

2009.1.19 Telephone Conference Minutes

MINUTES OF THE ATOS BOARD OF DIRECTORS TELEPHONE CONFERENCE

MONDAY, JANUARY 19, 2009

8:00 p.m. E.S.T.

Chairman of the Board Craig Peterson called the meeting to order at 8:04 E.S.T.

Officers Present: Craig Peterson, Chairman of the Board, Mike Hartley, Vice Chairman of the Board, Bob Evans, Secretary, Paul Van Der Molen, Treasurer. **Board Members Present:** John Apple, John DeMajo, Jelani Eddington, Allen Miller, Don Near, Donna Parker, Doug Powers, Bucky Reddish. **Board Members Absent:** Tyler Morkin, Youth Representative to the Board. **Staff Present:** Bill Carr, Jim Merry, Jeff Weiler.

Chairman Peterson declared a quorum.

Action Item: (Evans) to approve the addition of “carried” (Paul Van Der Molen’s motion recorded in the minutes of the telephone conference of 2008.11.19) to the vote by the Board to accept Puget Sound Chapter’s bid for the 2010 ATOS Annual Convention with Tom Blackwell as convention chair. (Carried: Unanimous)

New Business:

Discussion of Election Procedure:

Michael Fellenzer has resigned his seat on the ATOS Board of Directors. The Board will determine, in accordance with the bylaws, how to proceed with the election.

Jelani Eddington pointed out that we basically have two options according to the bylaws. We must be clear to the membership what bylaw option we are following.

1. Conduct a “normal” election. Elect three people and the Board seats the fourth member.
2. Elect three Board members the fourth highest vote getter is seated on the Board.

Bill Carr was concerned about possible confusion on the ballot with more than three names on the ballot.

The Board discussed, at length, the possibilities of each option. All Board members were in agreement that the membership be completely aware of the process.

Some members were concerned about the perception of the membership. Many board members voiced the opinion that we must follow the bylaws and be constantly aware that we should always act in the best interests of the organization.

Paul Van Der Molen asked about the possibility of holding a special election for the fourth board member. This might be another option to consider.

Motion: (Van Der Molen) that the Board follow normal election procedures to elect three candidates and follow the bylaws to appoint the person to fill the fourth Board seat vacated by Michael Fellenzer. (Yes: Hartley, Evans, Van Der Molen, DeMajo, Eddington, Miller, Parker, Powers, Reddish.) (No: Apple, Near.)

Recording Policy: (Double) Dolton McAlpin suggested that copyright attorney Whit Raynor make an official recommendation regarding the ATOS recording policy. The Board felt it best to solicit an outside opinion on this matter. Ken Double felt this prudent to go outside the board to seek a legal opinion especially regarding the liabilities (copyright infringement) of ATOS. We are seeking this clarification to protect ATOS.

Motion: (Eddington) that the ATOS Board approve the expenditure of up to \$2500 to engage Whit Raynor for a legal opinion regarding the ATOS recording policy. (Carried: Unanimous)

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**Motion: (Van Der Molen) to appoint John De Majo as chair of the Endowment Fund Committee.
(Carried: Unanimous) (Abstention: De Majo)**

Chairman Peterson adjourned the meeting at 8:48 E.S.T.

/s/ Bob Evans, Secretary, ATOS

Please Note: The meeting was conducted according to *Robert's Rules of Order*. Jeff Weiler, Parliamentarian