

this meeting will be considered by the Board of Directors at their meeting which will follow immediately after adjournment of the Chapter Representatives meeting. With this plan, Chapters will have the same opportunity to be heard as before.

While it must be recognized that some of the members who also belong to some of our larger chapters may feel that they have been disenfranchised by the provisions for representation in the new By-laws, it must be remembered that nearly half of our members do not belong to chapters. Some states have barely enough members within their confines to form a chapter (it takes ten), let alone the ability to travel the distances that would be required for them all to meet as a Chapter. Thus, compromises must always be made in order to insure that

members far removed from other members, as well as those who live in close proximity, shall have a medium through which to communicate, to have fellowship and social activities on the mutually pleasing medium of the Theatre Organ, whether they are chapter members or not.

A new provision of the By-laws provides for a nominating committee whose duty it will be to present two nominees for each director to be elected in that year, *all within a definite time frame*. The main purpose of a nominating committee is to *insure* that there will be nominees for each position for whom the members may vote. Without this, it is possible that an organization could find itself unable to perpetuate itself. It further provides that no member who desires to be a nominee will be refused. Some sug-

gested that the country be broken up into areas from which a given number of nominees could be nominated, this to "insure local representation." This would have meant "quartering the country," a more complicated election proceeding, and the possibility of not providing the necessary eight nominees each year as now required. Further, this theory overlooks the fact that once elected, each and every director is a representative to each and every member. Provincialism, a dividing force, thus cannot flourish when nominees are selected from the entire nation and at random. I will state emphatically that every director must feel a distinct and clearly defined duty to be responsible to every member in the decision making process, based not on emotion, but on fact, debate and reason, irregardless of where he hap-

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## A Few Words from Our Attorney

by Charles A. Rummel  
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The first hope of a lawyer who is requested to represent a nationwide non-profit membership corporation is to discover that the individuals who are to benefit from the effort are reasonably equally dispersed throughout the area in which they are located, or better yet, that the various individuals belong to incorporated entities (chapters) which are themselves of nearly equal size and strength. It was evident that the above considerations, for well understood reasons, did not exist. Moreover, it was learned that there were many individuals, who, for many reasons, did not belong to any organized group (chapters) either by choice or because of geography, but who wished to be associated with ATOS, believing in its principles and purposes.

Having determined that ATOS was in fact an organization of individuals and family members, not equally dispersed throughout the 50 states and countries, five principal guidelines were followed in amending the bylaws to meet the conditions confronting those who were responsible for the changes which were to be made.

The first was to definitely limit

personal responsibility of individuals who voluntarily wished to belong to ATOS. The second was to provide a reasonably workable method of governing the organization and electing to the board of directors men who had the time, talent and funds to be board members of a national organization. The third was to do the overall task without disrupting the continuation of its operations, within the limitations of available funds and volunteer assistance. The fourth was to provide some reasonable procedure by which all of the members could have equal representation (one man — one vote), and to the extent of their interests and funds, could make their wishes known from time to time. The fifth was to insure that the organization had federal and state tax exemption and that donors to the organization would be sure that donations to the organizations were tax deductible.

The task was not easy nor was it quickly accomplished. Fortunately due to the understanding of the problem the changes have been made with a minimum of difficulty. All five of the objectives have been achieved. This does not mean that changes will not have to be made in the future because ATOS is a living, active organization of individuals. □