

**Minutes of the ATOS Board of Directors Telephone Conference
Monday, March 15, 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:** David Barnett, John DeMajo, Jelani Eddington, Jack Moelmann, Donna Parker, Doug Powers, Bucky Reddish. **Youth Representative to the Board-Tyler Morkin. Board Members Absent:** John Apple, Allen Miller. **Staff Members Present:** Ken Double-President/CEO, Jim Merry-Executive Secretary.

3. Chairman Hartley declared a quorum.

Motion: (Van Der Molen, Reddish) to approve the Board minutes of February 1, 2010. (Carried: Unanimous)

Motion: (Van Der Molen, Eddington) to approve the Board minutes of February 15, 2010. (Carried: Unanimous)

Old Business:

4. Archive Relocation Committee Progress Report: (Miller/Evans)

a. In the absence of Allen Miller, Bob Evans gave a brief report to the Board. Allen Miller will be in Joliet from March 22-25, 2010 to examine and evaluate the archive situation. He has asked for help in physically packing the materials for storage. The company who is supplying the PODS is able to supply labor to handle the packing of materials and transfer of materials to the PODS at an additional cost.

b. John DeMajo asked where the archival materials would be stored. Bob responded that the PODS would be stored in a climate-controlled warehouse in the Chicago area.

c. Jelani Eddington asked about the disposition of the Junchen files. He had understood that Jack Moelmann would investigate and report to the Board.

d. Jack Moelmann replied that he contacted the executor of the estate and found out that the sealed files were not supposed to be opened for fifty years (2042). Jack also said that the executor wanted them returned. The executor would appoint a representative to pick up the four bankers boxes of materials for return to the executor.

e. Mike Hartley reported that he made the decision to return the files. The deceased wished the files to leave them sealed. Chairman Hartley takes sole responsibility for the action and stands corrected.

f. Jelani Eddington replied that this was a procedural mistake. The Board should have made the decision about the disposition of the files. Doug Powers and John DeMajo agreed with Jelani's point.

g. Ken Double suggested that the Board should support its Chairman. In the Chairman's mind he was doing the right thing.

Motion: (Van Der Molen, Evans) to affirm the decision of Mike Hartley to return, at the request of the executor of the estate, the sealed documents. (Motion Failed: Nay: Peterson, Evans, Van Der Molen, Barnett, DeMajo, Eddington, Parker, Powers, Reddish. Abstain: Moelmann)

h. Jelani Eddington asked that the following statement be included in the minutes:

The Board fully supports the Chairman of the Board and believes that he took an action in good faith that represented the best interests of ATOS at the time to honor the request of the estate of Dave Junchen. Nonetheless, the members of the Board felt that they could not in good faith transfer title to ATOS property without knowing the content of that property.

The Board engaged in a discussion of the transfer of the Junchen materials, which would result in future changes in procedure.

New Business:

5. Proposal for Theatre Organ Editor's Position: (Parker)

a. Donna has received positive feedback from two applicants (Don Feely and Mike Bryant). These two applicants wish to co-edit

the journal and feel that they can work well together. They have already met several times to discuss the possibility of assuming co-editor positions.

Several Board members noted that they had not received the documents pertaining to the applicants. Donna immediately re-sent them so that all Board members would have copies.

b. Jack Moelmann asked what immediate action was expected of the Board.

c. Mike Hartley replied that Donna was presenting a proposal for Board approval.

d. Jack was curious about how having two editors would work. He did not feel that editors should be convention reviewers. He also asked about the position of advertising manager. Donna said that these two are prepared to solicit advertising and are comfortable in assuming the position of advertising managers.

e. Donna stated that, as publisher, she wants someone who will act responsibly as a reviewer. The convention review(s) and photos should appear in *Theatre Organ* in the issue directly following the convention. Don Feeley said that he has been a reviewer before.

Donna is not concerned about the editors reviewing the convention because they are not performing at the convention. Donna wants someone who is under contract with ATOS to be responsible for the timely submission of reviews and photographs.

f. Jelani Eddington pointed out that these editors would be subject to the contract. They would be contractually responsible for the journal. This would also give the organization more control over the publication.

g. Paul Van Der Molen asked if we are to pay for the convention and board meeting expenses for these two editors. Should we consider that they alternate each year?

h. Mike Hartley noted that we pay a reviewer and photographer's expenses for the convention. He feels that some of this expense could be offset.

i. Jack Moelmann commented that in the past we have relied on members for photographs.

j. Ken Double remarked that in some past conventions when we relied on attendees taking photographs the result was less than expected in quality and quantity.

k. Mike Hartley pointed out that Donna is asking for a \$6000 increase in compensation for the combined editors.

l. Jack Moelmann asked if either one of the two could handle the job alone.

m. Donna assured the Board that either could handle the job alone but we have complained in the past about balance in the publication. Many members have asked for a better balance between the historical and modern day aspects of the theatre organ. These two gentlemen are offering to bring the web site into the equation. They will put more information on the web site. She is expanding the job description and asking them to do more than the previous editor(s). She feels that these two can work better with their duties split up.

n. Bob Evans remarked that he served as co-president of a teacher's organization with great success.

o. Ken Double stated that we have been concerned about increasing advertising revenue. Pursuing potential advertisers is very time consuming. We would be well served with two persons pursuing advertising revenue.

p. Donna replied that this is one of the discussions that they initiated. (Advertising) She has met with these gentlemen individually and together. They are very interested in generating more advertising revenue. We would be getting "more bang for our buck". They have already created a plan of attack.

q. Paul Van Der Molen asked if Donna believed that our membership would see an additional improvement in our journal that is sufficient to justify the additional expenditure. Donna replied that she firmly believed that the improvement would justify the expense.

r. Doug Powers asked about the length of the contract.

s. Donna replied that she preferred to give them a two-year contract.

t. Jack Moelmann suggested a one-year contract be executed to see how the new editors perform.

u. John DeMajo asked if Donna believed that these persons have the ability to edit a national publication. She has worked with them and asked them to proof two previous journals.

v. John asked if they could work with a printer. Donna replied that Danielle Stark, our graphics person, does most of the work with the printer. Doug Powers added that he runs a small publishing company and works the same way.

w. Craig Peterson asked about the provision in Donna's proposal that refers to these two gentlemen performing clerical tasks. Donna pointed out that we have a provision that allows the editor to seek outside clerical help if necessary. This provision has not been utilized up to this time. Donna stated that this provision would not be necessary with co-editors.

x. Jack Moelmann asked about the possibility of the new editors seeking a new printing company. Donna stated that the current printer, Johnson Press, has worked out very well. The former editor regularly sought bids from various printing companies. She would expect these two editors to do the same. Jack added that normally, in the past, the editor has looked for a printing company that was close to the editor's headquarters. Donna replied that since most of this work is submitted electronically, proximity is not the issue it once was.

y. Paul Van Der Molen asked who makes the recommendation for a graphic designer. Donna replied that usually the editor and

publisher make the recommendation.

z. Donna pointed out that she has talked at length with Jeff Weiler about the transition.

aa. Paul Van Der Molen inquired about when Mr. Weiler's contract ends. Jelani stated that his contractual obligation would be finished ninety days after his resignation. Basically, Mr. Weiler's assignment is completed as of April 15, 2010 when the May June issue of the journal is "put to bed". Paul is concerned about paying for two separate editorships.

He suggested that we not hire the two new editors until May 1, 2010. He understands that this is open to discussion.

bb. Donna Parker would like to have the new editors begin their duties on April 1, 2010. She pointed out that if we don't begin work on the next issue of the journal it would be late.

cc. Doug Powers agreed and stated that the Board needs to move ahead and allow Donna to get these two men started on their new position(s).

dd. Paul Van Der Molen again expressed his concern about the increase in pay for the position(s). He pointed out that this Board has been criticized for its expenditures and just wanted to remind the group of that point.

ee. Craig Peterson asked where the figure for the two positions came from. Donna replied that one of the applicants felt that the figure of \$1,000 a month each was fair under current day standards.

Motion: (Reddish, Evans) to accept Donna Parker's recommendation to hire Don Feely and Mike Bryant as editors of Theatre Organ as of April 1, 2010 for a period of fifteen months ending June 30, 2011. (Motion Carried: Aye: Peterson, Evans, Van Der Molen, Barnett, DeMajo, Eddington, Moelmann, Powers, Reddish. Abstain: Parker)

Donna Parker will review and revise the editor's job description with the two co-editors.

Good of the Order:

a. Jelani Eddington noted that the Board discussed the issue of confidential information at the last meeting.

He reminded the Board that we have a confidentiality policy (5b). Generally speaking what happens during course of a Board meeting in general session is not confidential. Any business or correspondence that is confidential should be plainly labeled so.

b. Mike Hartley polled the Board members by name for any other comments.

c. Ken Double stated that much progress has been made on the convention CD front for both this year and next.

Chairman Hartley declared the meeting adjourned at 9:45 p.m. E.D.T.

/s/ Bob Evans, Secretary

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