

MINUTES OF THE ATOS BOARD OF DIRECTORS TELEPHONE CONFERENCE
WEDNESDAY, SEPTEMBER 30, 2009
8:00 P.M. E.D.T.

Chairman of the Board Hartley called the meeting to order at 8:02.p.m. E.D.T.

Secretary Bob Evans called the roll:

Officers Present: Mike Hartley, Chairman of the Board, Bob Evans, Secretary, Paul Van Der Molen, Treasurer.

Officer Excused: Vice-Chairman of the Board Craig Peterson. **Board Members Present:**

John Apple, David Barnett, John DeMajo, Jelani Eddington, Allen Miller, Jack Moelmann, Donna Parker, Doug Powers, Bucky Reddish. **Excused:** Youth Representative to the Board, Tyler Morkin.

Staff Present: Ken Double, President/CEO, Jim Merry, Executive Secretary, Jonas Nordwall, Youth Camp Director, Tom Blackwell, Webmaster.

Chairman Hartley declared a quorum present.

Motion: (Eddington) to approve the minutes from the July 23, 2009 and August 11, 2009 telephone conferences. Carried: Unanimous

(Approval of the minutes of the Annual Board Meeting has been deferred to the next telephone conference pending addition of some information).

Old Business:

1. Update on Archives: (Moelmann, Van Der Molen, Double)

Motion: (Moelmann) "Due to space limitations and the need to vacate the current premises The ATOS Archive will be relocated to a downtown Chicago, Illinois facility, specifically at 329 West 18th Street as soon as possible. The necessary funding for this move is also requested. An approximate figure is \$3500 (this does not include moving the Reeve collection from North Dakota)."

Paul Van Der Molen met with a real estate attorney regarding the language in the proposed lease for the proposed archive space. He had expected to receive a report from the attorney in time for this meeting but had not. The attorney had pointed out at least one item (tax rate) in the lease that needed updating. The lease figure given was based on a 2007 tax rate while the 2008 tax rate is almost double that figure. The lease language provides for a rate increase if the tax rate goes up. Paul recommended that we wait for the attorney's recommendation before making a decision on leasing the space.

He also pointed out that we would be spending between \$7,000-\$8,000 per year more than we are now. Later Paul added that the **total** yearly rent for the new facility would be about \$20,000. He also expressed a concern about where the additional money for rent would come from.

Doug Powers pointed out that over the five year life of the lease we will be expending \$35,000-\$40,000 over what we're paying now. In our current location we can vacate at any time. We would, however, be obligated for five years under the new lease language.

Ken Double pointed out that the present archive site (Rialto Square Building) could demand that we vacate with a thirty-day notice.

Doug feels that ATOS must maintain an archive, as it is an extremely important and necessary part of our history. However, he expressed a concern that the added cost of leasing and maintaining this new facility would take money away from the effort to keep ATOS relevant and thriving.

Doug Powers asked where the money would come from to support this archive and library. He also asked how much of the past is really important as compared to what we need to do to keep the organization alive and vibrant.

Ken Double pointed out that the present collection contains a lot of duplicate recorded materials. The hope is that Jeff Weiler can examine the material that is in the archive and work with a consignment firm to sell duplicate recordings.

The majority of the recorded material will have to be transferred to a modern medium. Some of this recorded material may be saleable in a new format.

We have a grant writer poised to begin the grant-writing process. The focus of these initial grant applications will be on funding the ATOS Archive. The existence of an ATOS Archive is necessary to show our legitimacy as an arts organization. The state of our archive will be most important as we seek large grants from major contributors.

Ken feels that from the fundraising standpoint the development and relocation of the ATOS archive is a high priority item.

Doug Powers then asked what organizing our archive would cost. What would be the administrative cost to organize the archive? How long would this process take? What value would the end result be? We should know the total cost before making a decision on relocating the archives. Doug also commented that he would need to know all of this information before voting on this issue. Paul Van Der Molen added that we have been notified by the Rialto Square building owners that we will have to move within a few months.

Jelani Eddington expressed the opinion that we cannot make an informed decision until we at least have the lease information from the attorney.

Motion: (Eddington) that the motion regarding moving the archive as made by Jack Moelmann be tabled until the necessary lease information is received from the attorney. Carried: Unanimous

1. At the end of the last telephone conference the subject of the Board approving membership was discussed. Jelani Eddington felt that a more streamlined and efficient method for membership approval was necessary. Further the practice of a Board vote to approve memberships was not consistent. He circulated a memo to the Board on this subject: (July 23, 2009)

It is the recommendation of the Bylaws and Policies Committee that the membership approval mechanism be retained. While in practice the ATOS Board has infrequently approved applications for membership, it was felt that some procedure needed to be in place in the extreme case in which an individual's membership was terminated under Section 2.4.3. Specifically, if the Board decided to exercise its right of termination, there would be no way to enforce the termination if the individual could reapply and automatically regain membership in ATOS.

The Bylaws Committee recommends adoption of the following amendments:

A. AMENDMENT OF BYLAWS SECTION 2.2 (amended language is presented in **bold type**)

Section 2.2 ADMISSION. Any person meeting the qualifications set forth in Section 2.1 may apply to become a Regular member. Membership in ATOS shall be open to all qualified persons without regard to race, sex, **sexual orientation**, religion, national origin, disability, or age. Applications for membership shall be approved by **(1) the Board of Directors, (2) by a committee or officer charged by the Board of Directors with responsibility for such decisions, or (3) by the ATOS Executive Secretary. The procedure for approval of membership applications shall from time to time be determined by the Board.**

B. NEW POLICY SECTION 14(G): (Part of same memo)

Absent contrary instructions from the Board of Directors, and subject to the oversight and review of the Board, the Executive Secretary's entry of a prospective member's information (name, address, etc.) onto the ATOS membership roll shall constitute approval of that member's application.

Motion: (Eddington) To amend Section 2.2 of the ATOS Bylaws and Paragraph 14 of the ATOS Policies relating to approval of membership applications in accordance with the Bylaws Committee Memo of September 24, 2009. Carried: Unanimous

2. At the 2009 Annual Board Meeting in Cleveland, Ohio, the Board discussed at great length the position of ATOS President/CEO. The Board reiterated at the meeting that the President/CEO's primary responsibility is

to raise funds for ATOS. The consensus of the Board was to focus the President's duties exclusively on fundraising and closely related activities.

The Bylaws and Policies Committee proposed the following amendment:

The ATOS Bylaws should reflect the most current understanding of the role of the President/CEO. In accordance with the changes implemented in the President/CEO's 2009-2010 contract and Job Description, the Bylaws Committee recommends amending the second sentence of Section 5a.1 to remove the phrase "responsible for the day-to-day management of the Society." The amended Section 5a.1 would read, in pertinent part:

Section 5a.1 PRESIDENT AND CHIEF EXECUTIVE OFFICER.

Subject to the supervision and oversight of the Board, the President shall be responsible for such specific duties as may from time to time be established by the Board.

Motion (Eddington): To amend Section 5a.1 of the ATOS Bylaws relating to the President & CEO in accordance with the Bylaws Committee Memo of September 24, 2009. Carried: Unanimous

3. Activation of ATOS Finance Committee. Mike Hartley and Paul Van Der Molen will meet with this committee via telephone conference.

4. Budget Issues:

We are working to reduce the budget deficit. Chairman Hartley pointed out some potential positives for the budget situation. The greater part of the cost of producing the convention CD has been covered by advance sales (220). The CD will be available through the ATOS Marketplace and should generate sales. The recorded material is ready to send to the artists for their approval of selections for the final compact disc.

Also, Mike Hartley and Ken Double will be meeting with the Allen Organ officials to discuss the series of DVD lessons featuring John Ferguson. This series will be produced at the Allen Organ facilities and will be available for sale. ATOS may be responsible for reimbursing artists who participate in this production. Ken Double is seeking underwriting to cover the artist's fees, if necessary.

Chairman Hartley also announced that the Financial Review Committee would conduct a mid-year review of the budget.

Paul Van De Molen also announced that he has changed the accounting software to QuickBooks. The accountant retained by ATOS recommended the QuickBooks program.

Paul has spent over thirty hours at the accountant's office learning to use the new program. We are now operating totally on the QuickBooks system.

When Paul assumed the Office of Treasurer, the Board offered to purchase a new computer for him at the then cost of between \$1800-\$2000 saying that if a new computer was necessary \$1,000 would cover the cost. At that time, however, he declined the offer. Paul has purchased a new computer at a cost of \$2100. He asked that \$1,000 (as previously approved) be reimbursed to him as an ATOS administrative cost. The board agreed that this expenditure was a proper administrative expense.

5. Web Site Update: (Blackwell)

The prototype of the web site is up and running. The design is a compilation of designs received by Mark Dorset, the web site designer.

The system is content-management based. The greatest advantage of the new site will be that the individual responsible for that area can easily edit the different sections of the site. Updates to the site will be easier to enter and will encourage the site editors keep the information current. Many more people can share the responsibility of editing the content of the site.

Jack Moelmann pointed out that many people find the present web site difficult to navigate. He also wondered if the new web site would be attractive to folks outside the realm of ATOS.

Allen Miller pointed out that the new site would be more user-friendly. Committee chairs will be able to keep information current.

6. Fundraising Update: (Double)

ATOS has participated in two touring show presentations. The first, at the Riviera Theater in North

Tonawanda, New York, in April, 2009, resulted in a \$900 loss for ATOS. The second presented in Fergus Falls, Minnesota in October did not go well. Final figures are not yet available but ATOS will sustain a small loss. Communications with local management were very difficult. This may have contributed to the lack of success of the show.

Ken conceded that the first two attempts at producing these shows have not been successful. He could see why the Board might be hesitant to pursue this endeavor further.

The next possible show at the Providence Performing Arts Center could be the turning point. The management at PPAC is very cooperative and has extensive experience in successfully promoting shows at the theater. The choral group that is being considered for the show has a track record of drawing audiences of between a thousand and two thousand people.

Jack Moelmann commented that perhaps the ATOS Board should not be in the concert producing business.

Ken Double responded that he introduced the idea behind the touring show concept for three basic reasons: 1) to further expose the theatre organ to the public, 2) to present a broad based show that would spotlight the theatre organ along with other performers or groups that would draw more attendance from the general public, 3) to go into partnerships in areas where the venue management might be reluctant to go into programming involving the theatre organ and help our local chapters at the same time.

Allen Miller pointed out that the touring show is not so much a matter of ATOS being in the theater business but rather is more of an advertising effort for the theatre organ and ATOS.

Paul Van Der Molen commented that we should approach these shows on an event-by-event basis. Ken will come back to the Board with more specifics about the possible Providence show.

Jonas Nordwall suggested that we should offer a "package show" in which we feature the same musical presentations, etc. This would reduce cost, risk, and anxiety.

7. Possible Change in Board Candidate Resume: (Hartley)

Chairman Hartley received a request to increase the number of words allowed in a Board candidate's resume.

Jack Moelmann remarked that originally the word limit was 100 words but was increased to 150 words. Jack feels that a candidate should be able to say what he or she has to say within this limit.

Chairman Hartley advised that since the requirements for Board nomination had already been submitted for publication in the upcoming Theatre Organ he and Craig Peterson would look into this matter and report back to the board with a recommendation for a resume for use by next year's Board candidates.

New Business:

1. ATOS Youth Camp Restructure Proposal: (Nordwall)

Jonas Nordwall, camp administrator, talked to the faculty, students, and parents after this year's session. Based on their comments Jonas felt that a change in structure was in order. He examined the structure of several summer music camps then made the following proposals:

A four-person governing board should oversee the curriculum. Appointment to this board would be permanent.

Jonas also stated the need to run this program on a ten-year plan. Such a plan would allow proper development of curriculum and offer time to make necessary changes as the program grows. Each year the camp staff has streamlined the process.

Jack Moelmann suggested that the title of the program be changed from "Camp" and also suggested that no specific names be listed in the actual document. We should consider this the same as any other ATOS committee. Jonas, for example, would be treated as the committee chair and could appoint the members of his committee.

Jack asked how the teachers were chosen for this summer's session. Jonas replied that because of his years in ATOS and his experience many of the artists he was able to determine who he thought would be best in this camp setting and therefore chose the teachers.

Ken Double added that as the program matures more qualified teachers would emerge.

Allen Miller noted that this was really not a Board matter but was more a committee responsibility.

Jonas will revise the document and submit it at the next telephone conference.

2. Endowment Trust Fund Board of Trustees Appointment: (DeMajo/Eddington)

Motion: (Moelmann) to appoint Joseph Graif to the Endowment Fund Board of Trustees to fill the vacancy created by the passing of Dyne Pheffenberger. Carried: Unanimous

3. ATOS Calendar: (Hartley/Moelmann/Evans
Bob Evans and Jack Moelmann are working on updating the ATOS calendar. Board members are encouraged to submit changes.

Good of the Order:

1. **Motion: (Moelmann) that the official name of the ATOS archive be the “ATOS Archive and Library. Carried: Unanimous**
2. Allen Miller asked Board members to solicit questions for the technical question and answer section of the ATOS Web Site.

The meeting was adjourned at 9:53 p.m. E.D.T.

The meeting was conducted using *Robert's Rules of Order*. Tyler Morkin, Parliamentarian

/s/ Bob Evans, Secretary