

MINUTES OF THE NATIONAL COUNCIL MEETING

NOVEMBER 20, 2012

Special Meeting by Teleconference

CALL TO ORDER: President Scot Huntington called to order a special telephone meeting of the National Council of the Organ Historical Society on Tuesday, November 20, 2012, at 7:19pm CST.

The secretary called the roll: (P-PRESENT, E-EXCUSED)

Scot Huntington (President) P
 William F. Czelusniak (Vice-President) P
 Jeff Dexter (Councillor for Organizational Concerns) P
 Allen Langord (Treasurer) P
 Jeff Weiler (Secretary) P
 James Cook (Councillor for Education) P
 Graham Down (Councillor for Finance and Development) P
 Christopher Marks (Councillor for Archives) P
 Daniel Schwandt (Councillor for Conventions) P
 Theresa Slowik (Councillor for Research and Publications) P
 James Weaver (Executive Director) E

A quorum of Council members was established.

APPROVAL OF MINUTES: October 15, 2012 meeting in Baltimore, Maryland. **MOVED**—Graham Down. **MOTION CARRIED.**

ARCHIVES RELOCATION: Chris Marks circulated a memo dated November 6, 2012, on behalf of the Archives Governing Board with the following resolutions:

RESOLVED FURTHER, that the Relocation Subcommittee of the Archives Governing Board be, and hereby is, authorized to conclude negotiations with a university to relocate the collections of the American Organ Archives on the terms presented to the National Council.

RESOLVED FURTHER, that a definitive agreement or agreements with the university will be subject to the further approval of the National Council.

RESOLVED FURTHER, that, effective with the public announcement of the relocation of its collections to the university, the American Organ Archives of the Organ Historical Society shall change its name to the "Organ Historical Society Library and Archives."

Moved to accept resolutions as put forth above. **MOVED**—Bill Czelusniak. **MOTION CARRIED.**

BUDGET: The ad hoc committee reviewing the budget is continuing its work in anticipation of producing final recommendations for review and approval in the next few days.

The next meeting of the National Council will take place at a time to be determined in early January.

ADJOURNMENT: The President declared the meeting adjourned at 8:21pm CST.

/s/ Jeff Weiler, Secretary

MINUTES OF THE NATIONAL COUNCIL MEETING

FEBRUARY 4, 2013

Special Meeting by Teleconference

CALL TO ORDER: President Scot Huntington called to order a special telephone meeting of the National Council of the Organ Historical Society on Monday, February 4, 2013, at 6:32pm CST.

The secretary called the roll: (P-PRESENT, A-ABSENT)

Scot Huntington (President) P
 William F. Czelusniak (Vice-President) P
 Jeff Dexter (Councillor for Organizational Concerns) P
 Allen Langord (Treasurer) P
 Jeff Weiler (Secretary) P
 James Cook (Councillor for Education) P
 Graham Down (Councillor for Finance and Development) P
 Christopher Marks (Councillor for Archives) P
 Daniel Schwandt (Councillor for Conventions) P
 Theresa Slowik (Councillor for Research and Publications) A
 James Weaver (Executive Director) P

A quorum of Council members was established.

APPROVAL OF MINUTES: **MOVED**—Jeff Dexter, that the minutes of the November 20, 2012 teleconference be approved. **MOTION CARRIED.**

HISTORIC ORGAN AWARDS: **MOVED**—Jim Cook, that the National Council accept the recommendation from the Historic

Organ Awards Review Committee that OHS offer a National Heritage Pipe Organ award as described in its report. **MOTION CARRIED.**

HISTORIC ORGAN CITATIONS COMMITTEE: **MOVED**—Jim Cook, that the Historic Organs Citations Committee be dissolved and that an Historic Organ Awards Committee be established and charged with administering the Historic Pipe Organ Awards program of the OHS. **MOTION CARRIED.**

ELECTRONIC BALLOTING: **MOVED**—Jeff Dexter, that the Executive Director shall establish a means for electronic balloting for all future elections including the National Council election upcoming, with a mail-in option for those requiring that method of participation. In addition, the Executive Director shall appoint a minimum of two tellers to tabulate the voting results for the 2013 ballots. **MOTION CARRIED.**

APPROVAL OF PROVISIONAL BUDGET: **MOVED**—Jim Cook, that the provisional budget as presented by the financial advisory committee (Bill Czelusniak, Jeff Dexter) be approved as amended. **MOTION CARRIED.**

APPOINTMENT OF DISTINGUISHED SERVICE AWARDS AD HOC COMMITTEE: **MOVED**—Dan Schwandt, that an ad hoc committee including Jack Bethards, David Dahl, Chris Marks, Barbara Owen, and Dan Schwandt be appointed for a one-year term. **MOTION CARRIED.**

The next meeting of the National Council will take place by teleconference on Monday, March 4, 2013 at 6:30pm CST. On Friday, April 5, 2013, a face-to-face meeting of the National Council shall be held in Denton, Texas beginning at 9am CDT.

ADJOURNMENT: The President declared the meeting adjourned at 7:56pm CST.

/s/ Jeff Weiler, Secretary

MINUTES OF THE NATIONAL COUNCIL MEETING

MARCH 4, 2013

Special Meeting by Teleconference

CALL TO ORDER: President Scot Huntington called to order a special telephone meeting of the National Council of the Organ

Historical Society on Monday, March 4, 2013, at 6:42pm CST.

The secretary called the roll: (P-PRESENT, D-DELAYED)

Scot Huntington (President) P
 William F. Czelusniak (Vice-President) P
 Jeff Dexter (Councillor for Organizational Concerns) D
 Allen Langord (Treasurer) P
 Jeff Weiler (Secretary) P
 James Cook (Councillor for Education) P
 Graham Down (Councillor for Finance and Development) P
 Christopher Marks (Councillor for Archives) P
 Daniel Schwandt (Councillor for Conventions) P
 Theresa Slowik (Councillor for Research and Publications) D
 James Weaver (Executive Director) P

A quorum of Council members was established.

APPROVAL OF MINUTES: **MOVED**—Graham Down, that the minutes of the February 4, 2012 teleconference be approved. **MOTION CARRIED.**

HISTORIC ORGAN AWARDS COMMITTEE: **MOVED**—Jim Cook, to accept members Sebastian Gluck (Chair), Jeff Weiler, Stuart Goodwin, Greg Crowell, John Panning. ex officio members are President, Vice President, and Councilor for Education. **MOTION CARRIED.**

Jeff Dexter joined the meeting at 7:10pm CST. Theresa Slowik joined the meeting approximately 7:30CST

The Executive Director provided updates on a number of topics including convention registrations and fundraising.

Chris Marks provided an update on convention recordings and discussed the ongoing negotiations regarding the relocation of the Archives collection.

The next meeting of the National Council will take place April 5, 2013, in Denton, Texas beginning at 9am CDT. Room 400 Willis Library. UNT

ADJOURNMENT: The President declared the meeting adjourned at 7:54pm CST.

/s/ Jeff Weiler, Secretary

MINUTES OF THE NATIONAL COUNCIL MEETING

APRIL 5, 2013, 8:30AM

Willis Library,
The University of North Texas
Denton, Texas

CALL TO ORDER: President Scot Huntington called to order a regular meeting of the National Council of the Organ Historical Society on Friday, April 5, 2013 at 8:51am CST.

The secretary called the roll:
(P-PRESENT, E-EXCUSED)

Scot Huntington (President) P
William F. Czelusniak (Vice-President) P
Jeff Dexter (Councilor for Organizational Concerns) P
Allen Langord (Treasurer) P
Jeff Weiler (Secretary) P
James Cook (Councilor of Education) P
Graham Down (Councilor for Finance and Development) P
Christopher Marks (Councilor for Archives) P
Daniel Schwandt (Councilor for Conventions) P
Theresa Slowik (Councilor for Research and Publications) E
James Weaver (Executive Director) P

A quorum of Council members was established.

APPROVAL OF MINUTES: Moved—Chris Marks, that the minutes of the March 4, 2012 teleconference be approved as amended.

MOTION CARRIED.

REPORTS: The following reports were received and filed:

President's Report—Scot Huntington
Vice-President's Report—William Czelusniak
Treasurer's Report—Allen Langord
Executive Director's Report—Jim Weaver

COUNCILORS' REPORTS

- A) Archives—Christopher Marks
- B) Conventions—Dan Schwandt
- C) Education—James Cook
- D) Finance and Development—Graham Down
- E) Organizational Concerns—Jeffrey Dexter

MOVED: Graham Down, that reports be accepted. Motion carried.

James Wallmann joined the meeting at 11:40am.

CONVENTION RECORDINGS:

MOVED—Chris Marks, that Bill Van Pelt and Edward Kelly be thanked for their work to get the convention recordings for 2005 completed and distributed. **MOTION CARRIED.**

Jim Scott, Dean of the College of Music; Sue Parks, Assistant Dean for Special Libraries; Morris Martin, Head of the Music Library; and Mark McKnight, Music Library joined the meeting for lunch.

OLD BUSINESS: Ogasapian Prize funding: the Council will review this matter in June.

NEW BUSINESS: A Note of Thanks:

MOVED—Scot Huntington, that Jim Wallmann be thanked for his ongoing invaluable legal council in revising the bylaws, negotiation of agreements for relocating the archives, and work with the completion of the audit. **MOTION CARRIED.**

Strategic Planning Committee: Graham Down will form and chair a strategic planning committee.

HUBER TRUST: MOVED Dan Schwandt, that the National Council adopts a resolution drafted by James Wallmann and Stephen Holton, CPA, a partner in the firm Martin, Dolan & Holton, Ltd. of Glen Allen, Virginia (the firm completing the OHS audit) relative to the Huber Trust. The report is appended to, and made a part of these minutes.

OTHER BUSINESS: University of North Texas Library Tour: Members of the National Council and James Wallmann spent the afternoon touring facilities of the University of North Texas Library and meeting with department heads.

DATE AND TIME OF NEXT COUNCIL MEETING:

The National Council shall hold a special meeting by teleconference on Monday, May 6, at 6:30pm CST.

ADJOURNMENT: The President declared the meeting adjourned at 5:00pm CST.

/s/ Jeff Weiler, Secretary

DETERMINING THE OBLIGATION ORGAN HISTORICAL SOCIETY HAS UNDER RESTRICTIONS ON ASSETS THAT HAVE BEEN IMPOSED BY DONORS:

A Practical Solution for the Governing Body of Organ Historical Society to Approve

An important consideration in accepting contributions is ensuring that the not-for-profit entity honors any restrictions the donor places on how the contribution is used. Donor restrictions are either temporary or permanent.

- a. Temporary restrictions require using the contribution for a specified purpose, such as providing scholarships or adding to the archives.
- b. Permanent restrictions require investing the contribution, with the earnings on those investments either restricted to a specified purpose or available for use at the discretion of management and the governing body (i.e., the OHS National Council).

A restriction may be explicit or implicit. An example of an explicit restriction is a letter stating that the contribution must be used to provide scholarships, and an example of an implicit restriction is a contribution received in connection with an appeal to raise funds for scholarships.

A not-for-profit entity has a legal obligation to ensure that donor restrictions are honored, and, as part of its oversight role, members of the governing body have a fiduciary responsibility to monitor compliance. Noncompliance can require the entity to return the contribution to the donor. Organ Historical Society (OHS) has received a number of contributions whose use is restricted by the donor. However, for a variety of reasons, the accounting system of OHS did not keep track of those restrictions.

Five years ago, the management and governing body of OHS began discussing whether to have its financial statements audited. Because audited financial statements must address donor

restrictions, the discussions of whether to have financial statements audited quickly led to discussions of how the obligation OHS has under donor restrictions could be determined.

It is apparent from those extensive discussions that the obligation cannot be determined with a high degree of precision. The only practical alternative is for the governing body of OHS to formally approve an estimate of the obligation based on the information that has been gathered through those discussions.

Based on the information that has been gathered—

- a. Only four donor restrictions are likely to have been in effect at September 30, 2012: restrictions imposed on the distribution from the Huber trust, contributions made in response to appeals for the Biggs scholarship program, and restrictions imposed on the Van Pelt and Harriman contributions.
- b. The endowment fund is not subject to restrictions imposed by donors.

The governing body is being asked to approve the following practical solution without modification:

Restrictions imposed on the distribution from the Huber trust

- a. The distribution from the Huber trust was \$983,248 and is subject to the following explicit restrictions:
 - 1. Half of the income from investment of the distribution is restricted to "adequately maintain the archive system," and the other half is unrestricted and "to be used for general purposes at the discretion of the Board."
 - 2. The \$983,248 distribution is to be invested and treated as principal that "shall be used for emergencies only."
 - b. The phrase "archive system" in the Huber trust was clearly intended to refer to the American Organ Archives, now the Organ Historical Society Library & Archives (OHS&A), and the governing body and the governing board of the OHS&A have consistently interpreted the phrase this way. The governing body confirms that the phrase "archive system" in the Huber trust means the OHS&A. The governing body further

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confirms that the term "Board" used in the Huber trust means the governing body of OHS, namely the National Council.

- c. The distribution from the Huber trust will be treated as a permanently restricted contribution. The phrase "shall be used for emergencies only" will be interpreted as meaning that the distribution will be permanently maintained as principal and will not be used for other purposes unless there are no other alternatives to preventing OHS or OHS&A from no longer being able to continue as going concerns.
- d. The distribution has been invested in two mutual funds.
 1. At September 30, 2012, the fair value of those funds was \$1,083,004 and includes unrealized appreciation of \$99,756 (the \$1,083,004 fair value less the \$983,248 distribution invested).
 2. Half of the unrealized appreciation (\$49,878) was to be used to "adequately maintain the archive system." Rather than sell shares of the mutual funds to realize that appreciation, OHS has used unrestricted cash to adequately maintain the archive system. Therefore, the temporary restriction on the unrealized appreciation at September 30, 2012, has been met.
 3. The \$49,878 remainder of the unrealized appreciation was unrestricted under the terms of the distribution from the Huber trust.

Contributions made in response to appeals for the Biggs scholarship program

- e. Contributions to the Biggs scholarship program have generally been used for scholarships soon after they were received. At September 30, 2012, any remaining contributions are likely to be immaterial, and the assumption will be made that no restrictions remain.

Restrictions imposed on the Van Pelt and Harriman contributions

- f. The restrictions imposed on the Van Pelt and Harriman contributions were temporary. Those contributions have been used, but the purpose for which they were used cannot be determined. However, in recognition of those gifts, the governing body will designate an equal amount of unrestricted assets for one or more special projects.

The endowment fund

- g. The endowment fund is not subject to donor restrictions but is being maintained as a designation of the governing body.

Summary of the obligation of OHS under donor restrictions at September 30, 2012

- h. The \$983,248 distribution from the Huber trust is the only asset of OHS that is restricted at September 30, 2012, and it is a permanent restriction. None of the unrealized appreciation in the fair value of the mutual funds in which the distribution was invested is subject to donor restrictions.

The status of this practical solution

- i. This practical solution will be reconsidered only in response to advice from competent accounting and legal professionals and compelling evidence that comes to the attention of the governing body.

Monitoring compliance with donor restrictions after September 30, 2012

- j. The governing body will monitor compliance with donor restrictions on contributions received after September 30, 2012.

The Sound of Pipe Organs

by Michael McNeil

192 pages, hardbound
ISBN: 978-0-9720386-5-2

Written for the professional organ builder, tonal designer, and pipe voicer, this new book explains how the vast range of organ sounds are achieved and explores in depth the relationships between the scaling and voicing of organ pipes, acoustics, wind system dynamics, and temperaments.

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