

**ATOS**  
**Board of Directors**  
**Special Meeting**  
**Benjamin Franklin Hotel**  
**San Mateo, California**  
**February 7-8, 1981**

1. President Haight called the meeting to order at 9:08 a.m.
2. Officers and Directors present: President Richard Haight, Vice-President Lois Segur, Directors "Tiny" James, George Thompson, Betty Mason, John Ledwon, Past President Tommy Landrum. Dick Schrum arrived at 11:15 a.m. Also present Secretary/Treasurer Erwin Young. Directors Absent: Rex Koury, Mac Abernethy.
3. The first 90 minutes of the meeting were taken up with a meeting with the Chairman, Eugene Davis and Vice Chairman Frank Babbitt of the Los Angeles Chapter reviewing the name change of the chapter. It was pointed out that the change was never reported to national headquarters and the chapter charter agreement still carried the name Los Angeles Chapter ATOS and not Los Angeles Theatre Organ Society. Also, that in reporting the change to the State of California an error was made that removed the name American Theatre Organ Society from the state records. A frank discussion of the problems that have resulted followed and it was stated that steps were under way to correct the chapter and society records with the state. The chapter officers agreed to make the necessary filings with national headquarters to have the charter agreement reflect the name change.
4. Motion Bill Rieger, 2nd. Lois Segur: ATOS will drop all claims against Bob Power or his attorney, for financial expenses incurred by ATOS as a result of the filing of the Los Angeles Chapter name change and the resulting damages to the ATOS corporate status. For-3, Against-5.
5. Motion John Ledwon, 2nd. Lois Segur: President Haight be censured for letters written to various ATOS members. For-6, Against-2.
6. Motion Tiny James, 2nd. George Thompson: Dismiss the bylaw review committee appointed by President Landrum July 13, 1980 and thank them for their work. For-7, Against-2.
7. Motion Tiny James, 2nd. Tommy Landrum: The bylaw review committee appointed by President Haight on September 8, 1980, consisting of Tiny James, Rex Koury, Erwin Young, Betty Mason, Bill Rieger, George Johnson, and Dick Haight, be formally approved by the board. For-7, Against-2.
8. The revised bylaws as presented by the bylaw review committee were read and discussed section by section. Minor changes in wording relative to membership, terms of office, meetings and notices were made and any items needing clarification were to be held for discussion with the ATOS attorney, Charles Rummel, who would attend the afternoon session.
9. The ATOS attorney, Charles Rummel, arrived at 1:30 p.m. The previous action by the board relative to the bylaws was reviewed and approved. Mr. Rummel went into great detail to explain how the bylaws were written with regard to the new California law as well as the experience gained by recent court rulings. Interpretation of the law by the most prestigious law firm in the state was used as a guide in providing the needed protection for officers and members in the provisions of the bylaws.
10. Motion Tiny James, 2nd. Tommy Landrum: To adopt the bylaws as revised. For-7, Against-2.
11. Motion Tiny James, 2nd. Bill Rieger: To approve the Revised Articles of Incorporation of the American Theatre Organ Society. Unanimous.
12. Location of Principal Office was discussed and the need for one in the State of California was approved. John Ledwon agreed to contact Bob Hill to explain the duties and requirements of the office and to get his approval to locate the office at his address. Unanimous.
13. President Haight presented the facts he had obtained from an attorney in Maryland with regard to moving the corporation out of California to Maryland. After considerable discussion, the board agreed to continue with our present California corporation and study how the new bylaws work with the new law. Unanimous.
14. The subject of Contract Fees was thoroughly reviewed with emphasis on the IRS law which covers independent contractors. It was determined that we were operating within the law but that the facts and figures should appear in THEATRE ORGAN for all members to see. Motion Tiny James, 2nd. George Thompson: An article to appear in the April 1981 issue of THEATRE ORGAN listing the contract fees completely and to whom paid. Unanimous.
15. Motion Betty Mason, 2nd. John Ledwon: Lois Segur be appointed Educational Director of ATOS. Unanimous.
16. Motion Tiny James, 2nd. Betty Mason: John Ledwon be censured for his handling of the bylaw revision process and his inclusion of certain chapters prior to board approval. For-6, Against-2, Abstain-1.
17. Committee Appointments
  1. Nominating Committee (Appointed by President per bylaws) Lois Segur, Chairman Tommy Landrum Lance Johnson
  2. Motion Betty Mason, 2nd. Lois Segur: Bill Rieger be appointed chairman of the Convention Planning Committee. Unanimous.
18. Motion Tiny James, 2nd. George Thompson: Due to the fact that the Missouri Valley Chapter and the Mid-America Chapter have failed to meet the minimum requirements to maintain a Chapter Charter and that the last known officers are no longer members of ATOS and have failed to reply to two letters, the Chapter Charter Agreements with these chapters be revoked effective this date. Unanimous.
19. George Thompson, Editor of THEATRE ORGAN and Betty Mason, Publisher of THEATRE ORGAN announced their resignations from these positions effective with the June 1981 issue. In addition, Erwin Young announced the National Office in Middleburg, Va., and the Membership Office in Falls Church, Va., would be vacated at the same time.
20. The board voted to hold a special meeting of the membership of ATOS on March 22nd, 1981, at the University of Maryland, for the purpose of membership approval of the new bylaws. Unanimous.
21. Motion Tiny James, 2nd. Tommy Landrum: Approval of expenses for travel and rooms for the February 7-8, 1981 special board meeting. Unanimous.
22. Meeting adjourned at 10:15 p.m., February 7th, 1981.
23. Meeting reconvened at 9:00 a.m., February 8th, 1981. (T. James absent).
24. Lengthy discussion of the censure action taken against President Haight and John Ledwon was held. It was decided that no further action would be taken and the censure action remains.
25. Motion Tommy Landrum, 2nd. Betty Mason: The board budget the sum of \$1000.00 for work on the ATOS library at Elon College. Unanimous.
26. Motion Tommy Landrum, 2nd. Dick Schrum: Meeting adjourned at 10:40 a.m. Unanimous.

Erwin A. Young, Jr.  
 Sec./Treas. ATOS

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