

**Minutes of the ATOS Board of Directors Telephone Conference
Wednesday, June 9, 2010
8:00 p.m. E.D.T.**

1. Chairman of the Board Mike Hartley called the meeting to order at 8:08 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, Jelani Eddington, Allen Miller, Jack Moelmann, Donna Parker, Bucky Reddish. Youth Representative to the Board-Tyler Morkin. **Staff Present:** Jim Merry-Executive Secretary, Mike Bryant, Don Feely-Co-Editors *Theatre Organ*. **Staff Absent:** Ken Double

3. Chairman of the Board Hartley declared a quorum.

**4. Motion: (Van Der Molen, Eddington) to accept the minutes of May 6, 2010 as amended*.
(Carried: Unanimous)**

- a. * (Jack Moelmann requested that the discussion about “competing organizations” be noted in the minutes of the May 6, 2010 telephone conference.)
- b. Jim Merry expressed some concern about the lack of specificity regarding the negotiations with the AOI in the minutes.
- c. Jelani Eddington advised Jim that the negotiations were still underway and that the specifics of the negotiations were confidential under ATOS bylaws and an agreement with the AOI. He also stated that a non-confidential summary of the negotiations and meeting would be forthcoming and available on the ATOS web site.

5. Report of Archive Relocation Committee: (Miller)

MOTION (Miller, Evans): That the Report of the Archive Relocation Committee dated May 25, 2010, be accepted and that the attached proposal documents (drafts) negotiated between the Committee and representatives of The American Organ Institute and Oklahoma University be approved. That officers of ATOS be empowered to conclude acceptance of this proposal with officials at OU in order to establish an American Theatre Organ Library at OU, based upon the ATOS Archive and Library.

As a result of this motion the Board engaged in the following discussion:

a. Allen Miller reported that five ATOS officials met with representatives of the American Organ Institute (AOI) at the University of Oklahoma (OU) on May 19, 2010. The representatives were: Mike Hartley-ATOS Chairman of the Board, Ken Double-ATOS President/CEO, Allen Miller-ATOS Board Member and Chairman of the Archive Relocation Committee, Jelani Eddington-ATOS Board Member, and Bob Evans, ATOS Secretary and Vice Chair of the ATOS Archive Relocation Committee. Representatives of the AOI were: John Schwandt- AOI Director, John Reister-AOI Pipe Shop Manager, Bob Willhelm-Pipe Shop Support, and Craig Sproad-Graduate Student and Pipe Shop Intern).

Allen stated that the Archive Relocation Committee had compiled a “wish list” of all matters brought up in E-mails, conversations, and Internet suggestions. Allen got opinions and recommendations from Vern Bickel (past curator of the archive) and the Pataks (curators of the archive at the Joliet, Illinois facility). This information was put together with suggestions from the AOI then sent to the Archive Relocation Committee for adjustment, additions, corrections, etc. This “wish list” was

sent to the AOI in advance for their consideration. The AOI and OU wants this endeavor to succeed as a partnership. The bottom line is that should the AOI cease to exist we would get our collection back plus any additions that have been added.

b. Craig Peterson asked if our ATOS collection would be separate from the American Theatre Organ Library (the name given to the proposed AOI Archive at OU). He also asked if collections like the Eric Reeve collection would be listed as part of the ATOS collection or as a separate entity.

Allen also added that the Eric Reeve Collection would be considered part of the original donation.

c. Jelani Eddington added that within the OU archive and library there is the AOI Archive and Library. Whatever is now part of the current ATOS Archive and Library would go to the American Theatre Organ Library.

d. Allen added that this would be called the ATOS Collection in the American Theatre Organ Library.

e. Craig expressed concern about our losing our ATOS identity. Has the American Theatre Organ Library eliminated any reference to ATOS?

f. Allen responded that the terminology would be The ATOS Collection in the American Theatre Organ Library. Whenever any library at OU is given a collection the collection is given its own name. Additions would still be made to the ATOS Collection. If the addition was large it would be given its own name. *Should any library fail the collection would revert to ATOS.*

g. Paul Van Der Molen commented that we could get back more than we actually donated if the unforeseen should happen.

h. The AOI and ATOS do not want to see the library split up under any circumstances. This is why the collection would be returned to ATOS *in total with any additions* should the unforeseen happen. The ATOS materials become the ATOS Collection of the American Theatre Organ Library.

i. Craig Peterson pointed out that the language in the deed of gift indicates that the ATOS name would disappear and be called the American Theatre Organ Society. He is concerned that we are losing our identity.

j. Jelani responded that the ATOS Archive and Library would become part of the American Theatre Organ Library. As any additions are given they would become part of the American Theatre Organ Library.

k. Jack Moelmann has problems with the document. He sees nothing in the memo that states who at the AOI was present at the meeting. Jack wanted to know if we were donating to the university or to the AOI?

l. Jack inquired about status reports. He expected a negotiated document that would include a plan of action. The report given to the Board contained the negotiated deed of gift.

m. Jelani Eddington answered that a good deal of time was spent discussing the deed of gift. He also reported that the group engaged in much discussion about a plan of action once an agreement had been reached. Once the deed of gift is agreed to we can plan and initiate an action plan.

n. Allen Miller explained that there are certain steps we have to take. The next thing to happen is for ATOS to approve the concept of the draft deed of gift. If that is the case then the university can carry the concept farther. Until we approve the concept little can or will be done.

The next thing that would happen is that the university would accept the deed of gift. We would have to make sure we agreed with any changes that the university might make. At this point in time both Archive Relocation Committees (ATOS and AOI) have agreed to the concept of this deed of gift. From this level the deed would go to the Dean of the School of Fine Arts for his review and approval.

o. Jelani explained that the memo that came with the deed of gift explains the background and outlines the discussion that took place during the May 19, 2010 meeting with the AOI.

p. Jelani also pointed out that we must agree (in concept) to the deed of gift before we can go on and execute a detailed action plan. In short, ATOS' agreement to this (or an amended version of) the deed of gift demonstrates our commitment.

- q.** Jack wanted to know what OU and the AOI was offering.
- r.** The AOI has shown us space and facilities that they are willing to dedicate to the archive.
- s.** Mike Hartley reiterated that once we approve the concept of the deed of gift the university will examine it, possibly come back with changes or suggestions, and come back with a proposal. We are basically agreeing to buy into the concept of a partnership with OU and the AOI.
- s.** The deed of gift that you are looking at was arrived at by both ATOS and AOI.
- t.** Paul Van Der Molen wanted to know if we have to pass this deed of gift to have the university go forward. We need to tell them that we agree to this deed of gift and need their response.
- u.** Jim Merry asked if the signing of this deed of gift would transfer the collection to OU? Would the ATOS material automatically be donated to the AOI?
- v.** Jelani Eddington responded that we are only asking for approval of the concept of the deed of gift. Any final agreement would have to be signed by both parties. Any final approval would have to come before the Board for a vote. Two things would have to take place for ownership of the archives to transfer to the university. First, both parties would have to agree on the deed of gift and an action plan. Second, the ATOS Archive and Library would have to be delivered to the AOI. Any final agreement is subject to ATOS Board approval.
- w.** Jelani re-read the motion.
- x.** Jelani reassured Jack Moelmann that any changes to the deed of gift would come before the Board and that the final plan of action would also be brought before the Board for approval.
- y.** Jim Merry asked if ATOS could make changes to the deed of gift.
- z.** Allen Miller answered in the affirmative.
- aa.** Allen added that he would like to see the wording changed in the deed of gift to read: The American Theatre Organ Society (ATOS) Collection at the American Theatre Organ Library. (§3 in our deed of gift.) In other words the current ATOS Archive and Library will be called The American Theatre Organ Society Collection at the American Theatre Organ Library.
- bb.** Craig Peterson suggested that we incorporate the ideas in the Board memo into a letter of agreement with the AOI/OU that outlines the details.
- cc.** Jack Molemann asked if someone donates materials would it go to ATOS or the university? Allen Miller answered that the materials would go to the university. A donor would have the option of donating to ATOS or the university. ATOS could accept a donation, which would go to the ATOS Collection.
- dd.** John Apple asked about an article that recommended ATOS consider a national headquarters. He wanted to ask specific Board members how they feel about a headquarters for ATOS.
- ee.** Jack Moelmann said that at one time the organization was talking about a national headquarters for ATOS. Now if we wanted to have a headquarters we would have nothing to drive us to create a headquarters. Would the archive return to a fixed facility if we had a headquarters?
- ff.** Jelani remarked that this was highly speculative. We have a very real chance to create the most significant archive in the history of the theatre organ.
- gg.** Tyler Morkin pointed out that the discussion of a national headquarters is not germane to the motion on the table.
- hh.** Craig Peterson pointed out that we don't have to give future donations to the university. We have the ability to form a new archive that would be in the new headquarters that might be built.
- ii.** Allen Miller said that he understood John Apple's concern.
- jj.** John Apple would never donate the collection to any entity that would not allow ATOS to keep ownership of its archival materials. Many of our members have materials that are the same as what is in the archive.
- kk.** Allen Miller pointed out that most of the archive use has been to copy sheet music. Sometimes

this music was copied at greater expense than buying music that was still available. There are some really important items in the archive. There is a framed piece of paper that the founders of ATOS (ATOE) signed at the original meeting in Simonton's living room. That document has deteriorated and must be preserved. OU has the facilities and knowledge to restore such priceless items. We do not have the facilities, knowledge, or money to carry out restoration. Further, we have recordings that have never been heard. All of these materials must be digitized in order to preserve them. We need to be concerned with the survival of the materials. Allen asked John Apple if he would prefer to store the materials as is in case some day we might have a national headquarters?

ll. John Apple replied that he would like an intermediary step that would allow ATOS ownership and the ability to achieve restoration of the ATOS materials.

mm. Jelani Eddington asked John what that step would be. John could not offer a specific answer.

nn. Mike Hartley pointed out that the subject of the archive has been in discussion for over a year. We cannot continue to delay a decision. Mike is concerned about the deterioration our materials.

oo. John Apple repeated that he would never support the donation of the ATOS Archive and Library to any institution or entity that did not allow ATOS to retain ownership.

pp. Chairman Hartley asked the secretary to re-read the motion.

MOTION: (Miller, Evans) That the Report of the Archive Relocation Committee dated May 25, 2010, be accepted and that the three proposal documents (drafts) negotiated between the Committee and representatives of The American Organ Institute and The University of Oklahoma be approved. That officers of ATOS be empowered to conclude acceptance of this proposal with officials at OU in order to establish an American Theatre Organ Library at OU, based upon the ATOS Archive and Library. Yay: Jelani Eddington, Allen Miller, Donna Parker, Bucky Reddish, Craig Peterson, Bob Evans, Allen Miller. Nay: John Apple, Jack Moelmann. (Carried: Unanimous)

Allen Miller added this clarification to the motion. This is not meant as an amendment, just a clarification:

The Board voted to approve the concept of a partnership with the American Organ Institute (AOI) and the University of Oklahoma (OU) and approved the draft copy of the deed of gift.

Any final agreement with AOI or OU will be brought before the Board for a vote.

6. Good of the Order:

a. David Barnett has resigned from the Board due to the earlier start to projects at his church.

b. Motion: (Eddington, Van Der Molen) that the Board appoint Bucky Reddish to serve as the interim chair of the Endowment Fund Committee (Carried: Unanimous)

c. Bob Evans suggested that we set the date of the next Board telephone conference to fine tune for the Annual Meeting. The meeting was set for Monday, June 21, 2010 at 8:00 p.m. E.D.T.

d. Mike Hartley called for all reports to be submitted in a timely manner.

e. Paul Van Der Molen will send out a draft budget proposal. Everybody should look at the 2010-2011 column. If you have any questions please call or E-mail Paul. If you have questions please ask them in advance to speed up the time spent at the Annual Board Meeting. Remember that this is a draft and some minor adjustments may need to be made.

f. Jack Moelmann asked about progress with the audit. Paul responded that he fully expects to have the results of the audit for the Annual Board Meeting.

- g.** Allen Miller reported that as of the morning of June 9 he had sent all information about the ATOS Technical Experience to Tom Blackwell for posting to the ATOS web site. The announcement will also be made on Theatreorgans-L.
- h.** Bucky Reddish asked if ATOS is going to respond to Don Near's letter that was published on his web site. Mike Hartley e-mailed him immediately and offered to answer any questions or concerns that Don might have regarding ATOS. Mike is concerned about the misinformation contained in the letter and would like to clear it up with Don personally.
- i.** Tyler Morkin commented that ATOS has been forthcoming with all information and has answered these questions and concerns before.
- j.** Jim Merry requests that the names of any award winners who will receive an ATOS membership be sent to him so that he may register them on the membership rolls.

- k.** With no further business Chairman Hartley declared the meeting adjourned at 9:47 p.m. E.D.T.

/s/ Bob Evans, Secretary

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