

Minutes of the ATOS Board of Directors Telephone Conference
Thursday, May 6, 2010
8:00 p.m. E.D.T.

1. Chairman of the Board Mike Hartley called the meeting to order at 8:06 p.m.

2. Secretary Bob Evans called the roll:

Officers Present: Mike Hartley-Chairman of the Board, Craig Peterson-Vice Chairman of the Board, Bob Evans-Secretary, Paul Van Der Molen-Treasurer. **Board Members Present:** John Apple, David Barnett, Jelani Eddington, Allen Miller, Jack Moelmann, Donna Parker, Doug Powers, Bucky Reddish. **Youth Representative to the Board-Tyler Morkin. Staff Members Present:** Ken Double-President/CEO, Jim Merry-Executive Secretary, Mike Bryant, Don Feely-Co-Editors *Theatre Organ*

3. Chairman Hartley declared a quorum.

4. Motion: (Moelmann, Van Der Molen) to approve the Board minutes of March 15, 2010. (Carried: Unanimous)

5. Treasurer's Update: Basically the organization is in good financial shape. The treasurer and the CPA firm examined the 2009-2010 fiscal year-end reports in full. The year-end financials are essentially complete.

Paul also noted that \$13,000 is available for ATOS Endowment Fund grants. He anticipates more funds will be available next year due to Lufkin fund additions to the ATOS Endowment Fund.

Old Business:

6. Renewed Motion: (Eddington, Miller) No documents, photographs, recordings, or any other property belonging to ATOS shall be removed from the ATOS Archive without the express prior approval of the Board. (Carried: Unanimous) This motion led to the following discussion:

- a. Jack Moelmann stated that this motion is really academic. It is overly restrictive because it would take a Board vote to have anyone borrow anything.
- b. Allen Miller replied that Jack was missing one aspect of the motion. The motion was not made to restrict the Pataks. They were doing their job very well. The problem was that others not directly involved complicated the issue.
- c. Ken Double responded that the archives are in PODS, under lock and key, awaiting transfer to a warehouse in suburban Chicago and are not now access.
- d. Jack Moelmann asked who the current curator is at the present time.
- e. Allen Miller replied that the ATOS Archive and Library are (temporarily) under the control of the Archive Relocation Committee. Allen is the Board member responsible at this time. Paul Van Der Molen has a set of keys for the PODS. Ken also has a set of keys that he will turn over to Allen Miller.
- f. Paul Van Der Molen added that the PODS would not be accessible while in the warehouse.
- g. Jack Moelmann asked if all the items are together. The answer is that all items stored in Joliet are together. The ATOS history materials (financial records, etc.) will be separated at the appropriate time.

- h. Jelani Eddington added that when the materials are taken out of the PODS we would have to sort the material. Jelani's motion will cover the sorting activities. His motion will assure that nothing is taken out of the collection without Board knowledge and approval.
- i. Jack Moelmann asked if this motion would cover removal of any material after it arrives at OU (University of Oklahoma) if that is the collections destination. In other words would the Board have control over what is removed when it is at OU?
- j. Jelani responded that this would depend on the agreement that ATOS and the AOI (American Organ Institute) constructed and agreed to.
- k. Jack said that he would defer until he saw the actual agreement with the college.
- l. Paul Van Der Molen stated that professional movers packed the collection properly. No items are left in the Joliet theater facility. John Apple (who joined the conference late) was given an update on the Archive and Library status.
- m. Bob Evans reported that the Executive Committee voted to send Allen Miller, Mike Hartley, Jelani Eddington, Ken Double, and Bob Evans to OU to negotiate an agreement for the transfer of the ATOS Archive and Library to the American Organ Institute located at the University of Oklahoma. The visit will be from May 18-20, 2010. Transportation and lodging will be reimbursed by ATOS.
- n. Jim Merry asked if the Archive Committee has a set of proposals for the AOI and OU.
- o. Allen Miller responded that the Committee has a complete set of proposals based on Committee research, input from membership, and advice from Vern Bickel the original curator of the ATOS Archive and Library. Allen added that the members of the ATOS Archive Relocation Committee will confer before the trip and will also take part in a conference call with the OU representatives to set ground rules and present the major points of our proposal.
- p. Jim Merry asked if the proposals could be given to ATOS officials or membership.
- q. Allen replied that the AOI representatives have asked that any proposals from ATOS or AOI not be made public before a tentative agreement has been reached.
- r. Jelani Eddington reminded the Board and Staff that until the negotiations are complete any proposals are of a confidential nature and should not be shared outside of the Board and Staff. Allen reminded all that OU has requested confidentiality in the negotiations.
- s. On a related note Ken Double reported that he had a phone conversation with David Higgs and William Porter of the Eastman School of Music. Ken reported to them that we had begun discussions with OU about the transfer of our Archive and Library. He also asked about Eastman's discussions with the Organ Historical Society (OHS) with regard to the transfer of their collection to Eastman. Both Higgs and Porter acknowledged that some very initial discussions had taken place with the OHS but that these were at the "baby steps" stage. David Barnett indicated that approximately three quarters of the OHS's collection was stored in the Baltic Mill in Enfield, New Hampshire. This part of the collection is not readily available for study.

7. Board Member Concern about Possible Conflict of Interest

- a. John DeMajo has expressed a concern that the perception of a conflict of interest might come from an Endowment Trust Fund grant to the College of the Ozarks in Branson, Missouri. Clark Wilson was sent to evaluate the condition of the Wurlitzer Theatre Pipe Organ located at the college. Clark recommended a specific digital relay system manufactured and developed by a company owned by Board member Allen Miller.
- b. Ken Double clarified the situation: Ken reported that the "bottom line" is that the specific relay system was recommended because it closely fit the existing instrument. Further, the Board member involved has gone on record saying Endowment funds should not be used for purchasing digital relay systems.
- c. Both the technician and the Board member feel more comfortable with the Endowment Fund grants going toward the purchase of materials for restoration rather than "hardware". This concept has

been shared with the College of the Ozarks. They are comfortable with this idea.

8. The subject of the definition of a “competing organization” was brought up and withdrawn pending further discussion.

**9. The resignation of John DeMajo from the ATOS Board was noted.
The vacancy will be filled during the Annual Board Meeting in Seattle.**

10. Motion: (Evans, Van Der Molen) that David Barnett be appointed Chair of the Endowment Fund Board of Trustees until the ATOS Annual Meeting. (Carried: Unanimous)

11. Stan Kann Scholarship Partnership Opportunity: (Double)

a. Ken Double reports that he sent a proposal in mid April to the Board regarding a Stan Kann Scholarship.

Mary Strauss, owner of the Saint Louis Fox Theater has approached ATOS regarding a jointly sponsored scholarship in Stan Kann’s name. Ms. Strauss would donate \$600 and \$600 would be donated by ATOS.

We would discuss with Eastman School of Music, The American Organ Institute, and the music school of the University of Michigan the parameters under which their organ students could apply. ATOS would make recommendations to Ms. Strauss and together we would award a scholarship.

Ken recommends that we partner with Mary Strauss and the Saint Louis Fox to sponsor the Stan Kann Scholarship.

Motion: (Miller, Apple): that ATOS appropriate \$600 (per year) to match the \$600 donated (per year) to help support the Stan Kann Scholarship sponsored by the Saint Louis Fox Theater.

a. Jack Moelmann stated that the motion should include the fact that the Fox Theater is also donating \$600 per year to the scholarship. He also asked if this was a one-shot donation.

b. Ken replied that this would be a yearly donation.

c. Jack Moelmann stated that this should be known as the Stan Kann Scholarship Fund.

d. Jelani Eddington brought out several points of order. He asked if there was a motion on the floor.

e. Mike Hartley replied that there was indeed a motion on the floor. Jelani also pointed out that any changes in the language of the motion had to come from Allen Miller, originator of the motion.

f. Jelani recommends that the motion be tabled or the language modified during this meeting.

g. Allen Miller agreed to table the motion

h. Jack Moelmann asked that he become involved in the scholarship process.

12. Proposal to Increase ATOS Membership: (Apple)

a. John Apple proposes an incentive for current ATOS members. If a current ATOS member brings in a new member he or she would receive a reduction in their ATOS dues.

b. Chairman Mike Hartley asked Mr. Apple to put his idea in writing for the Board’s review prior to the next meeting.

c. Jim Merry asked that John work with him before the proposal goes to the Board.

13. Youth Representative to the Board (Eddington)

Motion: (Eddington, Evans) that ATOS Policy ¶ 5(p) be repealed and replaced with the following text:

The position of ATOS Youth Representative To The Board shall be open to any person who has attained the age of 18 but not exceeded the age of 24 as of March 1st in the year in which the Youth Representative position is filled. The Youth Representative Subcommittee of the Youth Initiatives Committee shall establish the applicable rules and guidelines for the Youth Representative position.
(Carried: Unanimous)

- a. Allen Miller feels strongly that the Youth Representative is a Board member and should have a vote.
- b. Ken Double is concerned about the remote possibility that ATOS could be involved in some kind of legal action. He feels that parents might object if a youngster is dragged into some legal action.
- c. Ken hopes that if this action is taken that the Youth Representative is well aware of the ramifications of his/her position on the Board.
- d. Jelani Eddington responded that the position is well documented within the job description. He further explained that the Youth Representative position is non-voting because the candidate is selected by a subcommittee not the membership or as in the case of ATOS Officers by the elected Board members. Any change that makes the Youth Representative a voting position would have to be voted on by the full membership, as it is a change in the ATOS Bylaws.
- e. Allen Miller voiced his concern that the Youth Representative to the Board is not a “full position”. Bylaws 4.2c states that the Youth Representative has a seat on the Board but does not have a vote. In the early days of the organization Chapter Chairman, regardless of age, had a vote on the ATOS Board.
- f. Ken compared the Youth Representative to an internship and asked Tyler Morkin if he felt more comfortable assuming a regular Board seat. Tyler responded that he did feel more comfortable having the experience as the Youth Representative.
- g. Allen Miller pointed out that the first year on the Board is a real learning experience.
- h. The subject of making the Youth Representative to the Board a voting position was taken under advisement.

14. Motion: (Moelmann, Apple) In addition to the annual award for Organist of the Year, the Awards and Recognition Committee is empowered to select the annual award recipient for the ATOS Hall of Fame, Honorary Member, and Ron Musselman "Member of the Year" from those nominations submitted in accordance with published procedures. (Carried: Unanimous)

- a. Allen Miller understood that the Awards and Recognition Committee already had the power to choose all award recipients except scholarship winners.
- b. Jack replied that the only authority given the committee was to choose ATOS Organist of the Year. All others were to be approved by the Board.
- c. Jack wants to bring this in line with all the other committees.
- d. Jelani asked why the Board was empowered to select the honorees.
- e. Jack replied that in the beginning of these awards the Board selected all of the honorees.
- f. Jack wants to streamline the operation.

15. Budget Process for the Upcoming Fiscal Year: (Van Der Molen)

- a. We are now soliciting input from all Board and Staff that have any part in spending money for any part of ATOS.
- b. Please send in your budget request for next year. We will use the same form as used last year.
- c. Your request should include travel expenses and lodging.
- d. The requests will be examined by the ATOS Treasurer and the ATOS Finance Committee.
- e. Paul will send out a form indicating the total expenditures of each ATOS Officer, Board Member, and Staff Member for the last fiscal year.

16. Good of the Order:

Motion: (Eddington, Evans) that ATOS policy ¶ 4(n) be amended to include among the awards receiving a wooden plaque the George Wright Memorial Fellowship and ATOS Student of the Year; and that the reference to “Division and Overall” with respect to the Young Theatre Organist Competition be stricken and replaced with “Finalist(s) and Overall”. (Carried Unanimous)

Motion: (Miller, Reddish) that ATOS spend up to \$3,000.00 for artist and travel expense for an organist to perform live silent film accompaniment at the Atlanta Fox for the ATOS special event as part of the Fox Coca Cola Summer Film Series. Organist shall be qualified as a silent film accompanist and shall not be a member of the ATOS Board. (Carried: Unanimous)

- a. Ken Double responded that he had no trouble with the motion not allowing a Board member or President/CEO to perform but felt that not allowing staff members to perform would be overly restrictive and possibly eliminates the most qualified accompanists.
- b. Allen Miller amended his motion to exclude the words “or staff”.
- c. The Turner Classic Movies Film Festival hopes to use live theatre organ accompaniment with silent film during the 2011 film festival.
- d. John Apple inquired about the Wanamaker Organ Day event. He could find no mention of ATOS’ involvement in the restoration of the Lowell Ayar’s Wurlitzer in the Friends of the Wanamaker Organ Newsletter.
- e. Ken Double replied that he explained to the Wanamaker representatives that the official travel day for Board members for the 2010 Annual Convention fell during the Wanamaker Organ Day(s) festivities. Ken will be there for the Friday evening event and will represent ATOS.

The meeting adjourned at 9:52 p.m. E.D.T.

/s/ Bob Evans, Secretary

Please Note: The meeting was conducted using *Robert’s Rules of Order*. Tyler Morkin, Parliamentarian