

Minutes of the ATOS Virtual Board Meeting
Wednesday, October 28, 2015
8:00 p.m. E.D.T.

1. Chairman of the Board Michael Fellenzer called the meeting to order at 8:07 p.m.

2. Secretary Bob Evans called the roll:

Officers Present: Michael Fellenzer-Chairman of the Board, Richard Neidich-Vice Chairman of the Board, Bob Evans-Secretary, Lee Lanier-Treasurer. **Board Members Present:** Denise Andersen, David Barnett, Juan Cardona, Jr., Joshua Dill, John Ledwon, Don Phipps, Carlton Smith. **Board Members Absent:** Bob Dilworth, David Kelzenberg, Donnie Rankin. **Staff Present:** Ken Double-President/CE, Mike Bryant-Parliamentarian/Editor Theatre Organ, Greg Bellamy-It Manager, Mark Renwick-Interim Operations Manager.

3. Chairman Michael Fellenzer declared a quorum present.

4. Hearing no objection the minutes of the October 12, 2015 ATOS Virtual Board Meeting were accepted as distributed.

5. Standing Business:

Officer Reports:

a. Treasurer: (Lee Lanier)

- Lee noted that spreadsheets from the Summer Youth Adventure and the Technical Experience had been distributed. (See attachment(s).)
- He also reviewed the profit and loss statement for 2015. (See attachment.)
- Lee also noted that we will receive a check for \$14,404 for ATOS' share of the profit from the 2015 Annual Convention in Philadelphia.
- Lee feels that the current metrics do not adequately describe the direction that ATOS is taking. He will work with Mark Renwick to develop a more relevant description of finances.

Staff Reports:

a. President/CE: (Ken Double)

- Ken discussed the presentation that he gives chapters and other groups that he visits as part of his duties as President/CE.

Committee and Task Force Reports;

a. Endowment Fund Committee Update: (John Ledwon)

- John Ledwon seeks assurance from the Board about combining funds to get more return on our investments. (See report attached.)

b. Bylaw and Policies Committee suggested revision for Policy #25. Mike Bryant has addressed some concerns from Board Members. The Bylaw and Policy Committee members are Mike Bryant, Chairman, Jamie Snell, Art Woodworth, Michael Davis, and John Fischer. Mike Bryant

reviewed the policy revision and explained, in great detail, the changes to the policy. (See attachment.)

New Business:

6. Action Items:

Motion: (David Barnett, Denise Andersen) To approve the ATOS President/CE Job Description. (Carried: Unanimous)

Motion: (Bob Evans, Don Phipps) To approve the ATOS Operations Manager Job Description as presented, and that the position of ATOS Operations Manager be created and that no more than \$50,000 be allocated to initially fund this position. (Carried: one abstention)

Motion: (Barnett, Neidich): To approve the amended revision of policy #25. (Carried: Unanimous)

Good of the Order:

Motion: (Barnett, Ledwon): To create an ATOS Personnel Committee with duties as listed in the Bylaws and Policies Committee recommendation. (See attachment) (Carried: Unanimous)
***Bob Maney will chair this committee.**

The meeting adjourned at 9:14 p.m. E.D.T.

/s/ Bob Evans, Secretary ATOS

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

Attachments Follow:

American Theatre Organ Society, Inc.
Job Description

Title: President and Chief Executive

Classification: Independent contractor

Reports to: Chairperson of the ATOS Board of Directors

Job Summary

The President and Chief Executive (“CE”) is ATOS’s primary fundraiser and spokesperson, providing the public face and personality of ATOS. The CE provides leadership to increase ATOS’s value to chapters, including convention planning. In addition, the CE provides fiscal leadership for ATOS’s budgeting and financial management.

Job Functions and Responsibilities

- Goal setting. Establish intermediate and long-range goals working with staff and with participation by the Board of Directors. Employ mechanisms to track organizational performance against goals.

- Fundraising. Generate revenues for ATOS via individual gift-giving or donations. Overseeing the Annual Drive fundraising campaign. Establish the Fundraising Committee and oversee its duties. Cultivate estate planning gifts. Funding for specific projects and program. Develop fundraising promotional materials by which ATOS can reach out to its members and to philanthropic organizations.

- Marketing. Marketing, branding, and otherwise promoting ATOS, by means of special projects, personal appearances to chapters and other groups, public speaking, and acting as the “face” and “voice” of ATOS. Use Theatre Organ Radio as a promotional tool. Wherever possible, bring the ATOS national structure in contact with individual chapter efforts.

- Chapter support. Provide leadership to increase the value to chapters of affiliation with ATOS. Develop services and programs that provide reasons for chapters to affiliate with ATOS. Work with the board on establishing new chapters. Provide consultation to individual chapter leaders to assist where needed. Visit chapters and individual members when the opportunity presents itself. May be called upon to help settle disputes between chapters and individuals.

- Budget. Manage the budget 1) by working with the treasurer to develop the annual budget and 2) by tracking expenses throughout the fiscal year to make certain expenditures are in line with the budget.

MER

American Theatre Organ Society NEW
Profit and Loss
August 2014 - July 2015

	Total
Income	
Donations	124,452.67
Income	158,523.76
Total Income	\$282,976.43
Expenses	
Adminstration Expenses Main	159,925.92
Awards & Recognition	959.94
Board Meeting Special Payment	914.04
Depreciation	468.27
Endowment Grant Payments	32,632.77
Fundraising	3,690.33
Projects	210,364.59
Total Expenses	\$408,955.86
Net Operating Income	\$ -125,979.43
Other Income	
Dividend Income Endowment Fund	47,389.13
Dividend Income GW Fund	2,126.13
Dividend Income Reserve Account	18,651.85
Endowment Gifts Received	129,120.08
Interest Income Endowment Grant	33.73
Investment Change Endowment	-29,747.06
Investment Change GW	-975.92
Investment Change Reserve	-16,137.32
Long-Term Capital Gains	35,435.43
Short-Term Capital Gains	716.66
Total Other Income	\$186,612.71
Other Expenses	
Investment Fee - Reserve	2,786.60
Investment Fee- Endowment	13,304.29
Investment Fees - George Wright	425.62
Total Other Expenses	\$16,516.51
Net Other Income	\$170,096.20
Net Income	\$44,116.77

Monday, Oct 12, 2015 09:54:15 AM PDT GMT-4 - Cash Basis

This report was created using QuickBooks Online Plus.

American Theatre Organ Society, Inc.
Job Description

Title: Operations Manager

Classification: Independent contractor

Reports to: President and Chief Executive

Job Summary

Overall responsibility for day-to-day operations of ATOS, including staff and volunteer management, as well as core functions such as membership administration, website, and finance (in conjunction with the President and Treasurer).

Job Functions and Responsibilities

- Day-to-day operations. Oversee and be responsible for the day-to-day operations of ATOS.
- Leadership. Supervise and guide paid staff and volunteers. Maintain job descriptions suitable for recruiting. Carry out annual performance planning process including performance reviews. Performance plans should include SMART goals (Specific, Measureable, Attainable, Relevant, and Time-bound), wherever possible. Facilitate coordination of activities among paid staff and volunteers.
- Membership services. Oversee staff, volunteers, and vendors to maintain accurate membership records and appropriate member contact, whether electronic and paper-based.
- Website management. Oversee staff, volunteers, and vendors to build and manage the ATOS website.
- Technology administration. Manage the online accounts for ATOS email addresses, domain names, etc.
- Financial operations. Assist the President and Treasurer in preparing the annual budget. Coordinate budgets for individual functions and programs.
- Convention CDs. Coordinate the production of convention highlights CDs.
- ATOS calendar. Monitor the calendar, as it is updated monthly by the Secretary, and follow up as necessary to ensure that tasks are accomplished on time.

MER

October 26, 2015

To: ATOS Board of Directors, Staff
Fr: Ken Double
Re: Outline of generic speech to chapters, groups

What follows is a basic outline of the main talking points of the speech I make before ATOS chapters and other groups during many of my stops on the road. It will shift slightly, depending on the chapter and/or the group. (For example, my recent stop in Detroit and visit with Motor City Chapter takes on a slightly different angle since they own and operate a theatre – they have different challenges than the “normal” operating chapter.)

What I believe is important in sharing this with you is to make you aware of the items I focus on, and to make certain you are prepared for questions and comments from those who might have attended or heard the speech. Note this is a “highlights” of topics. After-speech Q/A touches on many other topics.

- 1.) A brief introduction, work history, discussion of my years with ATOS
- 2.) The Retreat – I highlight several items from the event
 - Failed attempts at forming a Strategic Plan
 - The Retreat, September of 2014 – who attended (10 board, 5 staff, 5 members)
 - The first day of exercises and the grade of ‘D’
 - Dr. Weary’s brilliance and his 57-page report
 - The now-ongoing committee work – Finance, Bylaws, Communications
- 3.) Progress on all fronts – and focus on Communications, both internal and external
 - Richard Neidich’s efforts and focus
 - The need for greater outreach to chapters and members
 - The success of the Chapter Leaders’ Conference Call program
- 4.) The website effort
- 5.) Staffing, both short-term and long-range (Interim Ops. Manager post and organization)
- 6.) Successes
 - Fundraising
 - Programs (YTOC, SYA, Technical, membership level steady, journal, etc.)
 - Committee work, board structure, first bylaws re-write in 20-plus years
 - Benefits of membership (journal, End. Fund, scholarships, conventions)
- 7.) Challenges
 - Membership – growth and outreach
 - Marketing, awareness
 - Leadership both in board service and staffing needs
 - Funding, budgeting and fundraising
- 8.) The Future
 - Crystal ball: looking 6 – 8 – 10 years ahead
 - If membership levels dip below 1,000 – what of ATOS?
 - Instruments will still be there; still need support
 - The public can still hear theatre organ music
 - ATOS must reinvent itself as perhaps both membership organization, and support mechanism to guarantee the organs can be heard.

REPORT
of the Committee on Bylaws and Policies
Mike Bryant, Chairman
on the matter of the replacement of “Policy 25”

At the request of Chairman Michael Fellenzer, the first topic the Bylaws and Policies Committee addressed was the “Hiring” policy, presently numbered 25. Although the policies will no doubt be re-ordered and re-numbered when the entire review exercise is complete, for simplicity we will refer to the “old” policy, which will mean that version of Policy 25 currently in effect, and “new” policy 25, which will refer to the policy text contained in this document.

The first thing that will be apparent is that the new policy is broader in scope. The old policy addressed hiring up to a point, but stopped short of any discussion of responsibility or accountability on the part of the hiree or the manager. This is addressed in the requirements for performance reviews and the relationship between the hiree and the manager.

Other elements which were notably lacking were any concept of scalability and separation of governance and operations. We have addressed both, and will discuss them below.

The second thing that will be noted is that reference is made to a “Personnel Committee,” which is something that does not exist at this time. As we begin to address bylaws, which will follow our work on policies, the formation of a “Personnel Committee” and others will be discussed and recommendations made. For the purposes of this policy proposal, however, we may treat it as though it exists now, with the understanding that if tasks reserved to the Personnel Committee arise before its creation as a standing committee, the chairman will appoint an ad hoc committee to serve that function.

Throughout the creation of this new policy, we were careful to be very aware of semantic issues regarding our choice of words. “Shall” versus “may,” for example. One applies where there is no leeway in a course of action; the other gives a great deal of leeway. The “old” policies and bylaws used these terms nearly interchangeably in some cases, and with great precision in others. We have tried to be precise and consistent throughout.

We’ve strived to eliminate ambiguity. Our objective is for anyone—director, staff member, or member—to understand exactly what the policy means by a simple reading. Recently, Michael Fellenzer asked me a question which should have been easily answered by a quick look at the bylaws; instead, it was necessary to parse the grammar and syntax, paying particular attention to the number of the nouns (singular or plural) and the tense of the verbs in order to arrive at a concise yes-or-no answer for him. We’ve gone to considerable effort to eliminate situations like that from the new policy.

The new policy clearly separates governance from operations. The board, as a governing body, has certain responsibilities, primarily carried out through the aforementioned Personnel Committee. The operations side, acting through a traditional “chain of command” as is typical in both military and corporate structures, has responsibilities specific to operations, and is accountable to the governing body.

Simply put, the board establishes policy and exercises governance and oversight through the bylaws, and the operations side implements the policy and remains accountable for operating within the strictures imposed.

The policy is scalable. This means that as the organization grows, as we hope it will, as more staff positions are required, the policy should not require amendment as a result of that growth. It should also be noted that the policy makes no distinction between employees and contractors. That is not relevant to the policy: no matter who does something, it must be done in compliance with the bylaws and policies in effect and without conflict with applicable state and federal laws.

Responsibility and accountability exist in equal measure at each level of the organization, no matter how many levels that may be.

There will, of course, be some small amount of overlap between governance and operations, but it will be limited to positions reporting directly to the board (see Sec. 6 of the new policy).

With that introduction, the Bylaws and Policies Committee recommends adoption of the following resolution:

RESOLVED, that the existing Policy 25 (“Hiring”) be eliminated in its entirety, and the new policy entitled “RECRUITMENT, HIRING, AND PERFORMANCE MANAGEMENT,” attached hereto, be adopted.

/s/ Mike Bryant, Chairman

AMERICAN THEATRE ORGAN SOCIETY POLICY

RECRUITMENT, HIRING, AND PERFORMANCE MANAGEMENT

Policy Number: Not yet assigned (Replacement for Policy 25)

Abstract: This policy establishes uniform standards and procedures for recruiting, hiring, evaluating, and managing the performance of personnel occupying compensated staff positions. We have structured this policy in a way that it should be applicable to both contractor and employee positions.

The approach taken is to mirror practices widely used in the corporate world. Among other characteristics, it places hiring responsibility with the manager(s) most closely associated with the candidate, provides for a single, direct reporting path from employee/contractor (“hiree”) to hiring manager, makes the supervising manager accountable for the performance and review of the hiree, and provides oversight from two levels above.

Further, it is scalable. As, and if, the organization grows and staff expands, no changes to the policy should be required.

This keeps the process within the Operations area, except in those cases where the position reports directly to the board. In that situation, a sub-committee of the Personnel Committee serves in an operational role as hiring manager.

Definitions:

Long-term: Any position having duration greater than six (6) months.

Short-term: Any position having an expected duration of six (6) or fewer months.

Hiring manager: The manager in the direct reporting chain, no more than two levels separated from the position, who will make the hiring decision.

Primary Classification: Operations

Sub Classification: Personnel

Policy Text:

1) OPENINGS

- a) All positions must meet the following conditions prior to recruitment:
 - i) The position has been approved and funded by the board of directors;
 - (1) A compensation range is established;
 - (2) An estimate of time required (expressed as a fraction of a full-time equivalent) to fulfill the requirements of the position has been determined;
 - ii) A job description exists; and
 - iii) A set of minimum qualifications has been developed.

2) RECRUITMENT

- a) All positions being recruited shall be posted on the ATOS website, and in any additional publications, including but not limited to print publications (newspapers, periodical publications, etc.) and on any Internet-based sites as may be deemed appropriate for the position.
- b) The posting shall contain at a minimum the following information:
 - i) The position title;
 - ii) A brief description of the duties and responsibilities of the position; such description shall be based on the most current job description, which must include key skills and job requirements considered “industry standard” for similar positions in other organizations;
 - iii) The minimum qualifications required of the applicant;
 - iv) Additional experience, skills or talents desired;

- v) The expected duration of the position (i.e., long- or short-term);
 - (a) For short-term positions, the determination of duration shall be based on one or more specific objectives or tasks. When the objectives are met, or the tasks completed, the position terminates, unless additional objectives or tasks are assigned. Any additional objectives or tasks must be able to be completed within the original duration.
- vi) The amount of time per month estimated to fulfill the requirements of the position, expressed as a percentage of a full-time equivalent (%FTE);
- vii) At the discretion of the Personnel Committee, the compensation (expressed per month) for the position;
- viii) How to apply;
 - (1) Opening and closing dates of the application period;
 - (2) To whom the cover letter, résumé, and other requested or required materials should be sent;
- ix) A non-discrimination statement.
- c) The position must be posted for a minimum of thirty (30) days prior to the closing date (see also section 6)a)i).

3) HIRING—Long-term positions

- a) The selection of the successful candidate for a long-term position shall be made by the hiring manager in consultation with his direct supervisor.
 - (1) If the position will report directly to the President/Chief Executive, a subset of the Personnel Committee of the board will serve as the consulting supervisor, but the final selection decision shall be made by the President/Chief Executive. The Personnel Committee chairman shall designate at least one but not more than three (3) people to serve in the consulting role.
- b) A written contract shall be required for all long-term positions;
 - i) The contract term may not exceed the period for which funding has been committed.

4) HIRING—Short-term positions

- a) The selection of the successful candidate for a short-term position shall be made by the hiring manager. Consultation with the hiring manager's direct supervisor is not required for short-term positions.
- b) A written contract shall not be required for short-term positions. A simple agreement, dated and signed by both the hiring manager and the successful candidate setting forth the expected maximum duration and objectives or tasks, will suffice.

5) PERFORMANCE REVIEW:

- a) A performance review for all long-term positions will be conducted by the staff member's manager at least once per year, and not later than sixty (60) days prior to contract expiration.
- b) The review criteria shall be established by the Personnel Committee, and will be applied uniformly to all staff positions utilizing a common job description.

- c) The review process shall include a recommendation on contract renewal or termination (see Personnel policies).

6) SPECIAL CIRCUMSTANCES

- a) For positions reporting directly to the board of directors (such as, but not limited to, the President/Chief Executive), the following exceptions and changes to the process are enacted:
 - i) The position must be posted for a minimum of sixty (60) days (to allow for a greater recruitment reach);
 - ii) The Personnel Committee, or a subset thereof appointed by the Personnel Committee chair, will serve as the hiring manager;
 - (1) The Committee will present its choice of candidate to the board in executive session;
 - (a) The board will vote by written ballot to either accept or reject the candidate;
 - (i) An affirmative vote of the majority of those directors present is required to accept the candidate;
 - (ii) If the board rejects the candidate, the Personnel Committee (or appointed subset as defined in 6)a)ii) at its discretion may start the recruitment process over, or may present another of the finalists to the board.
 - iii) For the purposes of performance review, the reviewing team shall be drawn from the Personnel Committee, and may be joined in the review process by the Chairman of the Board of Directors at his or her discretion.
 - (1) The reviewing team shall consist of three people, at least one of whom must be a director of the Society.
 - (a) If the Chairman of the Board is a participant, his or her presence shall fulfill the requirement for a director, but shall not be counted as one of the three required members.
 - (2) The reviewing team shall notify the Personnel Committee of the outcome of the review, including the terms of renewal (if positive); the Personnel Committee shall present the outcome to the board in executive session.

Revision Number: Original

Original Creation Date: October 21, 2015

Date Adopted: October 28, 2015

Current Version Complies with California Corporate Code:

Verified by: [Click here to enter text.](#)

Date Superseded or Repealed: [Click here to enter a date.](#)