

Minutes of the Board of Directors Meeting
Saturday, January 22, 2011
8:15 a.m.
Marriott Marquis Hotel, Atlanta, Georgia

1. Chairman of the Board Mike Hartley called the meeting to order at 8:15 a.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, Mike Hutcherson-Treasurer. **Board Members Present:** John Apple, Bob Dilworth, Allen Miller, Jack Moelmann, Tyler Morkin, Tim Needler, Donna Parker, Doug Powers, Bucky Reddish. **Youth Representative to the Board-**Nathan Avakian. **Staff Present:** Ken Double-President/CEO, Don Feely-Parliamentarian.

3. Chairman Hartley made opening remarks.

4. As no changes in the minutes of January 3, 2011 were noted the minutes were accepted.

5. Reports:

Treasurer: (Hutcherson) [Attachment 2]

- Liquid Assets: (Checking Account, Reserve Fund, etc.) \$739,316.73
- Restricted Funds: (Endowment Fund, George Wright Memorial Fellowship Fund): \$907,667.42 (See attachments.)

Motion: Approve the Treasurer's Report for file. (Moelmann, Reddish) (Carried Unanimously)

The Board wishes to acknowledge the contributions of Mr. Paul Van Der Molen as past ATOS Treasurer.

Old Business:

6. Archive and Library Update: (Miller) [Attachment 3]

Allen Miller spoke to the transfer of the ATOS Archive and Library to the American Organ Institute (AOI) at the University of Oklahoma (OU).

a. Allen Miller presented the draft agreement for the Archive Relocation Committee and answered all concerns of the Board. **[Attachment 3.1]**

- Digitization of Contents: OU will digitize our current catalog.
- Creation of Timeline: In process. Flexible, subject to revision by ATOS or The University of Oklahoma.
- Potential Profits from ATOS Materials: Any profits derived from reproduction of ATOS Archival materials will be invested in the American Theatre Organ Library.
- Transportation of Archive Materials: ATOS will transport initial materials to the American Theatre Organ Library. (ATOL) After the transfer of the ATOS Archive and Library to the ATOL individual donors will be responsible for transporting donated materials to the ATOL.
- Periodic Visits to the ATOL: Periodic visits to the ATOL are provided for in the revised agreement.
- Business Records: Business records of ATOS will remain with ATOS. Ken Double volunteered to store the business records.

Motion: (Morkin, Dilworth) that the American Theatre Organ Library Agreement be approved as presented and that the Archive Relocation committee be empowered to present the agreement to the AOI.

Chairman Hartley called for a roll call vote:Yay: Hartley, Peterson Evans, Hutcherson, Dilworth, Miller, Morkin, Needler, Parker, Powers, Reddish, Avakian. Nay: Apple, Moelmann (Carried)

7. Awards and Recognition:

- Hall of Fame, Honorary Member, Organist of the Year, Ron Musselman Member of the Year, Award of Special Merit: (Moelmann) Nothing further to add to the submitted report. **[Attachment 4]**
- Nominations for awards are due not later than March 1, 2011.
- Theatre Organ Student of the Year (Avakian) Has begun recruitment. **[Attachment 5]**
- Simonton Literary Prize: (Apple) **[Attachment 6]**

8. Convention Planning Coordinator (Kinerk) [Attachment 7]

Future Conventions:

- 2012-Orange County, California
- 2013-Atlanta, Georgia (Tentative)
- 2014-Salt Lake City, Utah (Tentative)

Motion: (Parker, Powers) for purposes of the 2011 convention, each presenter will receive a convention registration or the monetary equivalent thereof. (Carried) (Abstention: Miller)
The motion was later amended by Doug Powers in an e-mail vote which carried with unanimous consent.

The amended motion reads:

For the 2011 ATOS Annual Convention:

- 1. That each convention presenter receive a free registration or the equivalent thereof.**
- 2. If an actual cash payout is necessary (over and above the registration cost) the cost be shared equally between ATOS and the chapter and that this sharing be accounted for in the financial report of the convention as a reduction in profit.**
- 3. That presenters be mutually acceptable to the chapter and ATOS.**

9. Youth Initiatives: (Nordwall, Miller)

Summer Youth Camp: (Nordwall) [Attachment 8]

- Mr. Nordwall reported via telephone.
- The focus of this year's summer camp will feature advance criteria because of the large number of returning campers.
- The camp will be held at the Shanklin Music Hall in Groton, Massachusetts during the last week in July which dovetails with the ATOS Technical Experience to be held the next week.

Motion: (Evans, Apple) that ATOS advance up to 60% of the approved budget expense request total of the ATOS Summer Youth Camp, if requested. (Carried: Unanimous)

ATOS Technical Experience: (Miller) [Attachment 9]

- Last year's Technical Experience was a success.
- Thirteen individuals attended last year's event.

- This year's ATOS Technical experience will be held at the Shanklin Music Hall in Groton, Massachusetts commencing on August 1, 2011.

Motion: (Evans, Hutcherson) to advance up to 60% of the approved budget expense request total of the ATOS Technical Experience, if requested. (Carried: Unanimous)

10. Competitions:

- Young Organist Competition (Morkin) Nothing further to add to submitted report. **[Attachment 10]**
- Amateur Theatre Organist Competition (Tilschner) Nothing new to add to submitted report. **[Attachment 11]**
- The competition will resume in 2012.

11. Technical (Miller)

- *Shop Notes (New Edition)*: Available through the ATOS Marketplace.
- Restoration and Preservation: Award is usually determined shortly before the annual convention. **[Attachment 12]**
- Technical Consultation Program: No requests this year. **[Attachment 13]**
- David L. Junchen Technical Scholarship: Nothing further to add to submitted report.
- Award for Technical Excellence: Nothing further to add to submitted report.
- Crew Chief Certificate: Nothing further to add to submitted report.

12. Awards for Conventions

- George Wright Memorial Scholarship: (Morkin): Nothing further to add to submitted report. **[Attachment 25]**
- Mentor Program: (Reddish): Nothing further to add to submitted report. **[Attachment 14]**

13. Bylaws and Policies (Dilworth) [Attachments 15-16]

- Jelani Eddington participated via conference call.
- The Board met in executive session to discuss convention record store vendor contractual language.

The Board approved by unanimous consent (e-mail vote) a Web Site Terms and Conditions of Use and Privacy Policy. [Attachment 42]

Motion: (Dilworth, Miller) to amend the ATOS Record Shop Consignment Policies (9j) to read: *that all items sold in the convention record shop (exclusive of marketplace items) shall be subject to the following commissions: 20% for chapter, 80% for vendor- effective immediately. All merchandise will be sold at a price specified by the vendor.* (Carried: Unanimous)

14. Strategic Planning Initiative: (Powers, Double, Hartley) [Attachment 16]

- The Strategic Planning Task Force presented a draft proposal to the Board.
- The consensus of the Board was that more information was needed in order to act on the proposal.
- The task force will add the requested information to the proposal and present the revised document at the Annual Board Meeting in Providence, Rhode Island.

Motion: (Moelmann, Miller) to investigate the relocation of our state of incorporation from California to Delaware. Yay: Hartley, Peterson, Evans, Hutcherson, Apple, Dilworth, Miller, Moelmann, Parker, Powers, Reddish, Needler, Avakian. Nay: Morkin (Carried)

(Chairman Hartley noted that this investigation will be at no cost to ATOS.)

15. Endowment Fund Board of Trustees: (Reddish) [Attachment 17]

- The Spokane First Nazarene Chapter has requested a loan of \$5,000 from the Endowment Trust Fund to repair/replace the blades on the chapter organ's blower.

Motion: (Miller/Evans): to add to the Endowment Trust Fund document the words (Section 4.2) [see attached] "or personal property" as the board may require. (Carried: Unanimous)

Motion: (Moelmann, Needler): to grant a loan of \$5,000 from the principal of the Endowment Trust Fund to the Spokane First Nazarene Chapter for emergency blower repair using the chapter's 3/25 Wurlitzer Theatre Pipe Organ as collateral in accordance with the agreement. (Carried: Unanimous)

16. Nominations: (Carr) [Attachment 18]

- Mr. Carr reported to the Board via telephone.
- To encourage nominations chapters should be solicited for names of prospective candidates, each chapter should provide a liaison to the Nominations Committee.
- Mr. Carr suggested that a questionnaire be created and submitted by a candidate in addition to the biographical piece.
- The Nominations Committee is charged with creating the questionnaire.
- Chairman Hartley reviewed the nomination process with Mr. Carr and the Board.

17. Publications

a. Theatre Organ Journal: (includes advertising) (Parker, Feely) [Attachment 19]

The masthead will be revamped. Board and Committee contact information will appear on a separate page.

b. Publicity: ATOS logo is the main concern right now. Several parties are working to create a logo. selection of a logo or logos will be subject to Board vote.

c. *Around the Circuit*: New web page will make entering information much easier.

d. ETONES: (Reddish) Interest in the ETONES has increased. **[Attachment 20]**

e. Web Site: (Blackwell, Morkin) Tom Blackwell (via telephone) and Tyler Morkin provided a demonstration of the new look of the ATOS web site. **[Attachment 21]**

18. Inner City Youth/Urban Outreach Program: (Moelmann) [Attachment 22]

- Nothing further to add to submitted report.

19. Organist Scholarships: (Smith)

- No report submitted.

20. Chapter Relations: (Peterson) [Attachment 23]

- Nothing further to add to submitted report.

21. Public Relations: (Parker) [Attachment 24]

- Nothing further to add to submitted report.

22. Youth Initiatives: (Morkin) [Attachment 25]

- Nothing further add to submitted report.

23. ATOS Marketplace: (Unks) [Attachment 26]

- Mr. Unks reported via telephone.
- Seattle CD's sold: 202
- DVD Lesson Series sold: 136
- Mr. Unks requested a non-emergency appropriation of \$2000 for shelving.
- Chairman Hartley directed Mr. Unks to submit the request in his 2011-2012 budget .

24. President/CEO: (Double)

Ken reviewed his reports and had nothing new to report.

- a. Fundraising: [Attachment 27]
- b. Convention CD [Attachment 28]
- c. Theatre Organ Radio [Attachment 29]
- d. DVD Lesson Series [Attachment 30]
- e. Expense Report [Attachment 31]
- f. Grant Writer's Progress [Attachment 32]
- g. Potential Campaign Material from Crest Communications:
 - Ken displayed some graphics created by Crest Communications of Chicago. These could possibly be made available to chapters for their local use.

25. Executive Secretary [Merry] [Attachment 33, 34]

- Mr. Merry reported via telephone.
- ATOS currently has 3292 members.
- Attachment 34 shows the membership variance this year.
- We have gained 15 members (net) from the new ATOS Membership Initiative.
- Tim Needler, team leader of the ATOS Membership Initiative reports some success in attracting new members through the initiative. [Attachment 35]

Motion: (Needler, Apple) to place half-price membership advertisements in sister organization publications. This appropriation is not to exceed \$1000. (Carried: Unanimous)

26. Historian: (Moelmann) [Attachment 40]

- Nothing further to add to submitted report.

Motion: (Needler, Dilworth) to accept all reports for file. (Carried: Unanimous)

27. Officer Reports:

Secretary: (Evans) [Attachment 36]

- Each individual is responsible for updating his/her job description.
- If any changes to the calendar are necessary they should be made immediately.
- A new edition of the ATOS Electronic Binder will be available at a time to be determined.

Vice Chairman: (Peterson) [Attachment 23]

- Nothing further to add to submitted report.

Chairman of the Board: (Hartley) [Attachment 37]

- Nothing further to add to submitted report.

Motion: (Moelmann, Needler) to accept the officer's reports for file. (Carried: Unanimous)

The meeting recessed at 6:18 p.m. E.S.T.

The meeting reconvened at 9:04 E.S.T on Sunday, January 23, 2011.

New Business:

28. Budget Process for 2011-2012 (Hutcherson)

- Mr. Hutcherson will make the budget process as simple as possible.
- Each Board member and committee chair will be responsible for justification of budget requests.
- By direction of Chairman Hartley a 2011 Membership Good Faith Financial Review will be initiated. Bob Dilworth (Board Representative and Team Leader) and Maryann Dilworth (Member Representative) will conduct the audit. Chairman Hartley will be the technical advisor. (Date to be determined.
- Mr. Hutcherson will work closely with the chair on the budget process.

29. Contract Administrator): Eddington [Attachment 38]

- Nothing further to add to submitted report.

30. Recommendation of ATOS Finance Committee regarding disposition of the \$100,000. gift. [Attachment 39]

- The Finance Committee, led by Mr. Tim Needler, recommended the \$100,000. gift be added to the principal of the Endowment Trust Fund.

Motion: (Needler, Miller) to put the \$100,000. gift into the Endowment Trust Fund principal. (Carried: Unanimous)

Motion: (Powers, Needler) to set a \$300,000. *minimum balance in the Investment/Reserve fund. (Carried: Unanimous)

***Chairman Hartley explained that this is officially called "A Floor" whereby the Board cannot spend below "The Floor".**

31. Schedule Next Board Meeting, Annual Board Meeting, and Annual Membership Meeting.

- a. The next Board Telephone Conference will be held during the week of February 21, 2011
- b. The ATOS Annual Board Meeting will be held on June 27,28, 2011 immediately before the 2011 ATOS Annual Convention sponsored by the Eastern Massachusetts Chapter.
- c. The ATOS Annual Membership meeting will be held on the morning of July1, 2011.
- d. The ATOS Annual Member's Forum will be held on the morning of July 3, 2011.

Motion: (Moelmann, Dilworth) to accept the date of the ATOS Annual Membership Meeting. (Carried: Unanimous)

32. Good of the Order: (Board)

Chairman Hartley made his closing remarks:

- Chairman Hartley commended the Board on the amount of work accomplished in an agreeable manner.
- Fundraising is an ongoing process. Mr. Double continues to make great progress in this area with potential donors.

- Chairman Hartley also noted that fundraising is also a Board function in which all should participate.
- Chairman Hartley reiterated that the Strategic Planning Initiative be reworked by the Strategic Planning Task Force for presentation at the upcoming Annual Board Meeting.

33. Motion to Adjourn (11:15): (Moelmann, Apple) (Carried: Unanimous)

/s/ Bob Evans, Secretary

Please Note: The meeting was run in accordance with *Robert's Rules of Order*. Don Feely, Parliamentarian.