

**Minutes of the ATOS Board of Directors Telephone Conference
Monday, June 21, 2010
8:00 p.m. E.D.T.**

1. Chairman of the Board Mike Hartley called the meeting to order at 8:04 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:** Jelani Eddington, Allen Miller, Jack Moelmann, Donna Parker, Bucky Reddish. **Youth Representative to the Board-** Tyler Morkin. **Board Members Absent:** John Apple, Doug Powers. **Staff Members Present:** Ken Double-President/CEO, Mike Bryant-Co-Editor Theatre Organ, Jim Merry-Executive Secretary. **Guest Present:** Tim Needler-ATOS Board Member Elect.

3. Chairman Hartley declared a quorum.

4. Motion: (Van Der Molen, Evans) to approve the Board minutes of June 9, 2010 with corrections and additions by the Board. (Carried: Unanimous)

The above motion generated the following discussion:

a. Jack Moelmann asked about the clarification added at the end of the motion to approve the draft deed of gift and concept of a partnership with the American Organ Institute (AOI) at Oklahoma University (OU).

b. The motion with Allen Miller's added clarification is re-stated below: (Standard practice allows the addition of any statements into the minutes that help clarify or explain an action taken by the board. Such statements of clarification must be identified as such.)

Please note that this motion regarding the report of the Archive Relocation Committee was voted on during the June 9, 2010 telephone conference and is repeated below.

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)

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.

c. Jack felt that we voted on the motion but did not talk about what the motion really meant to say.

d. Jelani Eddington responded that many time further clarity is requested for the minutes. We can append a motion with a clarification. The clarification can help explain what the motion stated.

e. Mike Hartley stated that he asked that this clarification be added to the minutes.

f. Allen Miller added that this statement [clarification] was made many times during the meeting.

- g. Jack replied that we should have clarified the motion during the meeting.
- h. Jelani responded that the operative language is that officers be empowered to accept this proposal. Officers have been empowered to act on this particular memo. Any changes [in this memo] would have to come back to the Board for approval.
- i. Jack Moelmann said that the motion was unclear.
- j. Allen Miller disagreed and said the motion was clear. He added that the report of the Archive Relocation Committee was the subject of the motion and vote.
- k. Jack asked if the clarification was added after the meeting.
- l. Mike Hartley replied that he requested the addition after the meeting.

5. Agenda Review: (Hartley, Evans, Moelmann)

- a. Mike Hartley asked if all Board members had received the Annual Board Meeting Agenda.
- b. All but Bucky Reddish had received the agenda.
- c. Secretary Bob Evans immediately sent Bucky a copy via e-mail.
- d. Mike Hartley stated that Jack Moelmann, Bob Evans, Mike Hartley, and Ken Double had created the agenda.
- e. The agenda was briefly reviewed.
- f. A tentative schedule was established for the Annual Board Meeting to include breaks, etc.
- g. Mike Hartley polled the Board individually for any suggestions, additions, or changes to the agenda.
- h. Chairman Hartley noted that the ATOS Strategic Plan would be considered on Tuesday, June 29, 2010 at 8:45 a.m.
- i. Jim Merry asked if the Board could get a list of reports in order of their appearance on the agenda.

6. The Board received the Endowment Trust Board of Trustees Report.

- a. Bucky Reddish explained the report to the Board. He was under the impression that Allen Miller was on the Endowment Committee.
- b. Jack Moelmann explained that five members comprise the Endowment Fund Board of Trustees.
- c. Jelani Eddington pointed out that the Endowment Fund Committee could be a different entity. Someone who is not on the Endowment Board of Trustees could sit on the Endowment Fund Committee. The Endowment Fund Committee has usually been advised by the Chairman of the Technical Committee.
- d. Both Bucky Reddish and Paul Van Der Molen stated that they would value Allen Miller's input.

Motion: (Van Der Molen, Miller) that the Board approve the recommendations of the Endowment Fund Committee. (Carried: Unanimous)

- e. Jack Moelmann asked the committee to expand on the details of the awarded grants. This request is from the standpoint of the ATOS Historian.
- f. Jack asked about donating funds for electronic relay systems.
- g. Allen Miller commented that the relay system was already in the organ. Even though he is hesitant to recommend endowment funds for electronic relays this system was already in place.
- h. Jelani Eddington said that he did not believe that there is a principled argument against electronic relays as some of the finest instruments in the country are so equipped. He feels that applicants should be considered by their own merits.
- i. Paul Van Der Molen asked why the ATOS Treasurer was automatically on the Endowment Trust Fund Committee.
- j. Jack Moelmann replied that the treasurer is responsible for financial advice to the committee.
- k. Bucky Reddish commented that in the future technicians would be asked for their expertise.
- l. Ken Double noted that in the future we could add details to the report for the historical aspect. It is, however, incumbent on people who have questions to ask them.

7. Cleveland Convention CD Licensing Issues

- a. Ken Double announced that the Cleveland Convention CD is finally ready for production.
- b. Jelani Eddington reviewed the final licensing requirements for the recording and made the following two motions:

MOTION: (Eddington, Van Der Molen) That Jelani Eddington be authorized to sign and execute the Intellectual Property Rights forms on behalf of ATOS required by Play-It Productions for the manufacture of the Cleveland convention CD. (Carried: Unanimous)

MOTION: (Eddington, Evans) That (1) Jelani Eddington be authorized to sign and execute on behalf of ATOS any mechanical licenses required for the manufacture of the Cleveland convention CD, and (2) the Treasurer be authorized to pay up to \$2,500 for said licenses. (Carried: Unanimous)

8. Good of the Order:

- a. Jim Merry asked that he be notified immediately of any awards that generate an ATOS membership.
- b. Mike Hartley asked each Board member individually if they had any further comments.

9. Chairman Hartley declared the meeting adjourned at 9:01 p.m. E.D.T.

/s/ Bob Evans, Secretary

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