

**DRAFT MINUTES OF THE 2009 ANNUAL MEMBERSHIP MEETING of the
AMERICAN THEATRE ORGAN SOCIETY (ATOS)
(held during the 2009 annual convention in Cleveland, Ohio)**

**Gold Room, Marriott Renaissance Hotel
July 4, 2009 9:00 A.M.**

President and CEO Ken Double introduced Chairman of the Board Mike Hartley.

Chairman of the Board Mike Hartley called the annual meeting of the ATOS membership to order at 9:03 a.m. With approximately 140 members present a quorum was present pursuant to ATOS Bylaws Section 3.5(a).

Following brief introductory remarks the ATOS Chairman of the Board asked the officers, directors, and staff of ATOS to introduce themselves.

Chairman Hartley recognized outgoing director Don Near for his service to ATOS.

Officers 2009-2010: Chairman of the Board- Mike Hartley, Vice Chairman of the Board- Craig Peterson, Secretary- Bob Evans, Treasurer- Paul Van Der Molen

Directors elected for the term 2009-2012: Jack Moelmann, Donna Parker, and Doug Powers

Other Directors Present: John Apple, John DeMajo, Jelani Eddington, Allen Miller, Donna Parker, and Bucky Reddish **Director Absent:** David Barnett (excused) **Youth Representative to the Board,** Tyler Morkin (excused).

ATOS Staff: Ken Double, President/CEO, Mike, Kinerk, Convention Planning Coordinator, Jim Merry (Executive Secretary), Jeff Weiler (ATOS Journal Editor/Parliamentarian)

Old Business:

The Secretary read his report to the membership. This report was a summary of Board actions since the last membership meeting. The report follows:

ATOS SECRETARY'S ANNUAL REPORT 2009

The ATOS Board of Directors met eleven (11) times since my last report to you in July of 2008. Ten (10) of these meetings took the form of telephone conferences while one (the 2009 Mid Year Meeting) was a face-to-face event. All ATOS Board meetings operate under the rules of Robert's Rules of Order. Jeff Weiler is parliamentarian.

Since minutes of all ATOS Board meetings are published in Theatre Organ my report will summarize the most important aspects of the ATOS Board actions of the last year.

Telephone Conference Meeting of Tuesday, August 19, 2008:

- *The Uniform Chapter Charter Agreement between ATOS and the Eastern Massachusetts Chapter of the American Theatre Organ Society is amended as follows:*

The chapter's area of operation is Eastern Massachusetts, Southern New Hampshire, and Rhode Island.

Telephone Conference Meeting of Monday, September 29, 2008:

- *ATOS announces the first of its touring shows to be held at the Riviera Theater in North Tonawanda, New York on April 19, 2009*
- *The ATOS Board accepts the bid of the Eastern Massachusetts Chapter of the American Theatre Organ Society's bid to host the 2011 ATOS Annual Convention.*
- *Dolton McAlpin assumes legal responsibilities and will provide legal counsel for ATOS.*

Telephone Conference Meeting of Tuesday, November 18, 2008:

- *The ATOS Board accepts the bid of the Puget Sound Chapter of the American Theatre Organ Society's bid to host the 2010 ATOS Annual Convention.*
- *Plans are begun for an ATOS Technical Camp. Allen Miller has been gathering information from interested members through the web site and from responses to his article in Theatre Organ.*

Mid Year Meeting of Saturday, January 3, 2009:

- *Convention schedule is announced:*
 - *2009-Cleveland Ohio*
 - *2010-Seattle, Washington*
 - *2011-Massachusetts and Rhode Island*
 - *2012-Los Angeles/Orange County*
- *The Board approves funds to reprint the ATOS Shop Notes*
- *The Board votes to make the ATOS Shop Notes available on the ATOS web site as a download.*
- *Because of his heavy work load and schedule Michael Fellenzer resigns from the Board. The board accepts Michael's resignation with regret.*
- *The Board voted to initiate an ATOS Theatre Organ Radio web cast.*
- *Col. Mike Hartley (ret.) is appointed to the office of Vice Chairman of the Board*
- *John DeMajo is appointed to the ATOS Endowment Committee*

Telephone Conference Meeting of Monday, January 19, 2009:

- *Dolton McAlpin suggests engaging the services of copyright attorney Whit Raynor to make an official recommendation regarding the ATOS recording policy. The Board felt is best to solicit an outside opinion in this matter.*
- *The Board votes to engage the services of Whit Raynor.*
- *John DeMajo is appointed chair of the ATOS Endowment Committee.*

Telephone Conference of Thursday, January 29, 2009

- *The Board appoints Dennis Unks to fill the Board seat vacated by the resignation of Michael Fellenzer.*

Telephone Conference of Tuesday, March 3, 2009:

- *Dennis Unks resigns his Board position for medical reasons. The board accepts Dennis' resignation with regret.*
- *Don Near is appointed Chair of the ATOS Financial Review Committee*
- *Copyright attorney Whit Raynor presents his recommendation to the Board.*
- *Whit Raynor explained to the Board that recording at conventions without the advance consent from the copyright owners (typically the artists and publishing companies) is illegal. He also noted that because ATOS has knowledge of the recording activity at conventions and also has the ability to limit or control it, it could be vicariously liable for any copyright infringement by its members. The Board enacted the prohibition of recording at ATOS affiliated conventions immediately.*
- *The ATOS web cast (Theatre Organ Radio) is undergoing a period of testing.*

Telephone Conference of Monday, March 16, 2009:

- *The Board votes to appoint David Barnett to fill the Board position vacated by the resignation of Dennis Unks.*

Telephone Conference of Wednesday, April 15, 2009:

- *The Board votes to enact the conflict of interest language proposed by Dolton McAlpin and amended by Jelani Eddington. (Section 5.b. in “Policies” and Section 4.2 in “Bylaws”.
The amended language is given below:*

Bylaws:

Section 4.2 NUMBER AND QUALIFICATION OF DIRECTORS.

The following section (e) was added to Article IV, Section 4.2 in the ATOS Bylaws. Before this amendment Article IV ended with section (d).

e. Director Of Another Organization. Because Directors must give undivided allegiance when making decisions affecting the Society, a Director's serving simultaneously on the board of directors of any other national or international public, charitable or private organization that promotes the theatre organ and the performance of its music (hereafter a “Competing Organization”) will impair and prejudice the Director in carrying out his or her duties as a member of the Society's Board of Directors. Consequently, from and after July 1, 2009 any person who is a member of the board of directors of any Competing Organization may not qualify to run for election to the Board of Directors, may not be appointed to the Board of Directors, nor may such person serve as a Director. The prohibition in this subsection shall not apply to any person who serves on the board of directors of any chapter of the Society. Further, the prohibition in this subsection shall not apply to any Director elected in 2009, and any such Director is exempted from the prohibition of this subsection during his or her initial term and any consecutive term authorized by Section 4.4 of these Bylaws.

Policy

5. BOARD/STAFF ACTIVITIES, CORRESPONDENCE, AND CONDUCT

Added language is presented in bold type.

b. Confidentiality: *It is the policy of ATOS that the business of the Society shall be conducted in an environment of open and free communication. Unless otherwise specifically provided in the ATOS Policies, the Society's bylaws, or by operation of law, all meetings, books, records, and other documents that reflect official actions of the Society shall be presumed to be open and/or available for inspection by any member in good standing of ATOS at his/her expense. Information regarding the internal problems of an ATOS Chapter, information of a personal nature about an ATOS member, information subject to a legitimate claim of privilege, information concerning actions and/or negotiations in progress but not finalized, **information concerning financial supporters and fund-raising activities**, information required to be maintained as confidential by law, the Society's bylaws, or the Society's written policies, and/or any other information designated in good faith in advance as confidential shall be held in the strictest of confidence.*

Telephone Conference of Thursday, May 21, 2009:

- *Tyler Morkin was reappointed as Youth Representative to the Board for 2009/2010.*
- *Two people have been recommended as recipients of the George Wright Memorial Fellowship.*
- *The agency that served as our California corporate headquarters will no longer provide that service. Craig Peterson has been named ATOS' registered agent with the State of California.
The new corporate address for ATOS is:
7800 Luna Vega Drive
Elk Grove, California 95758*
- *ATOS Theatre Organ Radio was officially launched on April 22, 2009.*
- *The Board votes to send out a post card reminder about the 2009 Annual Convention. This will be a shared expense between WRTOS and ATOS.*

- *The Board votes to reimburse the Orange County chapter in the amount of \$715.60 for half the loss incurred from the ATOS touring show held at part of Wurlitzer Weekend.*

Telephone Conference of Thursday, June 18, 2009:

- *The Board approved the charter of a new chapter-the First State Chapter headquartered in Wilmington, Delaware.*
- *The Board approved the re-activation of the Kentucky (Bluegrass) Chapter.*

Respectfully Submitted,

Bob Evans, Secretary, ATOS.

Members asked the following questions about items in the Secretary's Report:

John Gusmer- (Dairyland Chapter) asked the reason for the inclusion of "conflict of interest" language. He also asked why the exemption for 2009 was included. Jelani Eddington explained that many of the items discussed by the Board contain confidential information that should not be shared with competing theatre organ organizations. In order to protect the interests of ATOS and its members attorney Dolton McAlpin recommended that the Board adopt "conflict of interest" language.

Those running for the ATOS Board were exempted for this election (209) only. The Board felt that those running for Board seats were nominated before this language was enacted and should be elected under the previous bylaws.

Wayne Zimmerman- (Delaware Valley Chapter) asked why the words "consecutive term" were included in the "conflict of interest" language.

Jelani Eddington responded by stating that Board members may serve for two consecutive terms. Those elected in this year's election (2009) should be allowed to run for another term in 2012 under the same exemption.

Motion: Wayne Zimmerman (Delaware Valley), Second, Mike Detroy (Delaware Valley) to accept Secretary's report. (Carried: Unanimous)

Motion: Tom Garver, (Dairyland), Second, James Snell (Puget Sound) to accept last year's Annual Membership Meeting minutes as published in *Theatre Organ*. (Carried: Unanimous)

ATOS Treasurer Paul Van Der Molen gave the ATOS Treasurer's Report. He summarized the state of the ATOS treasury and assured the membership that ATOS' finances are down while our financial condition is sound. Paul reported on several large expenditures of the past year. A complete report will be published in *Theatre Organ*. The report as given to the membership follows:

Mr. Chairman, Mr. President, fellow board members and members of the American Theatre Organ Society; I want to thank you for the privilege of just completing 4 years as treasurer of our wonderful organization that does so well in promoting the music that we love to listen to, on the instruments that we cherish. It has been a pleasure to work with this board which is composed of forward looking and visionary people who cherish the history, but are making pathways to the future.

With regard to our finances, this past year has been a difficult one primarily because of the national economy which probably affected everyone in this room to one degree or another. ATOS also was affected, in that some of our invested funds which, for years, have been weighted toward growth, experienced a similar percentage of loss that was in the range of what most money management firms saw in their holdings. However, the Endowment Fund was invested mostly in AA & AAA bonds which was the result of a change I made in May 2008, after discussion with our fund manager in an attempt to better meet the goal of the Endowment Fund Trust documents,

which is to earn dividends and interest for distribution. We experienced a much smaller percentage loss in the Endowment Fund. We also had a significant amount of cash in money markets, that at the time were earning good interest, and longer term CD's which are still earning a 5% return. Our investment fund, year to year, was down about \$115,000, but we've experienced a recovery this past May of about \$15,000 leaving us down about \$100,000 to date.

This past year saw some new expenses that we've not dealt with in the past. The most obvious was the new paid position of the president and CEO. Unfortunately some of the verbal commitments that were made to Ken weren't fulfilled because of the economic downturn that affected those who were willing to give large donations. Anticipated receipts fell far short of what was expected to cover that new obligation. We were also thrilled to have received the Eric Reeve collection for the Archives, valued by an IRS recognized appraiser at over \$300,000, but that did require an unanticipated expenditure of several thousand dollars to pack, ship, and store, and it is still not yet at its final destination.

We also assisted the American Organ Institute with an emergency \$15,000 to professionally remove, pack, and ship a pristine original Wurlitzer organ to their facility in Norman, OK for future installation as an original organ in an as yet to be determined location.

This past fiscal year, we also started the internet broadcast of theater organ music. This required several thousands of dollars of up front money to start this service. We anticipate this to actually be a profit center and we have signed our first major sponsor, Organ Stop Pizza, of Mesa, AZ. We have several other discussions scheduled with probable sponsors. If you or your company might be interested in participating as a sponsor, please talk to Ken about the opportunities.

We completed a second successful Summer Youth Camp. However, ATOS still needs to partially subsidize that program. We think it is so worth the effort because these young people could be our future players, and most of us need someone to listen to so we can enjoy our favorite kind of music.

The Theatre Organ Journal, under Jeff Weiler's stewardship, has been consistent in its delivery, with printing costs being shopped yearly, and mailing costs constantly monitored to be the most efficient yet reliable. This past fiscal year, Jeff experienced an increase in advertising revenue, which of course, helps offset the cost of production. Unfortunately, mailing rates continue to go up and that always presents Jeff with new challenges which he is up to handling.

All in all, the American Theatre Organ Society is sound. While our financial net worth is down compared to last year, we are healthy and dealing with these circumstances in a positive and forward looking manner. Now more than ever, we need strong leadership and hard work. I believe your president and board are up to the task of making ATOS the best it has ever been. Someone said "Come with me, the best is yet to be." I think that can be said about ATOS.

*Respectfully submitted,
Paul Van Der Molen
Treasurer of the American Theatre Organ Society*

Motion: (Bob Legon (EMCATOS), Joseph Graif (Potomac Valley) to accept the treasurer's report as presented. Carried: Unanimous

Committee Reports:

Youth Camp (Eddington)- Third annual Summer Youth Camp is scheduled for July 27-31 in Phoenix, Arizona. Headquarters will be the Adrian Phillips' music studio with visits to the Orpheum Theater, Phoenix College, and

Organ Stop Pizza. The primary instructor will be Martin Ellis. Registration is expected to be fifteen or sixteen students.

Financial Review Committee: (Near) Don reported that the ATOS Financial Review Committee met to validate that the Society's funds were properly protected and acceptable accounting practices were employed. A professional investment firm has maintained the ATOS investments and foundation fund for the past ten years with no loss in principal noted in the fiscal year. Don stated that he was pleased to report that the condition of ATOS finances is sound and all accounting procedures are acceptable. There were no derogatory statements necessary. On a personal note Don expressed grave concerns about the deficit spending in the current budget.

ATOS Adult Getaway: (Nordwall) Jonas reported that the ATOS Adult Getaway must register at least thirteen students to make the event self-sustaining. If fewer students are enrolled the event will be canceled. In other remarks Jonas stated the need (for both the youth and adult events) for a female faculty member to be present.

ATOS Technical Experience: (Miller) Allen reported that the first ATOS Technical Experience is scheduled for next summer. Headquarters will be the Saunders residence in Zanesville, Ohio. Dates are to be determined.

Wanamaker (Macy's Update: (Double) Ken reported that the Lowell Ayars' Wurlitzer will be debuted in late fall of this year.

Web Site/Theatre Organ Radio: (Double) Ken stated that because of the popularity of ATOS Theatre Organ Radio we may have to pay more than originally anticipated. Funding is expected to come from sponsorships. The first sponsor is Organ Stop Pizza of Mesa, Arizona.

The ATOS Web Site work continues. The newly designed site should be up and running this coming fall.

President/CEO Report: (Double) President/CEO Double reported on the progress, plans, and upcoming activities of the American Theatre Organ Society. Below is a summary of his presentation:

The ATOS Board of Directors established the position of President/CEO to explore new horizons, address issues, and to address the most important question; What of ATOS five, ten, or fifteen years and more ahead.

Challenges:

- **Dwindling Membership**

- What are we doing about membership growth? We are losing five to ten percent of our membership each year.
- Step One: Find a resource from which we can grow-our local chapters. ATOS has established a membership committee chaired by John Apple with members John McCall, Tom Garver, and Bucky Reddish. This committee will reach out to the "associate members" of local chapters and invite these members to become regular members of ATOS. The first chapters approached were Manasota, Garden State, Atlanta, Motor City, Dairyland, and Orange County. Our hope is that we can recruit ten to fifteen percent of these associate members.
- ATOS welcomed a new chapter, First State and was happy to reinstate the Bluegrass Chapter this year.

- **What does ATOS do for local chapters? This has long been a nagging question.**

- Since the fall of 2006 I have met personally with thirty chapters, either through officers and Board or with members at large. I have reminded them of the programs and benefits (ASCAP/BMI umbrella, etc.) and have highlighted new initiatives like *Theatre Organ Radio*.

- I have listened to the concerns of the local chapters and brought them to our Strategic Planning Committee. We found that our local chapters want help with increasing membership, marketing their presentations and therefore increasing concert attendance.
 - The Chapter Leadership Workshop and the Technical Seminar were presented in response to some of the survey results.
- **The ATOS Touring Show**
 - To gain public exposure ATOS must be visible to the public.
 - One effort in this regard is the ATOS Touring Show. The first show at the Riviera Theater had both good and bad results. Artistically, the show was a success. Financially, the show was not so successful. The show, however, was a learning experience for all of us.
The show is patterned after the Rialtofest and features multiple keyboard performances, an orchestra, and possibly a vocal group. Possible line up for shows-San Gabriel, Fergus Falls, Starksville (Meridian), Mississippi, Jersey City, Cincinnati, and PPAC in Providence, Rhode Island. We are also investigating the concept of featuring headline acts with the theatre organ. Ray Compton, an experienced promoter, is helping to develop this concept. More to come.
- **The Internet, ATOS' Gateway to the World**
 - Absolutely nothing fuels growth like the Internet.
 - While some of us still dial 411 and read the morning paper, the rest of the world goes online.
 - Through the efforts of Steve Worthington and Tom Blackwell ATOS Radio is now on-line. Theatre Organ Radio is a hit. Listeners in sixty countries have logged thousands of hours listening to our beloved Wurlitzers, Mortons, Christies, etc.
 - Our first sponsor, Organ Stop Pizza, has been signed. More to come.
 - ATOS Theatre Organ Radio is a potential profit center and great promotional vehicle.
- **ATOS on Television**
 - ATOS is entering into a national partnership with Turner Classic Movies
 - We will take "baby steps" at first and gradually take part in special events.
 - Through Genevieve MacGillicuddy, Director of Special Events for Turner Classic Movies, we will present a silent film at the Atlanta Fox. Robert Osborne will be the host and Clark Wilson will provide the musical accompaniment. Our eventual goal is to present "live on tape" a silent film presentation with the organ.
 - We also will establish a web link with Turner Classic Movies. Their web site receives over 200,000 hits a week. With all this web activity ATOS will receive some attention.
- **New Initiatives**
 - How can we help our new players?
 - How can we provide teachers and lessons for aspiring theatre organists?
 - Allen Organ Company and ATOS are forming a partnership to produce "John Ferguson and Friends" a DVD series of lessons. The costs of production-cameras, recording, editing, and graphics will be covered by the Allen Organ Company and its facilities in place at Octave Hall. That alone saves ATOS \$25,000-\$30,000 and could make this venture a win-win for everyone.
 - Production will begin this coming fall. The lessons will cover beginning, intermediate, and advanced levels.
 - A long-term goal is to provide on-line interactive question and answer sessions for purchasers of the series.

- **Conventions**

- Recall Tampa and New York City. These conventions had no chapter connection and were produced by ATOS.
 - We have an impressive lineup going forward with Atlanta awaiting chapter board approval.
 - 2010-Seattle
 - 2011-Massachusetts and Rhode Island
 - 2012 Los Angeles/Orange County
 - 2013 (Tentative) Atlanta
 - We are trying to remain four years ahead in planning Annual Conventions.
- **Higher Education Initiatives**
 - Activities at the University of Oklahoma (see latest edition of journal) John Schwandt, John Reister, and Bob Wilhelm are heading up activities at the American Organ Institute
 - The University of Michigan and Eastman School of Music are seriously considering the inclusion of theatre organ studies in their programs.
 - Mary Strauss owner of the Saint Louis Fox has instituted a scholarship program for young theatre organists in the name of Stan Kann.
- **Fundraising**
 - The Officers, Board and Staff of ATOS are accountable to the membership.
 - We should be good stewards of ATOS funds.
 - Financial Review Committee chaired by Don Near reviewed the accounting procedures used for ATOS finances. They completed the task and found that the procedures used by the ATOS Treasurer demonstrate sound financial practices.
 - In 2010 ATOS will go through a full financial audit. This is long overdue and will be necessary for granting foundations and organizations to take ATOS grant applications seriously.
 - The fundraising plan is as follows:
 - Phase I-Initiation of an Annual Fundraising Drive. The first effort brought in \$23,000.
 - Phase II-The Quiet Campaign-This phase involves estate planning. We will help those who wish plan their bequests to include ATOS.
 - There is no reason why we should not be considering an endowment figure that will enable us to help fund chapter projects on a serious level.
- **Program Underwriting**
 - Fundraising will substantially offset ATOS budget expenses.
 - Theatre Organ Radio sponsorships can be a profit center.
 - The Adult Getaway will pay for itself.
 - The Technical Experience has received a first donation of \$1,000.
 - The George Wright Memorial Fellowship and other educational programs can be funded with grants.
 - The Summer Youth Camp is already partially underwritten by donations.

We have a great advantage over some other non-profit organizations. Our uniquely American creation-the Theatre Pipe Organ, allows us to tell a great story to those organizations that fund the arts. We are the “new kid on the block” with a lot to offer.

New Business:

Questions and Comments from the Membership:

Steve Brown (Bluegrass): Asked if anyone knew if the VHS tape “Movie Palaces” produced by the Smithsonian would be made available on DVD. He also asked whether the Wurlitzer Factory Tour VHS tape is available on DVD. Several members stated that the “Factory Tour” was available on DVD.

Wayne Zimmerman (Delaware Valley) commented positively on the convention venues.

Tom Rathburn (Western Reserve Theatre Organ Society) made some convention announcements.

Bob Legon (Eastern Massachusetts) commented positively on the convention and mentioned the organs in the New England area.

Peter Rushton (UK) suggested coordination of dates between ATOS and other organ related conventions. Those coming great distances could benefit from back-to-back conventions.

Ken Krause (Eastern Massachusetts) explained that this was his first convention. Ken also asked why more events were not open to the general public. President/CEO Double explained that rentals for most venues increase sharply when the general public is allowed to attend.

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.

Chairman of the Board Hartley stated that this motion would be taken under advisement and placed on the agenda of the next ATOS Annual Membership Meeting.

Good of the Order: Hearing no other questions or comments Chairman Hartley asked for a motion to adjourn.

Motion: to adjourn. Al Haker (St Louis), Jonathan Gradin (Spokane First Nazarene) (Carried: Unanimous)

Chairman of the Board Hartley adjourned the meeting at 10:24 a.m.

/S/ Bob Evans, Secretary

Note: The meeting was conducted using *Robert’s Rules of Order*. Jeff Weiler, Parliamentarian