discussed the additional price for paper, 2-mil plastic, tyvek envelopes, and tabs to hold the magazine closed. It was recommended that further inquiries be made to find if there are more members with delivery problems before proceeding with additional protection and cost.
- The Website Task Force reported that there will be upcoming requests for proposals (RFPs) covering the redesign, possible new service provider, and revamp of the content at ATOS.org
- Motion: Approve Tom Blackwell as website manager (continuing his temporary appointment from July through February). Moved: Riester. Carried: Unanimous.

Restoration and Preservation: No items requiring Board action or attention.

Strategic Planning: No items requiring Board action or attention following the planning session prior to the Board meeting.

Electronic Theatre Organ Owners Group (ETONES): No items requiring Board action or attention.

Technical: No items requiring Board action or attention.

Youth Initiatives:

- Please continue to submit to Jelani Eddington contact information for young theatre organ students and enthusiasts, and their teachers.
- John Riester reports that he has had one inquiry into the Theatre Organ Student of the Year and no applications.
- Mike Cierski, Summer Camp Chairperson, reports that they still need to confirm the hotel contract. Advertisements are being placed on the web and *Theatre Organ*.

Document Review:

ATOS Bylaws: Jelani Eddington, Bylaws chairperson, provided a report detailing four proposed bylaws changes. Three can be approved by the Board, and one must be submitted to the membership at the membership meeting at the annual convention.

- Motion: Amend Section 5.2 (Elections) to codify the process of nominations for officer office. (Additions are underlined):

**SECTION 5.2 SELECTION AND TERM OF OFFICERS** Any member at least 18 years of age and who has been a member of the Society for two years prior to the nomination may serve as an Officer of the Society. The Officers of the Society, except such Officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5, shall be elected or appointed annually by the Board of Directors. Nominations of any eligible member to serve as an Officer of the Society may be made in writing, or may be made in person during the Board of Directors meeting at which the Officers are appointed. Notice of the nomination and appointment procedures for Officers of the Society shall be given to the members in accordance with the written policies of the Society. Neither the President or Vice-President may serve for more than three terms of one year each.

and, to mirror the changes in the Bylaws, amend Section 11 (Elections) of the Policies by adding subsection 11(i) which would read:

11(i) In accordance with Section 5.2 of the ATOS Bylaws, the following "generic statement" shall be printed in the Journal and shall be published on the ATOS Website each year for announcing the process for nomination and election of officers. This statement shall appear in the Journal and on the Website at least sixty (60) days prior to the date of the annual Board of Directors meeting.

**Call For Nominations**

As provided in Section 5.2 of the ATOS Bylaws, the Board of Directors appoints the ATOS Officers (President, Vice President, Secretary, and Treasurer) each year at its annual board meeting. This year the Board of Directors will have that meeting in [CITY, STATE] on [DAY, MONTH, DATE, YEAR], beginning at [TIME 0:00 AM/PM].

Any person at least 18 years of age who has had continuous ATOS membership for at least the last two years is eligible to seek appointment as an officer. Candidates for these offices are encouraged to submit written résumés to the ATOS President, [NAME], by [DATE 30 DAYS PRIOR TO START OF MEETING]. It is strongly recommended that nominations be sent via "return receipt" or similar mail class if international. Nominations may also be sent digitally; however, the sender MUST verify receipt of the nomination by the ATOS President. Any written materials that are submitted to the ATOS President by the above date will be distributed to the Board of Directors prior to the Board meeting. In addition, any ATOS member may attend the Board meeting in person (at his or her own expense) and nominate at the meeting any eligible candidate for these offices.

Candidates are expected to present themselves at their own expense to the Board for a personal interview on the morning of [DATE OF THE MEETING]. Appointment will immediately follow the interview process. Successful candidates must be ready to assume the duties of their office at the conclusion of the Convention and must also be available to participate in the remainder of the Board meeting following their appointment. Reimbursement of travel (economy airfare or equivalent) and hotel expenses will be made by ATOS for those appointed.

Moved: Eddington. Carried: Unanimous.

- Jelani also recommended that the bylaws be amended to codify the position of Youth Representative to the Board as an *ex-officio* position. In accordance with Bylaws Section 8.1(a), because this proposed amendment would constitute "a Bylaw specifying or changing the number of Directors," it must be placed before the membership for approval. Motion: In order to harmonize current practice and publicized documentation, it is moved that the following bylaws amendments be presented to the membership for a vote at the membership meeting during the annual convention:

**Section 4.2 NUMBER AND QUALIFICATION OF DIRECTORS.**

**c. Ex-Officio Directors.** There shall be two Ex-Officio Directors who shall be (i) the Immediate Past President, and (ii) the ATOS Youth Representative to the Board. For the purposes of this Section 4.2, the person serving as President upon the expiration of the term shall be considered the Immediate Past President. The person selected by or with the authority of the Board to be ATOS Youth Representative to the Board shall serve as ATOS Youth Representative. The Ex-Officio Directors serve in an advisory capacity and shall have no right to vote on matters before the Board.

**Section 4.4 TERM OF OFFICE.**

**c. Ex-Officio Directors.**

- (i) The Immediate Past President shall serve as an Ex-Officio Director for one year, immediately following retirement as President.
- (ii) The Youth Representative to the Board shall serve as an Ex-Officio Director for a term that shall from time to time be determined by the Board.

Moved: Eddington. Carried: Unanimous.

- With the recent use and cost-effectiveness of telephone or video conference special board meetings, it was recommended by the Bylaws committee that the guidelines to how the meetings are to be called should be clarified. Motion: Replace Section 4.8 with the following text:

**Section 4.8 SPECIAL MEETINGS.** Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any two Directors. The use of telephonic or video conferencing as a means to hold special meetings of the Board is permissible, provided that the meeting participants can hear one another and that the meeting is otherwise properly called and conducted in accordance with these Bylaws and applicable law.

Moved: Eddington. Carried: Unanimous.

- Board members have become increasingly reliant on the use of electronic mail (e-mail). Notice of meetings has been increasingly been done by this form. Although e-mail notice is not mentioned in the Bylaws, such a practice is expressly permitted under California law. Motion: Replace Section 4.9 with the following text:

**Section 4.9 NOTICE OF MEETINGS.** Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws shall be given to each Director not less than 48 hours before the date of the meeting if given personally or by telephone or electronic transmission, including by electronic mail (e-mail), and not less than seven days before the date of the meeting if given by first class mail.

Moved: Eddington. Carried: Unanimous.

ATOS Policies:

- Previously postponed discussion continued regarding adding a policy to state that when ATOS “covers” the expenses for convention winners, the fee is waived rather than including in convention profits. No action was taken.
- Discussion followed regarding the paragraph in the Uniform Chapter Charter Agreement (UCCA) that provides that ATOS shall not sponsor any events within a Chapter’s operational area unless the parties mutually agree. It was suggested that, in order to ensure a fair balance between the rights of the Chapters, on the one hand, and the rights of ATOS, on the other hand, that a policy be adopted, made binding on a Chapter under ¶ 5 of the UCCA, whereby a Chapter would not unreasonably withhold consent to ATOS’ sponsorship of an event in the Chapter’s operational area. Motion: To add the following sentence to the ¶ 8(a) of the ATOS Policies:

For the purposes of the parties’ responsibilities under the Uniform Chapter Charter Agreement, a chapter shall not unreasonably withhold its consent to ATOS’ sponsorship of events within that chapter’s operational area.

Moved: Eddington. Carried Unanimous.

- It was the decision of the Board during the 2006 annual meeting to pursue a Confidentiality policy (see page 6, item 47). In order to provide an atmosphere which allows openness, all documents that reflect official actions taken by ATOS are available for inspection by any ATOS member. By contrast, information that is personal in nature or otherwise designated in good faith as confidential must be held in confidence. Motion: Replace Section 5(b) with the following text:

b. Confidentiality: It is the policy of ATOS that the business of the Society shall be conducted in an environment of open and free communication. Unless otherwise specifically provided in the ATOS Policies, the Society’s bylaws, or by operation of law, all meetings, books, records, and other documents that reflect official actions of the Society shall be presumed to be open and/or available for inspection by any member in good standing of ATOS at his/her expense. Information regarding the internal problems of an ATOS Chapter, information of a personal nature about an ATOS member, information subject to a legitimate claim of privilege, information concerning actions and/or negotiations in progress but not finalized, *information required to be maintained as confidential by law, the Society’s bylaws, or the Society’s written policies*, and/or any other information designated in good faith in advance as confidential shall be held in the strictest of confidence.

Motion: Eddington. Carried: Unanimous.

- John Riester reports the following Policy revision from the June 2006 version: Policy 11(h) has been stricken

*[h. The generic statement announcing the annual Board of Directors’ Election was changed to include the following: Candidate résumés are to be sent to the Nominating Committee Chairperson. It is strongly recommended that nominations be sent via “return receipt” or similar mail class if international. Nominations may also be sent digitally; however, the sender MUST verify receipt of the nomination by the Chairperson.(Board Meeting Minutes, May 23-29, 2006, Tampa, Florida)]*

and Policy 11(a) has been revised to clarify the use of e-mail nominations:

11. ELECTIONS

a. Board Nominations: Board of Director candidate statements shall be limited to 150 words maximum, which will be printed as submitted. Any statement over 150 will be disqualified. Specific information on word count will be published in the THEATRE ORGAN Journal. Candidate resumés can be sent by postal service, to the Nominating Committee Chairperson. It is strongly recommended that nominations be sent via return receipt or similar mail class if international. Nominations may also be sent digitally; however, the sender MUST verify receipt of the nomination by the Chairperson. All statements must include the candidate’s phone number. A photograph is requested. (Board Meeting Minutes, August 3-8, 1990, Indianapolis, Indiana; Board Meeting Minutes, July 4-10, 1991, San Francisco, California; Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania; Board Meeting Minutes, June 28-July 4, 1995, Detroit, Michigan, Board Meeting Minutes, May 23-29, 2006, Tampa, Florida)

No action needed.

- Motion: Strike current policy 11 (e) and replace with new policy to read:  
e. Election Results: Election results published in THEATRE ORGAN will be the information provided by the Secretary which will include names of all candidates and votes received by each candidate. There will also be a listing of the total number of votes received and other pertinent statistics. Write-in votes will not be listed.

Moved: Riester. Carried: Unanimous.

Good of the Order:

- President Double discussed the idea of establishing an international representative to the board--an *ex-officio* position to provide representation for our many ATOS members who live outside the United States. It is the hope that in the future there will be more candidates for Director and Officer positions from our international members. No action was taken.

- John Riestler asked that the Board consider discontinuing the use of printed Director's Binders. These have become increasingly more cumbersome, particularly given that all material is presently contained on CD-ROM. Directors who still want a hard copy are encouraged to print the files and submit a receipt to the treasurer for the printing costs. Motion: Discontinue updates of the printed Desk Reference Binder. (Secretary will distribute updated CD-ROMs following the annual and mid-year meetings.) Moved: Fellenzer. Carried: Unanimous.
- Don Near provided information on Directors' and Officers' Insurance. Motion: Apply for \$3,000,000 Directors' and Officers' Insurance. Moved: Van Der Molen. Carried: Unanimous.

Presentation:

Dr. John Schwandt, Professor of Organ, Oklahoma University, made a presentation on the new American Organ Institute (AOI) and its plans for restoring historic instruments (classical and theatre) and teaching theatre organ music. The AOI is presently engaged in a fundraising campaign in order to endow scholarships, professorships, and restoration projects.

Executive Session:

At 4:30 CST President Ken Double adjourned the staff and visitors. The meeting continued in executive session, during which time matters relating to the New York Theatre Organ Society and the Summer Camp were discussed.

The meeting was adjourned at 5:15 p.m. EST.

/s/ John Riestler, Secretary

Business was conducted following Robert's Rules of Order – Jeff Weiler, Parliamentarian

Attachments: Three groups of attachments are filed with the minutes

Mid-Year Meeting Reports

- p. 1 Secretary's Cover Letter
- p. 2-4 Meeting Agenda
- p. 5 Roll Call
- p. 6-32 Previous Meeting Minutes as approved en bloc (minus January 29, 2007 minutes)
- p. 33 Proposed amendment to Code of Ethics
- p. 34-35 Executive Secretary's Report
- p. 36 Archives/Library Report
- p. 37 Awards & Recognition Report
- p. 38 Chapter Relations Report
- p. 39-45 Convention Planning Coordinator Report
- p. 46-47 ATOS Amateur Theatre Organist Competition Report
- p. 48 Young Theatre Organist Competition Report
- p. 49 ERROR: second copy of YTOC Report from p. 48
- p. 50 Mentor Program Report
- p. 51 Public Relations Report
- p. 52 Publications Review Report
- p. 53 Restoration and Preservation Report
- p. 54-55 Youth Initiatives Report (Eddington)
- p. 56 Young Theatre Organist Camp Report
- p. 57-61 Bylaws Committee Report
- p. 62 Policy Changes (Riestler)
- p. 63-64 Policy Changes (Eddington)
- p. 65 International Representative Proposal (Double)

Mid-Year Meeting Supplemental Reports

- p. 1b Board of Directors' Meeting Minutes, January 29, 2007
- p. 2b-10b Treasurer's Report
- p. 11b-12b Hall of Fame Nominations
- p. 13b Inactive Chapter Information
- p. 14b-15b Young Theatre Organist Committee Supplemental Report
- p. 16b-17b ATOS Website Task Force Report
- p. 18b-21b Strategic Planning Report
- p. 22b-25b Proposal from prospective Strategic Planning Coordinator
- p. 26b ETONES Report (Secretary misplaced this report when preparing the first packet.)

p. 27b NYTOS/UCCA non-compliance e-mail

Mid-Year Meeting Handouts

Chapter Relations Addendum

ATOS Marketplace Report (Secretary misplaced this report when preparing the first packet.)

D&O Quote (Near)