

Minutes of the ATOS Virtual Mid Year Meeting
Saturday, February 7, 2015
12 p.m. E.S.T.

1. Chairman of the Board Bob Dilworth called the meeting to order at 12:02 p.m.

2. Secretary Bob Evans called the roll:

Officers Present: Bob Dilworth-Chairman of the Board, Bill Coale-Vice Chairman of the Board, Bob Evans-Secretary, Mike Hutcherson-Treasurer. **Board Members Present:** Denise Andersen, Jelani Eddington, Michael Fellenzer, John Ledwon, Dan Minervini, Jack Moelmann, Don Phipps, Carlton Smith. **Board Member Absent:** Donnie Rankin. **Staff Present:** Ken Double-President/CE, Donna Parker-Membership Secretary, Mike Bryant, Co-Editor *Theatre Organ*/Parliamentarian, Don Feely-Co-Editor *Theatre Organ*, Jonas Nordwall-Workshop Coordinator, Mark Renwick-Finance Committee Chair. **Staff Member Absent:** Greg Ballamy-IT Manager.

3. The minutes of the January 21, 2015 Virtual Board Meeting were accepted.

Standing Business:

4. Officer Reports:

- Chairman of the Board (Dilworth): none beyond the written report.
- Vice Chairman of the Board (Coale): none beyond the written report.
- Secretary (Evans): none beyond the written report.
- Treasurer (Hutcherson):
 - QuickBooks was updated from computer to an on line program. This move is in preparation for the transition to a bookkeeper when Mr. Hutcherson retires from his ATOS Treasurer's position in July.
 - The Revenue and Financial Statement was delayed because of problems with the transfer.
 - The Board has received a copy of the approved budget.

5. Committee, Staff, and Task Force Reports:

- Membership Secretary (Parker): Report stands as written.
 - 2,377 members as of February 7, 2015
 - The ATOS Annual Drive has brought in \$30,793 to date. This is a record.
- Awards and Recognition (Moelmann):
 - The regular awards process closed on February 1st.
 - Some awards are no longer given and some have faded away because of non-participation.

MOTION: Moelmann, Phipps) to accept the recommendations pertaining to the following awards and policy statements. (See attachment.)

- Carlton Smith is not in favor of getting rid of the technical awards.
- Much discussion ensued on this subject.
- Ken Double suggested that we table the discussion for now.
- Jelani Eddington wondered if this wasn't part of a larger discussion of what the Board will be involved in because of the restructure as per the ATOS Retreat.
- *Jack Moelmann withdrew the motion.*
- Transition Bylaws and Policies Task Force (Moelmann):

Motion: (Moelmann, Ledwon) to repeal the policies or portions thereof as listed below from the policies document. (See attachment at end of minutes.) (Carried: Unanimous)

- Convention Planning Coordinator (Kinerk):
 - In Mike Kinerk's absence Bob Dilworth reported that over 100 are now registered.
 - Hotel is reallocating additional rooms for our use.
 - Be sure to use the code "TOG" to get convention rate.
 - Ken Double added that all is going well for the 2016 Cleveland convention.
 - Discussions for future conventions are underway with Los Angeles, Detroit, and Central Florida.
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- Endowment Fund (Ledwon)
 - No requests for grants for this year as of yet.
 - John has urged the committee to be proactive. The Endowment Committee should know where the trust fund is invested, etc.
 - The committee has received a request from the Elsinore Theatre to reallocate funds originally for purchase of an 8' Oboe octave to purchasing a new control system.
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- President/CE Reports (Double):
 - The ATOS Annual Fund Drive has hit a record high number. This may be a result of the ATOS Retreat indicating that membership feels more secure about the future of ATOS.
 - Many folks are considering estate-planning gifts.
 - Special Projects:
 - Donations from the ATOS Annual Drive will help keep ATOS Radio on the air.
 - Other special projects involve finding places where we can put theatre pipe organs. Many of these instruments will become available in the future. This project is of prime importance.
- Historian (Moelmann): Nothing other than what is in written report.
- Summer Youth Adventure (Nordwall):
 - SYA material sent to Danielle Stark (graphic designer) to advertise the upcoming event.
 - No changes from written report.
 - This year's location is Omaha, NE. This location is far less expensive than the east or west coast.
 - Six new people have inquired about attending.
- Nominating Committee (Renwick): Nominees for ATOS Board of Directors:
 - David Barnett
 - Juan Cardona, Jr.
 - David Kellzenberg
 - Richard Neidich
- Finance Committee (Renwick):
 - Nothing in addition to the written report.
- Young Theatre Organist Competition (Ledwon):
 - Information for 2015 competition was updated in November of 2014.

- No idea of how many competitors until audition CD's are received.
- Entries are normally received shortly before the deadline.
- Technical Experience (Smith)
 - The T.E. will be held from August 10-13.
 - Topics will include: shutter restoration, basics of tuned percussion restoration, and wiring craftsmanship.
 - Headquarters will be Carlton's shop in Indianapolis.
- Youth Representative (Miniverni):
 - Dan has been contacting possible recipients of the Theatre Organ Student of the Year.
 - So far no applications have been received.
- IT Manager (Bellamy): Not present.
 - Much of the background processing power of the web site was outdated and needed updating. This required installing and copying material. Now all is up to date.
 - Ken Double noted that he is in the process of getting the IT Committee back to work.

6. New Business:

- **Action Items:**

Motion (Evans, Ledwon): to authorize the ATOS President to hire a financial administrator for ATOS (salary to be determined). The salary for this position will be determined at a later date and shall be subject to the approval of the ATOS Board of Directors. (Carried: Unanimous)

- Mark Renwick explained that the finance committee is looking for a part time position.
- In response to a Board member's inquiry Mark noted that a job description has been sent out to the Board.
- Mark described the responsibilities of this position. (See reports)
- Mark related that the job of ATOS Treasurer has expanded greatly over the years. It is no longer reasonable to expect a volunteer to do all that is necessary.

Motion (Moelmann, Evans): to approve the \$2500 retainer fee for Robert F. Schauer, Esq. of the Law Offices of Robert F. Schauer in Upland, California. (Hourly rate is \$350)

- Several Board members asked about Mr. Schauer's credentials.
- One Board member suggested a lack of clarity on whether ATOS was planning to change its state of incorporation from California to another state.
- Jack Moelmann was questioned about the search for an attorney. He noted that the scope of Mr. Schauer's work would be limited to review of documents, etc.
- A Board member again pointed out that this is an exercise in futility if we are considering changing our state of incorporation.
- Many other questions were considered.
- Bill Coale asked if the motion could be approved until vetting of the attorney.

Motion to Amend (Ledwon, Eddington): Pending successful vetting of attorney Robert F. Schauer, to authorize the payment of a retainer of \$2500. (Carried: Unanimous) (Abstention: Moelmann)

- **Discussion of Jelani Eddington’s motion to be introduced at the ATOS 2015 General Membership Meeting.**

That Section 4.21 of the ATOS Bylaws be created and enacted, effective immediately, to limit the use of secret voting by written ballot:

Section 4.21. VOTING BY DIRECTORS.

a. Each director shall have one vote on each matter presented to the board of directors for action. Voting by proxy shall be prohibited. Except as otherwise required by applicable law and/or this section, all votes taken by the board during a meeting shall be a matter of public record and conducted by voice vote, roll call, show of hands, or rising vote, the results of which vote shall be recorded in the minutes of the meeting at which the vote was taken. Unless the use of a secret or written ballot is authorized by this section, each director’s vote shall be recorded in the minutes of the meeting at which the vote was taken. Voting by secret or written ballot shall be prohibited except in cases relating to personnel matters, disciplinary matters, election of appointed directors, or matters subject to a legitimate claim of privilege.

b. Notwithstanding any other provision of these bylaws, this section shall only be amended or repealed by the affirmative vote of a majority of the members present and voting at a duly held meeting of members at which a quorum is present.

- Ken Double offered that based on all discussion that took place on the budget issue, there’s a side of me that understands why the motion was made but we only had one written or secret ballot outside of delegate matters.
- Jelani feels that it is important that the membership know this information.
- Bill Coale asked if this was appropriate for the Bylaws and Policies Committee to consider and recommend action.
- Jack Moelmann pointed out that this issue could come up at a membership meeting and be deferred for Board action.

Motion (Eddington, Fellenzer) to adopt the motion as presented. Yea (7): Evans, Hutcherson, Andersen, Eddington, Fellenzer, Minervini, Smith. Nay (5): Dilworth, Coale , Ledwon, Moelmann, Phipps.

7. Good of the Order:

- Jack Moelmann asked if any effort is being given to promote regional conventions.
- The prevailing opinion was that regionals are not actively sought at this time.
- Ken Double noted that twice-monthly staff meetings will begin shortly. The focus of these meetings will be getting work done and addressing problems.

8. Executive Session: The Board went into executive session at 3:07 p.m. Non Board members were excused.

9. The Board reconvened in regular session at 3:31 p.m.

The meeting was adjourned at 3:32 p.m. E.S.T.

/s/ Bob Evans, Secretary

Please Note: The meeting was conducted using *Robert’s Rules of Order-Newly Revised*. Mike Bryant, Parliamentarian.

