

Minutes of the Board of Directors Telephone Conference
Wednesday, December 8, 2010
8:00 p.m. E.S.T.

1. Chairman of the Board Mike Hartley called the meeting to order at 8:05 p.m. E.S.T.

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, Allen Miller, Jack Moelmann, Tyler Morkin, Tim Needler, Doug Powers. **Youth Representative to the Board:** Nathan Avakian. **Board Members Excused:** Bob Dilworth, Bucky Reddish. **Staff Members Present:** Ken Double-President/CEO, Mike Bryant-Co-Editor *Theatre Organ*, Dennis Unks-ATOS Marketplace Coordinator, Jelani Eddington-Contract Administrator, Mike Hutcherson-ATOS Treasurer Candidate

3. Chairman Hartley declared a quorum.

4. As no changes or additions were made, the minutes of the October 13, 2010 telephone conference were accepted.

5. Reports:

a. Treasurer:

- Endowment Fund Balance: \$856,995.10
- Reserve Fund: \$543,989.05
- George Wright Memorial Fund: \$48,151.42
- Total of all funds: \$1,480,734.10

Note: The elected directors met by telephone conference on November 10, 2010 to discuss a replacement for outgoing ATOS Treasurer Paul Van Der Molen. The elected Board members recommended Mike Hutcherson of Atlanta, Georgia to fill the post of ATOS Treasurer. No date for the transfer of power was determined at that meeting.

Paul Van Der Molen recommended that the transfer of treasurer responsibilities take place on January 2, 2011.

Motion: Morkin/Needler: to appoint Mike Hutcherson ATOS Treasurer as of January 2, 2011. (Carried: Unanimous)

b. Marketplace: (Unks)

- Seattle Convention CD orders:198
- John Ferguson and Friends DVD orders: 79
- Shop Notes (Second Edition) are available from the Marketplace. The notes are available for two prices: with binder and without binder.

c. Mid-Year Meeting Update: (Double)

- The ATOS Mid-Year Meeting will take place from January 21-23, 2011.
- Headquarters will be the Marriott Marquis in Atlanta, Georgia

- Only Board members, the President/CEO, and ATOS Parliamentarian will attend at ATOS expense.

d. Secretary: (Evans)

- Mid-Year Reports are due no later than January 3, 2011.
- Please use a bulleted format for your report.
- Please use the form provided with no more than two attachments.

e. Membership Initiatives: (Needler)

- The January/February and March/April issues of the Journal will have a promotional tear-off sheet included. A current member may bring in a new member for half price and also extend the current member's dues for a year at \$20.
- The cost to run the insert in the Journal is \$861.00. In the future ATOS will advertise in sister publications. Tim Needler will create and submit a budget for this activity.

Motion: (Needler/Apple) to appropriate up to \$900 to fund printing of the membership promotional form for inclusion in the Journal. (Carried: Unanimous)

- Jim Merry noted that ATOS has 3291 members as of November, 2011.
- Ten new members were registered.
- Nine members were lost.
- The membership has decreased by 115 members so far this year.

New Business:

6. Change in California Corporations Law:

- A change in the California Corporate Code requires that all individuals identified in the bylaws or Articles of Incorporation as directors be given full voting rights on all matters before the Board. Previously, the Bylaws and applicable job descriptions restricted the voting rights of Officers and the Youth Representative. These restrictions are not permitted under California law and must be changed.
- Eight directors now constitute a quorum.

Motion: (Miller/Evans) That the two motions by the Bylaws and Policies committee be accepted as one motion: (Carried: Unanimous)

Two Motions were made: (Dilworth for the Bylaws and Policies Committee)

1. That Section 4.2 of the ATOS Bylaws be amended as provided by the memo of November 17, 2010. (attached)

2. That the proposals for board action by unanimous written consent submitted on April 12, 2010, May 27, 2010, and September 10, 2010 are hereby ratified and approved. (Carried: Unanimous)

7. Appropriate changes to policies regarding memorial contributions: (Hartley)

- Chairman Hartley feels that a specific policy is necessary for memorial contributions.

Motion: (Morkin/Van Der Molen) to amend Policy 5j to read:

Upon the death of a past leader of ATOS (former Officers) or a current Officer, Board or Staff member, flowers or other memorial not to exceed \$250 may be sent to the family by the

Chairman. (Carried: Unanimous)

Good of the Order:

- Craig Peterson (Chapter Relations) reports that the Kansas City Area Chapter has submitted all necessary paperwork to form a new chapter.

Motion: Moelmann/Needler) to accept the Kansas City Area Chapter into ATOS. (Carried: Unanimous)

- Ken Double reminded the Board to encourage their chapters to submit applications for grants from the Endowment Fund.
- Jack Moelmann (Awards and Recognition) is ready to accept award nominations.
- John Apple reported on the Pipe Organ Encounters sponsored by the AGO. Pipe Organ Encounters are events organized to acquaint young people with the pipe organ.
- The Board discussed possible participation by sponsorship of these experiences.
- Doug Powers discussed the time-study exercise that was distributed to committee chairs.
- The time-study is necessary for the implementation of the ATOS Strategic Plan. The goal is to determine the amount of time spent on tasks. This study should help ATOS determine a more efficient way of doing business.

Motion to Adjourn: (Miller/Evans) (Carried: Unanimous)

The meeting adjourned at 9:10 p.m. E.S.T.

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

/s/ Bob Evans, Secretary