

**Minutes of the ATOS Board of Directors Annual Meeting
Madison Renaissance Hotel, Seattle, Washington
Sunday, June 27-Saturday, July 3, 2010**

1. Chairman of the Board Mike Hartley called the meeting to order at 8:37 a.m. P.D.T.

2. Chairman Mike Hartley gave his opening remarks.

3. 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, Bob Dilworth (joined meeting after his appointment), Jelani Eddington, Allen, Miller, Jack Moelmann, Donna Parker, Doug Powers, Bucky Reddish, Tyler Morkin-Youth Representative to the Board (Board member elect). Staff Members Present: Ken Double-President/CEO, Jim Merry-Executive Secretary, Mike Bryant-Co-Editor Theatre Organ, Tim Needler-Board member elect, Nathan Avakian-Youth Representative to the Board elect, John Nelson-Advisor to the Strategic Plan Committee.

4. Chairman Hartley declared a quorum present.

5. Motion: (Miller, Eddington) to accept the draft minutes of the June 21, 2010 telephone conference as amended. (Carried: Unanimous)

5. Paul Van Der Molen presented the ATOS Treasurer's Report.

a. Paul stated that the combined assets of ATOS are \$1,889.34. Paul read a prepared statement to the Board. This is the same statement that he will present to the membership at the ATOS Annual Membership Meeting.

Chairman Hartley, President Double, fellow board members, and most importantly, fellow members of the American Theatre Organ Society:

It gives me great pleasure to present to you the financial condition of the American Theatre Organ Society.

I will give you information as of the end of our fiscal year that was April 30, 2010.

At the close of business on April 30, 2010, we had in checking accounts, savings accounts, CD, and investment accounts for operations, \$695,276.95. In addition to that, in the George Wright Memorial Fund, we had \$47,113.37. In addition to that, in the Endowment Fund, we had \$836,931.46. Add to that \$1669.45 of undepreciated fixed assets and some inventory; ATOS had assets of cash and investment grade securities of \$1,580,991.23.

The Archive has a stated value of \$318,393.11. That was the value a professional appraiser gave the Eric Reeve estate for use with their Internal Revenue Tax documents in the year of that transaction.

Adding all of the assets together, ATOS has a total asset base of \$1,899,384.34.

There is no question but that the Lufkin gift of \$900,000, which had absolutely no restrictions or designations attached to it, made a stupendous change in the way ATOS will be able to conduct business. The board of directors voted to place 2/3 or \$600,000 of the Lufkin gift into the Endowment Fund. It is

anticipated that this will allow the Endowment Fund to distribute \$35,000.00 or more in future years to grant applicants if requests are deemed appropriate.

The board also voted to take \$20,000.00 of the Lufkin gift and add it to the money already in the George Wright Memorial Fund which then allowed us to buy a \$46,000.00 bond which will spin off about \$1700.00 a year to finance, for the foreseeable future, the expenses of the winner of the GWMF award.

The board also voted to put \$200,000.00 into the investment fund to begin earning additional income and expecting growth. The remaining \$80,000.00 was put into a savings account and is used as needed in ongoing operations.

It should be pointed out that our unrestricted investment fund had growth and earnings of over \$102,000.00 which, considering that the Lufkin money wasn't added and invested until approximately the last 2 months of the fiscal year, was very good growth. This fund is invested in securities that is a mix of growth oriented funds and earnings funds.

Likewise, the Endowment account, which, like the Investment Fund, is also at USbank in St. Louis, had a good year in returning earnings for distribution. The Endowment committee was authorized to spend \$14,153.00 this year on grants. That was more than double of what was available last year and reflected only about 2 months of returns on the additional Lufkin money. About 90% of the Endowment Fund is invested in earnings securities with only a small amount geared toward growth. This is in keeping with the goals of the Endowment Trust document.

I'm also pleased to say that the first Certified Audit in over six years has just been completed and will be online in a matter of days. It will also be published in the Journal in the Sept/Oct issue.

There are 3 main reasons for a Certified Audit.

- 1. An audit includes independent tests of the financial record, and provides receiving 3rd party assurances of accuracy.*
- 2. Presentation of the financial information is put in a format that is common to other non-profit organizations.*
- 3. An audit enables the board to pursue grants and support from agencies that require this higher level of sophistication.*

Paul Van Der Molen, Treasurer ATOS.

b. Paul presented the audit report to the Board.

c. Paul presented the proposed budget for 2010-2011 to the Board and Staff ATOS

(Copies of these reports can be obtained on the ATOS web site.)

d. Doug Powers asked how items are determined for the "Mission Matters" area of the budget. He notes that administrative costs go up but Mission Matters costs go down. Doug wondered how these areas are categorized.

e. Paul Van Der Molen remarked that Mission Matters includes the convention CD, ATOS Marketplace, ATOS Summer Youth Camp, Young Organist Competition, ATOS Youth Representative, and the Adult Amateur Competition.

f. Mike Hartley noticed that administrative accounts appear very large in comparison to others. He wonders if Board members should work with Mr. Van Der Molen to re-define some of the division of areas of money expenditures.

g. Jack Moelmann stated that he had a problem with including a figure (\$318,000 appraised value) for the Reeve Collection as an ATOS asset. If this were the case then when the archive is donated to OU we will lose \$318,000 in total assets.

h. Mike Hartley asked for two volunteers to work with Paul Van Der Molen on re-dividing the budget categories. Tim Needler and Allen Miller volunteered their services.

Motion: (Moelmann, Reddish) to accept the Treasurer's report for file. (Carried: Unanimous)

6. The Board received the report from the auditors. This report consists of suggestions (general and specific). The auditors made several suggestions and observations for the Board.

(The complete auditor's report will be published in Theatre Organ and on the ATOS web site.)

- a.** Jack Moelmann asked that Jim Merry be provided with a copy of the auditor's memo to the Board.

7. The Board received the proposed budget for 2010-1011

The budget spreadsheet will be published in Theatre Organ and on line at the ATOS web site.

Old Business:

1. Archive and Library Update: (Allen Miller)

a. Allen Miller reported that the final report of the Archive Relocation Committee was released to the membership on June 24, 2010 and is now on-line. The culmination of activity will be a report to the Board from Dr. John Schwandt early on Wednesday before the ATOS Annual Membership Meeting. Allen feels that Dr. Schwandt's report will cover all areas of concern from the Board and membership.

b. The archive matter is still in negotiation. The next step is for the University of Oklahoma (OU) to accept the Deed of Gift as proposed by ATOS (with or without changes). No final document has been signed by OU or ATOS.

c. When we hear from the university and have agreed to document language both sides will create a "game plan" for the donation of the archive. This plan will involve details such as sorting materials, culling duplicates, etc.

d. Jim Merry asked about access to the collection. Allen Miller responded that the archive would be made up of circulating and non-circulating items. Students of the university can check out items. Would this put ATOS members at a disadvantage compared to students at OU?

e. Allen responded that the procedures would be clearly delineated. He also noted that this is an area that needs clarification with the university.

f. Jim is concerned about a member's perception that members will not have full rights of access to the collection.

g. Allen Miller noted that nothing could be taken out of our former archive and library.

h. Allen also pointed out that once the materials have been digitized they might be circulated.

i. John apple asked if digitization of materials was primarily non-copyrighted items. The University has strict guidelines about copyrighted materials.

2. Awards and Recognition: (Jack Moelmann)

a. Jack Moelmann reported that the plaque recognizing Kenelm Lufkin's gift to ATOS was on display in the record shop.

b. Jack Moelmann reviewed the awards to be presented at the ATOS Annual Banquet.

- c. Allen Miller will present the Crew Chief's Certificate and the Registry Award.
- d. Jack Moelmann will present the Organist's Scholarship Awards in his role of Awards and Recognition Committee Chair.
- e. Susan Cole Shaw will present the award to the winner of the Amateur Organists Competition.
- f. Tyler Morkin will present the award for ATOS Theatre Organ Student of the Year.
- g. Jelani Eddington will present the award to the winner of the George Wright Memorial Fellowship.
- h. Jelani and Tyler pointed out that any committee involved in the expenditure of money must have two Board members. The chair, however, does not have to be a Board member.
- i. Donna Parker suggested that any Board member who is not doing his/her job on a committee be replaced.

3. Convention Planning Committee Update: (Mike Kinerk)

- a. Mike Kinerk asked that Tom Blackwell be allowed to speak at 2:00 p.m. Tom's duties, as Convention Chair will permit him to speak at that time.
- b. Jamie Snell (Convention Vice Chairman) will distribute registration packets to the Board members.
- c. The new record shop contract is in effect.
- d. Mike Hartley asked if a convention survey was included in the registration packet. Mike believes that a survey is essential to give convention attendees a voice.

Future Conventions:

- e. 2011 Providence, Rhode Island hosted by the Eastern Massachusetts Chapter.
- f. 2012 LA/Orange County hosted by those chapters.

4. Youth/Adult Activities: (Tyler Morkin, Jelani Eddington, Jonas Nordwall, Donna Parker)

ATOS Young Organist Competition

- a. The competition had no entrants this year. Jelani Eddington pointed out that many teachers felt that their students were not ready for competition. This has no reflection on recruiting efforts that are ongoing. The students were just not ready for competition.
- b. Doug Powers suggested that a brief explanation (one minute) of the reason for no entrants might be in order for the convention presentation.
- c. Donna Parker said that ATOS efforts are positive and the ATOS Youth Program has been very successful.
- d. Doug Powers reminded the Board that there is an enormous emphasis on the ATOS Youth Programs in the Strategic Plan.
- e. Donna Parker reminded the Board that just because no students entered the competition this year does not mean that the ATOS youth programs are a failure. Last year we looked out onto a hotel lobby full of young, enthusiastic students. We have not seen this for years. The ATOS programs for youth are extremely successful.

Amateur Theatre Organist Competition

This competition had one applicant from the Rocky Mountain Chapter.

- a. Susan Cole Shaw and Wayne Tilchner suggested that we not hold a competition next year to give them time to do some more marketing and give a greater "push" for the competition.
- b. Mike Hartley suggested that this might be an activity that we have to have every other year. This is a "nice to have" event but has elicited very few responses.
- c. Nathan Avakian commented that ATOS needs a way to get youngsters involved in introducing them to the instrument.

- d. John Apple expressed the need to ensure that each convention has an educational program or programs within the convention.
- e. Mike Hartley offered that this subject was covered in last year's convention survey and did not get a significant response.
- f. Mike Bryant asked if we could call it a "competition" if only one person entered.
- g. Allen Miller commented that perhaps we ought to call it an "Amateur Organist Spotlight".

ATOS Youth Summer Camp

- a. Fourteen (14) students are currently enrolled for this year's session.
- b. Jonas Nordwall has secured better prices for transportation and food.
- c. Jonas presented an organizational restructure of the camp to the Board, which emphasizes a team based instructional effort.
- d. The camp will use the talent of other presenters.
- e. An addition to the curriculum will feature the use of a smaller instrument. Lyn Larsen will present lessons to the participants on how to best utilize small instruments.
- f. Charlie Balogh will present a lesson on the subject of using rhythm units.
- g. The primary teaching location will be the music room of the Adrian Phillips residence.
- h. The 2011/2012 primary teaching location will be the Shanklin Music Hall in Groton, Massachusetts.
- i. Jonas Nordwall noted that participants in the camp have blossomed in creativity, confidence, and musicianship.
- j. Jonas also remarked that this year's lack of entrants was a result of student readiness.
- k. Ken Double inquired if we had any repeat attendees. Jonas replied that five will be there for the first time and three or four have attended for all four years.

5. Technical Committee Update: (Allen Miller)

- a. **Technical Event:** The ATOS Technical Experience will be held in Zanesville, Ohio at the home of Karl Saunders. Several people have indicated interest. Applications are on line and will be available in the record shop at the convention. As of this date seven people have enrolled. Three or four others have indicated real interest in attending.
- b. **Shop Notes:** The new edition of *Shop Notes* is available through the ATOS Marketplace. They were not sent to the convention for sale.
- c. Allen asked what the correct profit margin would be for *Shop Notes* when sold in the record shop.
- d. **The following are the Technical awards:**
 - Restoration and Preservation: The Seattle Paramount Theater
 - Technical Consultation: None
 - Technician of the Year: None
 - Crew Chief Certificate: Russ Shaner-Rochester Theatre Organ Society
- e. Mike Hartley suggested that we publicize the technical event. Allen Miller indicated that Richard Neidich will take photos and will video record the entire event. He will create one or more DVD's from the technical experience. These will be made available to the ATOS membership in the future.

6. Awards for Convention: (Jelani Eddington, Bucky Reddish)

- a. George Wright Memorial Fellowship: Trevor Dodd of Battle Creek, Michigan is this year's recipient.
- b. Mentor Program: Bucky Reddish noted that the program did not go well this year. The program needs publicity. Bucky will work to see that the program is publicized.

7. Bylaws and Policies Update: (Jelani Eddington)

a. Jelani Eddington submitted the following summary of changes made to the ATOS Bylaws:

SUPPLEMENTAL REPORT TO THE ATOS BOARD OF DIRECTORS

TO: COL (R) Mike Hartley, Chairman
Mr. Bob Evans, Secretary,
Mr. Ken Double, ATOS President/CEO and ATOS Board Of
Directors

FROM: R. Jelani Eddington, Chairperson

DATE: June 20, 2010

RE: SUMMARY OF AMENDMENTS TO ATOS BYLAWS 2004 TO PRESENT

I have chaired the ATOS Bylaws & Policies Committee since my first election to the Board in July 2004. I submit this supplemental report as a brief summary of the changes to the Bylaws that have been enacted since that time. According to my research, there have been ten (10) amendments to the Bylaws. In all but two cases, the Board adopted the amendments unanimously.

In each case, the proposal for a Bylaw change was accompanied by a memo discussing the underlying policy and effect of the proposed change. Copies of each such memo have been distributed to the Board and are on file with the Secretary. The amendments are as follows:

1. Section 4.3 – elimination of the word “withhold” on ballots for elections (approved 5/23/06) (unanimous)
2. Section 5.2 -- clarification of procedure for officer nominations to reaffirm that candidates may be nominated from the floor. (approved 2/4/07) (unanimous)
3. Sections 4.2 & 4.4 -- codification of the position of ATOS Youth Representative as an ex-officio non-voting director (unanimously approved by the Board on 2/4/07; unanimously approved by the membership at the July 2007 membership meeting)
4. Section 4.8 -- clarification of authority to hold telephone conference calls for special Board meetings (approved 2/4/07) (unanimous)
5. Section 4.9 -- authorization to send notice of Board meetings by email (approved 2/4/07) (unanimous)
6. Section 4.4 – clarification that a Director must stand down for two years from the Board following two consecutive terms of any duration (following a question from a member about the rule) (approved 4/17/07; Carried 9-1)
7. Article Va & Section 6.2 -- change to corporate structure by adding President/CEO position (approved 7/3/08)
8. Section 4.2 -- addition of conflict of interest language to qualifications for Director election (approved 4/15/09; Carried 10-2)
9. Section 5a.1 -- revision of definition of job description for President/CEO (approved 9/30/09) (unanimous)
10. Section 2.2 – expanding the non-discrimination rule to prohibit discrimination in

- b.** A number of policies and bylaws need to be updated. Any policy changes made to the policy document have only been those voted on by the Board.
- c.** Jack Moelmann commented that he is upgrading the policy document. Changes are made in two ways-new policy enacted or revisions made to older policies.
- d.** Jelani suggested that nothing be changed without an actual Board vote. He noted the effectiveness of parenthetical expressions of the history of policies and changes.
- e.** Jelani also noted that the policy document has become a legal document.
- f.** Chairman Hartley noted that he is pleased with ATOS' progress.
- g.** The audit and draft strategic plan have been accomplished. The Chairman is pleased that we have taken a "first stab" at a strategic plan. This is a work in progress and must be the backbone of our organization.

8. Strategic Planning: (Doug Powers)

- a.** Doug will have a presentation for the Board on Tuesday, June 29, 2010. He suggested that we all read the draft report carefully. Notes, comments, and corrections are necessary and will be considered seriously.

9. Endowment Fund: (Bucky Reddish)

- a.** This year's grants were approved during the June 21, 2010 telephone conference.

10. Nominations: (Craig Peterson)

- a.** The Nominations Committee Report appears as part of the Vice Chairman's Report.

11. Publications: (Donna Parker)

- a.** Jack asked about the debut of the new ATOS web site. Tyler Morkin responded that we are probably looking at another year before the new web site is up and running.
- b.** Mike Hartley noted that we were promised a web site a year ago. He will consult with Tom Blackwell about the schedule for putting the new site on-line.
- c.** Bob Evans expressed concern about the posting of events in *Around the Circuit* in a timely manner.
- d.** Mike Bryant narrated a PowerPoint presentation featuring the new issue of *Theatre Organ*.
A new section called "Fanfare" will feature chapter events and practices that will help other chapters in their efforts.
- e.** Another new feature will be "Outside the Box" featuring Nathan Avakian.
- f.** Mike Hartley stated that he would like to see more information in the publication regarding events.
- g.** Donna thanked the Board for accepting the concept of co-editors. This has been a positive experience. She appreciates the vote of confidence.
- h.** Allen Miller stated that he was very impressed with the new issue of *Theatre Organ*. He thanked the editors for their communication with him and other Board members.

Web Site Report: (Tom Blackwell)

- a. The web site is a work in progress.
- b. We are working toward a model that will allow content to be changed without dealing with graphics.
- c. Paul Van Der Molen asked if the amount expended last year (\$5000) was a total amount for the whole design.
- d. Tom responded that ATOS could expect to fund the web site on a yearly basis.
This would reflect any changes or updates that would be necessary.
- e. Tom feels that this should transition to a professionally run web site.
- f. There is an ongoing cost to rent server space and pay hosting fees. Half goes to designing the web site and engineering any changes that are necessary.
- g. Doug Powers commented that we have saved much money by taking the combination of professional design and volunteer help. This combination has offset the cost of the web site greatly.
- h. Tom indicated that the major change would be in management of the web site. More people will provide more input keeping the web site more active, timely, and interactive.

12. Urban Youth Program: (Jack Moelmann)

- a. No action taken.

13. Organist Scholarship Program: (Anna Bonelli Downey, Carlton Smith)

- a. The following scholarships were submitted for approval:

APPLICANT	TEACHER	SCHOLARSHIP
Nathan Avakian (This award represents one-half of the cost of lessons)	Donna Parker	\$ 1300
Daniel McCollum (This award represents one-half of the cost of lessons)	Susan Cole-Shaw	\$ 1300
Donnie Rankin (This award represents one-half of the cost of lessons)	Jelani Eddington	\$ 1200
Mary Ann Wooten (The lessons are accomplished digitally via the Internet on Skype)	Jelani Eddington	\$ 650

This is a total of \$4450 for scholarships for 2010.

Motion: (Moelmann, Miller) to approve the scholarship awards as presented. (Carried: Abstentions: Eddington, Parker)

14. Chapter Relations: Craig Peterson:

- a. This report is part of his larger Vice Chairman's report.
- b. A group in Kansas City, Missouri wants to disband the present chapter and begin a Kansas City Area Chapter to include more area.

- c. Where does ATOS stand with having two chapters within the same city? Wouldn't they be in competition with each other?
- d. Donna Parker stated that the chapters are looking to the Board for direction.
- e. Jim Merry suggested that ATOS not become involved with local disagreements over affiliation.
- f. Mike Bryant echoed Jim's thoughts.
- g. Jelani Eddington suggested that we take the position to support what is best for ATOS. The final decision is up the local groups.
- h. Jack Moelmann indicated that this is a case where common sense should dictate. We should take these on a case-by-case basis.
- i. John Apple stated that we should follow the Uniform Chapter Charter Agreement. (UCCA)
- j. Allen Miller pointed out that there are no strict territories stated in the UCCA. We define it as a chapter's area of operation.
- k. Jelani repeated his opinion that the local chapters should work out organizational details.
- l. Jim Merry observed that one group's non-profit status might be a deciding factor in any reorganization.

15. Public Relations: (Donna Parker)

- a. Nothing to add to report.

16. Youth Initiatives: (Jelani Eddington, Tyler Morkin)

Jelani Eddington made the general statement that we should contact young people directly to get them involved in ATOS youth programs and initiatives.

Social Media: (Social Networking): (Tyler Morkin)

- a. Facebook and related media have become very prevalent in today's society. YouTube, another social networking site that features videos, joins them.
- b. ATOS has a Facebook page that is accessible even if you aren't a Facebook member. ATOS is also featured on YouTube.
- c. Links to these social networking sites will be linked from our new web site.

17. ATOS Marketplace: (Dennis Unks)

- a. No report.

18. President/CEO Report: (Ken Double)

Fundraising:

- a. Fundraising efforts are increasing in the area of estate planning. Last year's annual appeal raised the same amount of money with fewer donors.
- b. The Fundraising Committee will monitor and evaluate this year's fundraising appeal. The Strategic Plan should generate more interest in donations.
- c. The total amount generated through fundraising is \$1,524,740.
- d. Jim Merry has the concern that the average "small donor" might be hesitant to donate because he or she feels that ATOS doesn't need the money. Such is not the case, as ATOS will need funding to carry out its long-term goals and programs.
- e. Jelani Eddington pointed out that Ken Double has raised \$600,000 since we contracted with him.

Cleveland Convention Recording:

- a. The Cleveland Convention recording should be available at this convention.

Motion: (Moelmann, Evans) those who ordered and paid for a CD last year at the Cleveland convention will be eligible to purchase a Seattle convention CD et for \$10 (including shipping). (Carried: Unanimous)

Theatre Organ Radio: (TOR)

- a. TOR has generated enough to cover the cost of broadcasting.
- b. John Apple asked about investigating another provider with a higher resolution rate.
- c. Tom Blackwell said that this amounts to use of bandwidth. We could not afford to carry as many streams as does Live 365 (our Internet radio provider)

Allen Organ DVD Instructional Series:

- a. The Nordwall and Gledhill lessons are “in the can”.
- b. Ken asked what the Board thought the pricing structure should be.
- c. Ken noted that Allen Organ’s preference is to produce one lesson a month until completion.

ATOS Touring Show:

- a. The ATOS Touring Show Concept is on hold until sponsorship is secured.

Expense Report:

- a. The President/CEO Expense Report is available on line.

Grant Writer’s Progress:

- a. The grant writer is waiting for responses from three major funding sources.

Fox-Turner Classic Movies Partnership:

- a. Clark Wilson will accompany The General at the Atlanta Fox Theater. The Turner Classic Movies production staff will be present at the event on August 10, 2010. This film will be presented as part of the Coca Cola Summer Film Series.
- b. This could be ATOS’ first big step toward a long-term relationship with Turner Classic Movies.
- c. John Apple asked if this event was part of the 100th Anniversary Celebration of the theatre organ.

Macy’s (Wanamaker) Event:

- a. The New York management was at the event and is incredibly supportive of the project.
- b. John Apple asked to what extent ATOS would be involved in the future of the Wurlitzer installed in Greek Hall at the Philadelphia Macy’s store.
- c. Ken added that ATOS’ involvement is unclear at this time. He added that ATOS would be at the disposal of Macy’s to help in any way possible.

19. Executive Secretary’s Report: (Jim Merry)

- a. Our current membership is 3,336
- b. Our membership has declined at the rate of 6% a year.

20. Membership Enrichment Activity: (John Apple)

- a. Nothing to add.

20. Officer Reports:

- a. Treasurer: Nothing to add.

b. Secretary:

1. Binder will be put on line through new web site.
2. Each committee member, officer, and staff member is responsible for keeping his/her job description up to date.
3. Calendar Updates: Mike Hartley suggested a quarterly update of the calendar be done by the Chairman and the Secretary.

c. Vice Chairman: Nothing to add.

21. Motion by Richard Neidich from the 2009 Annual Meeting in Cleveland:

Motion: Richard Neidich, Second, Russ Shaner (Buffalo Area Chapter) that all committees of the ATOS shall provide twice annually a report to the membership by posting their reports on the ATOS web site. The reports are to include accomplishments, status of current activities, and a forecast of actions for the next six months.

Also, the ATOS Treasurer shall post semi-annually a current budget versus expense status report as well as an annual net worth and audited financial report for ATOS on the ATOS web site.

- a. Jelani Eddington stated that during a membership meeting the membership's ability to initiate a motion is limited. The subject would have to be stated as an action item in the notice of the annual meeting.
- b. A member could make the same motion at a Board meeting and the Board could vote on it.
- c. The Board has taken this motion under advisement and acted on it.
- d. If resolution has not been reached the item should appear on the agenda for the next year's Annual Membership Meeting for resolution. (In this case the Board has complied with Mr. Neidich's requests and published all necessary reports and information on the ATOS web site. Chairman Hartley has personally talked to Mr. Neidich about this item.

New Business:

1. Recognition of Outgoing Board Members

- a. The Board recognized outgoing Board member Jelani Eddington. Chairman Hartley personally thanked Jelani for his service to ATOS.

2. Seating of New Board Members: (Mike Hartley)

- a. Chairman Hartley recognized incoming Board members Allen Miller, Tyler Morkin, and Tim Needler.

3. Action on vacancy left by resignation of John DeMajo: (one year remaining)

- a. Chairman Hartley suggested Bob Dilworth as a candidate to fill the vacancy left by the resignation of John DeMajo. He feels another perspective would be an asset to the Board.
- b. Tyler Morkin (as Parliamentarian) suggested that the Board seat the new officers before acting on seating a New Board member.
- c. Jack Moelmann offered that we should leave the position vacant.

Motion: (Moelmann, Van Der Molen) that the seat vacated by the resignation of John DeMajo be left vacant. After discussion the motion was withdrawn.

- d. Ken double stated that there might be some advantages to seating a Board member to give him or her experience.

e. Donna Parker added that Bob Dilworth is experienced with ATOS matters. Bob is organized, efficient, and has a passion for ATOS.

Motion: (Parker, Apple) to appoint Bob Dilworth to the ATOS Board to fill the unexpired term (one year) created by the resignation of John DeMajo. (Carried: Unanimous) The vote was taken among the elected Board members.

4. Appointment of Officers:

a. There were no nominations for officers from the floor. The interview process was waived, as the only nominees were the incumbents.

b. Each appointee spoke to the Board and expressed his thanks.

Note: The incumbent officers left the meeting while candidates for office were considered. Allen Miller acted as chair of the meeting. Donna Parker acted as secretary. The following were reappointed unanimously to the ATOS Board:

- Mike Hartley-Chairman of the Board
- Craig Peterson-Vice Chairman of the Board
- Bob Evans-Secretary
- Paul Van Deer Molten-Treasurer

5. Discussion of Parliamentarian for Remainder of Board Meeting

a. Rob Glidden will act as Parliamentarian for the rest of the meeting.

b. Mike Hartley suggested that a parliamentarian be used on an as needed basis. This matter can be discussed through the week's meetings. A decision does not have to be made immediately.

c. Craig Peterson stated that the Parliamentarian has to be familiar with California corporate law, our bylaws, and *Robert's Rules of Order*.

d. Donna Parker asked if the co-editors could act in this position.

5. Realignment of Committees: (Ken Double)

a. What is presented in the Strategic Plan will influence the realignment and reorganization.

b. Ken suggests that discussion (if any) be deferred until Tuesday, June 29 when the ATOS Draft Strategic Plan will be presented to the Board.

6. Archive and Library Relocation: (Allen Miller)

a. John Schwandt (Director of the American Organ Institute at the University of Oklahoma) will make a presentation to the Board on Wednesday, June 30 before the Annual Membership Meeting.

8. Endowment Fund Board of Trustees: Nominees: (Bucky Reddish)

- Bucky Reddish-Board Member, Chairman
- Tim Needler-Board Member, Recording Secretary
- Paul Van Der Molen-Treasurer, Financial Secretary
- Bob Latchen-Member at Large
- Bob Maney-Member at Large

Motion: (Moelmann, Parker) to appoint the above slate as the Endowment Fund Board of Trustees for 2010-2011. (Carried: Unanimous)

- a. Jack Moelmann pointed out that the original declaration of trust stipulates that when the balance of the Endowment Trust Fund exceeds \$500,000 management of the fund will be turned over to a professional trust management company.
- b. Paul Van Der Molen stated that the Endowment Fund is now professionally managed at U.S. Bank.

9. Nominations:

- a. Jack Moelmann nominated Bill Carr as Nominating Committee Chair for 2011.
- b. Jack Moelmann nominated Elbert and Wanda Fields as election tellers for 2011.

Motion: (Moelmann, Miller) that the above nominations be approved by the Board. (Carried: Unanimous)

- c. Doug Powers pointed out that a nominating committee should actively solicit nominations for the Board.
- d. Jack Moelmann remarked that the nominating committee could comprise up to five members.

10. Publications: (Donna Parker)

- a. Donna suggested that a summary of the minutes be published in the journal.
- b. Donna also said that we need a web site goal to be reached by a certain date. To do this we need to know exactly where we stand now.
- c. Paul Van Der Molen remarked that we might want to solicit bids for the design of the web site.
- d. Doug Powers reiterated the need to have a direct conversation with Tom Blackwell to garner a realistic evaluation of when the site will be done.
- e. Craig Peterson said that we need a plan for the web site with a time line and dollar figure attached. If we decide that we want the web site to do more it will cost more money.
- f. Tyler Morkin commented that the web site is like any other committee. This will demand financial support. Tyler offered to sit down with Tom Blackwell (as chair of the web site committee) and express the Board's concerns.
- g. Allen Miller would take a different tack. Allen said that we are talking about two pieces-the framework and conversion of text to fit the framework. Allen wants to know how soon we can have the new web site up with the same content.
- h. Paul Van Der Molen is concerned about the ongoing cost of the web site.
- i. Don Feely indicated that the framework is done but the information hasn't been entered.
- j. Donna Parker and Tyler Morkin will talk to Tom Blackwell.

11. Urban Youth Program: (Jack Moelmann)

- a. Jack Moelmann requests that the program be funded in the amount of \$1,000.
- b. Paul Van Der Molen said that this would be covered in the budget presentations.

12. Organist Scholarships:

- a. Carlton Smith will chair the Organist Scholarship Committee.

13. Contract Renewal: (Board)

Executive Secretary:

- a. Jim Merry has asked for a \$100 increase in his monthly payment. This would bring his compensation from \$2400 to \$2500 per month.
- b. Paul Van Der Molen asked how many hours per week Jim devoted to the position.
- c. Tim Needler praised Mr. Merry's performance and level of cooperation with his chapter.
- d. Tyler Morkin is concerned with Mr. Merry's statement that he is not aware of the details of his contract.
- e. Donna Parker praised his performance.

Motion: (Parker, Miller) to renew the contract of Jim Merry as amended. (Carried: Unanimous)
Motion: (Apple, Reddish) to renew the Executive Secretary's contract for two years at the rate of \$2500 per month. (Carried: Unanimous)

President/CEO

- a. Ken Double addressed the Board and pointed out that he has a lot of time and effort invested in the position of President/CEO. He has done much groundwork in the area of estate planning and long-term donations.
- b. Ken would prefer a multi-year contract. He asked if the Board wanted to see more results before an increase in stipend is warranted.
- c. Jelani Eddington asked if there were any changes in the President/CEO duties that Ken thought were necessary. Ken felt that the ATOS Strategic Plan would take care of this situation.
- d. Craig Peterson asked Ken how he felt about the change in emphasis from day to day operations to fundraising.
- e. Ken offered that 40-50% of his time was spent on fundraising, 30% on marketing and promotion, and 20% on operations help.

Motion: (Morkin, Van Der Molen) to renew Ken Double's contract for a period of two years with compensation of \$85,000 per year. (September 1, 2010-September 1, 2012). Carried: Yay-11, Nay-1.

The motion generated the following discussion:

- a. Bob Evans commented that he would propose an amendment to the motion to extend the contract duration to three years.
- b. Doug Powers thinks that maintaining this position is absolutely necessary. This organization would go down in flames without Ken Double.
- c. Donna Parker asked why we are still treating Ken as if he were still on trial with his job.
- d. John Apple cannot defend more than a one-year contract.
- e. Tim Needler spoke about how the ATOS public views Ken Double. He feels that Ken is doing his job. Tim Needler stated in his election statement that he was fully in support of what the Board was doing. He feels that this was an endorsement of Ken's actions.
- f. Craig Peterson pointed out that whether or not Ken raised the funding for his own salary was irrelevant. We need the position whether or not it is self-funding.
- g. Allen Miller observed that the candidates who were elected supported the current course of the Board.
- h. Doug Powers pointed out that the Board has its eyes on the future. In the past some Boards have been shortsighted. The responsibilities of the President/CEO are directly related to the terms of the job description that can be amended from time to time.
- i. Jelani Eddington advised the Board that by approving the above contracts they were delegating oversight of the staff positions to the Executive Committee.

Meeting recessed at 7:28 p.m. P.D.T. until Tuesday, June 29, 2010 at 9:00 a.m. P.D.T.

Chairman Hartley reconvened the ATOS Annual Board Meeting on Tuesday, June 29m, 2010 at 9:03 a.m. P.D.T.

14. Convention Presenters Honorarium:

- a. The Board had previously agreed to raise the Convention Presenter's Honorarium from \$200 to \$400 per presentation. This honorarium is for the presentation regardless of how many presenters are involved.
- b. Paul Van Der Molen asked if this was for presenters at convention seminars.
- c. Allen Miller asked Doug Powers if any presenter from last year was paid. Doug said that he would investigate.
- d. Donna Parker asked if this change should demand a contract be written for presenters.
- e. Tim Needler suggested that the Convention Handbook should be revised and that no contract should be necessary.

15. Contract Administration: (Jelani Eddington)

a. Jelani Eddington proposed the following changes:

- Amend the policy for freelance author submissions to *Theatre Organ* and modify the Freelance Author Publishing Agreement to reflect those amendments; and
- Amend the policy for an extremely confusing and complex set of rules relating to sales and commissions in the record shop at ATOS conventions and implement a Record Shop Consignment Agreement to reflect these changes.

MOTION: (Moelmann, Miller) That ATOS Policy ¶ 10(t) be repealed and replaced with the following text:

Every freelance author who submits an article to the Editor of any ATOS publication, including without limitation the Journal, a newsletter, a special publication, and/or the web site, shall, as a condition of publication, sign the Freelance Author Agreement as approved from time to time by the Board of Directors. The Publisher and/or the Editor are hereby authorized to sign the Freelance Author Publishing Agreement on behalf of ATOS. The person signing said agreement on behalf of ATOS shall forward a fully-executed copy of the agreement to the Secretary.

MOTION: (Apple, Moelmann) That the ATOS Freelance Author Publishing Agreement attached to this report be approved for use consistent with the provisions of ATOS Policy ¶ 10(t).

MOTION: (Reddish, Needler) That the ATOS Convention Handbook relating to Record Shop operations (p. 28 ¶ 4) be repealed and replaced with the following text, which change shall become effective beginning with the 2011 ATOS Annual Convention:

All CDs shall be offered for sale at the Record Shop at a retail price of no more than \$20.00 per single compact disc and no more than \$30.00 per double-CD set. All other merchandise shall be offered for sale at the retail price specified by the Vendor. For all merchandise sold at the Record Shop, commission shall be calculated as follows:

- *For any CD sold at \$20.00: \$16.20 to the Vendor and \$3.80 to the Chapter;*
- *For any double-CD set sold at \$30.00: \$24.30 to the Vendor and \$5.70 to the Chapter;*
- *For all other merchandise, including any CDs sold at a price other than specified above, 80% of the retail price to the Vendor and 20% of the retail price to the Chapter.*

Any state or local sales tax will be added as required. The Chapter shall issue to each Vendor the ATOS Record Shop Consignment Contract in the following form: [INSERT CONTRACT LANGUAGE HERE]

MOTION: (Morkin, Evans) That the ATOS Record Shop Consignment Contract attached to this report be approved for inclusion in the ATOS Convention Handbook, which change shall become effective beginning with the 2011 ATOS Annual Convention.

16. ATOS Identity Standards: (Tyler Morkin)

- Tyler wants a standardized look for all our publications.
- Tyler will work with Donna Parker on this issue.
- Donna and Tyler will work with January, 2011 as a target date to create a brand identity for ATOS.

17. Appointment of ATOS Executive Committee:

Motion: (Reddish, Van Der Molen) that Doug Powers and Donna Parker be appointed to the ATOS Executive Committee: (Carried: Unanimous)

Review and Authority of the Executive Committee: (Board)

Bylaws:

Section 6.3 POWER AND AUTHORITY OF COMMITTEES. The Board of Directors may delegate to the Executive Committee or to any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Society, except in the following:

- The approval of any action for which the California Nonprofit Corporation Law also requires the approval of members of the Society;
- The filling of vacancies on the Board or in any committee, which has the authority of the Board;
- The amendment or repeal of Bylaws or the adoption of new Bylaws;
- The amendment or repeal of any resolution of the Board, which by its terms is not so amendable or repealable;
- The appointment of committees of the Board or the members thereof; or
- The approval of any self-dealing transaction except as permitted in Section 4.19 of these Bylaws;
- The approval of expenditures greater than \$5000 for each Board-approved budget item.

13. EXECUTIVE COMMITTEE

a. Expenditure of Funds: The Executive Committee is authorized to approve any expenditure of funds not to exceed \$5,000 per item. (Board Meeting Minutes, July 2-9, 1992, King of Prussia, Pennsylvania)

a. Jelani Eddington pointed out that other duties of the Executive Committee have included:

- Expenditure for items up to \$5000
 - Resolution of disputes within chapters
 - Oversight of editors
- b. Mike Hartley asked if the Executive Committee had authority to spend money up to \$5000 in non-emergency situations.
 - c. Jelani Eddington replied that this policy does not specify emergency situations.
 - d. Jack Moelmann stated that this was the intention of the language.
 - e. Jack asked how expenditures approved by the Executive Committee would be reported in the minutes.
 - f. Bob Evans replied that these expenditures would be reported as “The Executive Committee authorized the expenditure of...”.
 - g. Mike Hartley asked if the Executive Committee had decision-making authority in confidential matters not for general distribution. .
 - h. Jelani Eddington replied that the Executive Committee might meet on a variety of items. Basically the Board may delegate any powers to the Executive Committee that it deems necessary except as limited by the bylaws.
 - i. Donna Parker and Ken Double suggested that the ATOS Bylaws and Policies pertaining to the power and authority of the Executive Committee be published in *Theatre Organ*.
 - j. Mike Hartley wants the minutes to reflect that the Executive Committee is not a governing committee but a deliberating committee.
 - k. Jelani agreed with the proviso that

2010-1022 Budget Approval: (Paul Van Der Molen)

- a. Paul Van Der Molen presented a proposed 2010-2011 budget.
Please note that the budget is published on the ATOS web site under “Committee Reports”. A summary of the budget will be published in Theatre Organ.
- b. Paul noted that everything on the income sheet was a projection.
- c. Paul pointed out that this budget does not include expenses for a mid-year meeting.
- d. Paul has reduced spending on the Archive and Library to include a few months of storage. He has not included expenditures for one or two graduate assistants at the University of Oklahoma for archive work.
- e. Paul said that we are presently running a \$62,000 deficit.
- f. Allen Miller asked who acknowledges donations. Jim Merry replied that he acknowledges donations.
- g. Jim Merry pointed out that unrealized gains reported in income was misleading.
- h. Paul responded that the ATOS accountant stipulated that this was a fair way to report this item.
- i. Mike Hartley pointed out that the Board has a responsibility to over see the budget.
- j. Allen Miller asked about the \$5,000 expense for strategic planning. Doug Powers replied that most of this expense was for mailing and copying expenses.
- k. Ken Double pointed out that at some time we will probably have to fund the salary of a web master.
- l. After the lunch break Paul Van Der Molen announced a reduced budget deficit figure of \$59,021. This reduction came about after some changes were effected in Allen Miller’s Technical Committee budget.
- m. Ken Double remarked that several opportunities for donations are “in the pipeline”.
- n. Mike Hartley wants to go forward and say that new initiatives will demand a reduction in other areas. Board members should be ready to sacrifice within “pet programs”.
- o. Paul Van Der Molen inquired what the Board wants to do about funding the OU graduate assistant(s).
Allen Miller and Bob Evans recommend that the position(s) be funded in this budget.
- p. Mike Hartley wants to hold off until we have specifics regarding the graduate assistant funding.

Motion: (Van Der Molen, Miller) that the Board accept the budget as presented. (Carried: Unanimous)

14. Scheduling of Next ATOS Mid-Year Meeting and Annual Board Meeting: (Mike Hartley)

- a. The majority of the Board felt that two days (before the actual convention start) is necessary.

Motion: (Reddish, Apple) that the Board use two days (June 27,28, 2011) for the Annual Board Meeting.

(Carried: Unanimous)

Motion: (Powers, Miller) that the ATOS Mid Year Board Meeting (2010-2011) be in person at a time and place to be determined. (Carried: Unanimous)

- b. The next ATOS Board Telephone Conference will be held on Thursday, August 12, 2010 at 8:00 p.m. E.D.T.

Good of the Order:

- a. John Apple would like a standardized form to send information to chapters.
- b. Donna Parker offered to share her communications to chapters with anyone on the Board.
- c. John Apple stated the need for ATOS to become involved with venues that have instruments to be sure that they are used in public presentations.
- d. Paul Van Der Molen remarked that this is a perfect use for long range planning and fundraising. ATOS should work with the area of estate planning to help people with the process.
- e. Ken Double remarked that the generic statement in *Theatre Organ* has to be updated. This should be the task of the Fundraising Committee.
- f. John Apple suggests that the Convention Planning Handbook be divided into a “how to” section and a “rules” section.
- g. Doug Powers suggested that a clear time line be stated to make deadlines clearer to convention organizers.
- h. Tim Needler agreed that this would be a useful revision.
- i. Jack Moelmann asked about the Acquisitions and Expansions Committee. Jelani recalled that this committee was eliminated.
- j. Tim Needler suggested that we adopt a program similar to the AGO Pipe Organ Encounters program. This would introduce youngsters to the theatre organ. We should get the names of local AGO Pipe Organ Encounters participants and encourage them to become members of local chapters.
- k. Tyler Morkin offered to work on this suggestion.

Strategic Plan Presentation: (Doug Powers, John Nelson) *Developing a Strategic Plan for ATOS*

- a. Mike Hartley made short opening remarks.
- b. Doug Powers stated that this is Phase 1 of the ATOS Strategic Plan. The document is more of a “why we should do it” than “how we should do it”. Doug listed some areas of importance:
- c. General Theme: Promoting the Theatre Pipe Organ in the Future
- d. If it’s good for the chapters it’s good for ATOS.
- e. The most important task at hand is to get new members into the organization.
- f. The Board needs to think years out not just next year.
- g. The Board must be flexible and quick to adapt.
- h. The Board needs to be a resource for local efforts.
- i. The Board needs to use business strategies and tactics.
- j. ATOS needs to do serious fundraising.

- k. We need honest self-appraisal and change.
- l. We need to repackage the item we are selling.
- m. The ATOS Strategic Plan is subject to review and adjustment. It will always be a work in progress.

John Nelson (Project Advisor) made the following comments:

- a. John looked at leaders and saw no managers at all. The Board worked together as a “buddy team”.
- b. Recruiting new members NOW is absolutely critical.
- c. ATOS should capture and preserve the expertise that is available now.

Question and Answer Session on the Draft ATOS Strategic Plan:

1. Should we focus more on aligning ourselves with other preservation organizations?
This could be a source of income and prestige for our organization. We need to figure out a way to make this happen.
2. What is the effect generated by the fact that we have separate dues to local chapters and the national organization?
We might need a “reward system” for new members. We need to make it appealing for people to join ATOS. “What’s in it for them?” WE need to find out why people don’t want to join. This question is worthy of a lot more attention than it receives now.
3. Do we put two membership applications in each renewal envelope and offer some kind of reward that spells out the benefits of bringing new members in?
It is a whole lot cheaper to retain a member than recruit a new one.
4. What does the organization get out of “Chapter Relations” activities?
Much more effort needs to be put into communicating with and offering assistance to chapters.
5. Is this document (Strategic Plan) going to go forward to anyone/anyplace but here?
Allen Miller is concerned about the changes to the Davis Junchen Scholarship. He is concerned that some of the goals are unrealistic. Allen was assured that before any permanent changes are made input from those involved in the programs affected would be solicited.

Motion: (Needler, Miller) to accept the Strategic Plan concept as presented and move forward with it. (Carried: Unanimous)

(IT IS MY INTENTION TO INSERT DOUG’S SUMMARY OF THE STRATEGIC PLAN HERE AND NOTE THAT THE COMPLETE PLAN CAN BE OBTAINED FROM THE ATOS WEB SITE.

Chairman Hartley declared the meeting recessed at 4:53 p.m. P.D.T. until Wednesday, June 30, 2010 at 8:00 a.m. P.D.T.

Chairman Hartley reconvened the ATOS Annual Board Meeting on Wednesday, June 30, 2010 at 8:02 a.m. P.D.T.

a. Dr. John Schwandt (Director of the American Organ Institute at the University of Oklahoma gave a presentation outlining the goals and structure of the American Organ Institute and the University of Oklahoma. His presentation made the case for the donation of the ATOS Archive and Library to the University.

Chairman Hartley declared the meeting recessed at 9:00 a.m. P.D.T. until the ATOS Convention Banquet and Awards Ceremony.

Doug Powers and Bob Evans made the following motion at the conclusion of the ATOS Annual Banquet and Awards Ceremony event at the Seattle Paramount Theater on Saturday, July 3, 2010.

Motion: (Powers, Evans) to adjourn the ATOS 2010 Annual Board Meeting. (Carried: Unanimous)