

2009.4.15 Telephone Conference Minutes

MINUTES OF THE ATOS BOARD OF DIRECTORS TELEPHONE CONFERENCE  
WEDNESDAY, APRIL 15, 2009  
7:00 P.M. E.D.T.

Chairman of the Board Craig Peterson called the meeting to order at 7:03 E.D.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, David Barnett, John DeMajo, Jelani Eddington, Allen Miller, Don Near, Donna Parker, Doug Powers, Bucky Reddish.

**Youth Representative to the Board,** Tyler Morkin was excused. **Staff Present:** Jim Merry, Jonas Nordwall, Jeff Weiler

Chairman Peterson declared a quorum.

The minutes of 2009.3.3 and 2009 3.16 were accepted.

**Old Business:**

- Adult Getaway: Jonas Nordwall reported that plans are set for the ATOS Adult Getaway to be held in the Bay Area of California. Hotel rates have been set and instructors chosen. Most of the instruction will take place at the NORCAL Wurlitzer in Berkeley. John Ferguson and Kevin King will assist Jonas with the instruction.

**Motion: (Van Der Molen) that there be a minimum of thirteen (13) registrants for the ATOS Adult Getaway. If fewer than thirteen members register the event will be canceled. (Carried: Unanimous)**

- Youth Summer Camp: Jelani Eddington and Donna Parker reported that all is set for the ATOS Youth Summer Camp.
- Convention Report: Doug Powers reported that all is on schedule for the upcoming annual convention.
- Adult Competition: Mike Hartley indicated that four entries have been received for the ATOS Amateur Theatre Organ Competition. The performance packets have been sent to the judges.
- Paul Van Der Molen reported that some monetary pledges have been received from chapters for the ATOS Summer Youth Camp.

**Motion: (Evans) to enact the conflict of interest language proposed by Dolton McAlpin and amended by Jelani Eddington. (Section 5.b in "Policies" and Section 4.2 in "Bylaws". (Carried) 10 Yes, 2 No)**

**The amended language is given below:**

**Bylaws**

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

**The following section (e) was added to Article IV, Section 4.2 in the ATOS Bylaws. Before this amendment Article IV ended with section (d).**

2009.4.15 B.F.

**e. Director Of Another Organization.** Because Directors must give undivided allegiance when making decisions affecting the Society, a Director's serving simultaneously on the board of directors of any other national or international public, charitable or private organization that promotes the theatre organ and the performance of its music (hereafter a "Competing Organization") will impair and prejudice the Director in carrying out his or her duties as a member of the Society's Board of Directors. Consequently, from and after July 1, 2009 any person who is a member of the board of directors of any Competing Organization may not qualify to run for election to the Board of Directors, may not be appointed to the Board of Directors, nor may such person serve as a Director. The prohibition in this subsection shall not apply to any person who serves on the board of directors of any chapter of the Society. Further, the prohibition in this subsection shall not apply to any Director elected in 2009, and any such Director is exempted from the prohibition of this subsection during his or her initial term and any consecutive term authorized by Section 4.4 of these Bylaws.

### Policy

## 5. BOARD/STAFF ACTIVITIES, CORRESPONDENCE, AND CONDUCT

### Added language is presented in bold type.

**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 concerning financial supporters and fundraising activities**, 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.

### **New Business:**

- The Board received the President CEO's quarterly report
- Update on reorganization structure tabled until next meeting
- Update on chapter status tabled until next meeting.
- Announcement of policy creation for tracking chapters (Double) tabled until next meeting.
- President Double reminded chapter liaisons to contact their chapters on a monthly basis.
- Convention Survey (Hartley) Mike Hartley explained that a short survey would be given to convention attendees. This survey will be used to help plan future convention events.

Chairman Peterson adjourned the meeting at 8:02 E.D.T.

/s/ Bob Evans, Secretary ATOS

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

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