

## BOARD OF DIRECTORS MEETING

MONDAY, AUGUST 11, 2014

9:00 AM

Genesee Grande Hotel  
Syracuse, New York

**CALL TO ORDER.** President William Czelusniak called to order a meeting of the board of the directors of the Organ Historical Society on August 11, 2014, at 9:03am.

### ROLL CALL.

[P-PRESENT, AE-ABSENT & EXCUSED]

William Czelusniak (President) [P]  
Daniel Clayton (Vice-President) [P]  
Jeff Weiler (Secretary) [P]  
Allen Langord (Treasurer) [P]  
Willis Bridegam [P]  
James Cook [P]  
Jeffrey Dexter [P]  
Christopher Marks [P]  
Kimberly Marshall [AE]  
Daniel Schwandt [P]  
James Weaver (Chief Executive Officer) [P]

A quorum of directors was established.

Minutes of May 27, 2013 were approved by unanimous vote.

**RATIFICATION OF AWARD.** A motion to ratify the Vox Organi award approved by the board by e-mail vote on Tuesday, 22 July 2014. Vote called July 20, 2014. Motion by Dan Schwandt, "that the OHS present to Mrs. Muriel Hickey the Vox Organi award for being "a voice for the organ" during her 43 years of service, through advocacy, music, and preservation of the 1890 Carl Barchhoff pipe organ in Saint Mary's Catholic Church, Auburn, New York, as visited during the OHS National Convention, August 15, 2014." Motion approved.

**REPORT OF THE CHIEF EXECUTIVE OFFICER.** James Weaver reviewed current and ongoing projects. Polls for the vote to revise the bylaws closed August 1; final tally with postal votes by August 1, passed 427 in favor, 9 against. The new bylaws have passed and are now in effect. Discussion of the transition process. Appointment of an ad-hoc com-

mittee to oversee the drafting of a policies and procedures manual that will govern all standing and membership committees — how to develop and carry out duties and charges — operating rules.

**MOTION TO AMEND THE NEW BYLAWS.** Christopher Marks moved the following amendments to the bylaws be made:

Amendment to Article VI, Section 2. Add:

"7. Preserve the principal of the Endowment Fund. The board of directors may not pledge the principal or income of the Endowment Fund as collateral for any loan or debt. The affirmative vote by mailed ballot of three-quarters of the Voting Members of the Society is required to authorize an expenditure of principal from the Endowment Fund."

Amendment to Article VII, Section 2.A.1. Add:

"d. The Endowment Fund Advisory Committee will act in accordance with restrictions on the board of directors as stated in Article VI, Section 2."

After considerable discussion the question was called and the motion was unanimously defeated.

The meeting recessed for a midmorning break at 10:16am.

The meeting reconvened at 10:30am. The directors referenced their written reports with the following additional comments:

**BUDGET REPORT.** Allen Langord reported that the recent external audit has been completed and the books were found to be in good order.

Jim Cook moved that the proposed budget for October-December 2014 be adopted with the addition of two lines being added for database income and expense. Motion carried.

**ORGAN DATABASE.** Jim Cook reported that it was now possible to advertise on the organ database web page.

**FUNDRAISING.** Will Bridegam reported on current activities.

**CONVENTIONS.** Dan Schwandt reported on possible sites for future conventions.

Dan Schwandt moved that reports be accepted for file. Motion carried.

The meeting recessed for lunch at 12:22pm.

The meeting reconvened at 1:36pm.

**OHS STRATEGIC PLAN.** The function and makeup of standing committees was discussed as well as the need for an operations and policies document. Jim Weaver addressed the need to reassess the strategic plan first developed with the assistance of Bill Weary. A three-year plan is considered to be the best timeline for the OHS at this stage in its transition, and such a plan is to be in place by spring 2015.

**APPOINTMENT OF BUDGET REVIEW COMMITTEE.** Effective July 27, 2014, the president appointed Willis Bridegam, Allen Langord, Chris Marks, Kimberly Marshall, Jim Weaver (ex officio), and Bill Czelusniak (ex officio) to a budget review committee charged with the following:

- (1) To commence work immediately on a draft budget for the general operation of the Society from October 1 through December 31, 2014 for presentation to board of directors;
- (2) To work with the chief executive officer to effect the full and formal change of the fiscal year of OHS accounting operations, effective January 1, 2015, as authorized previously by the board of directors;
- (3) To continue work to prepare a general operating budget for the twelve-month period beginning January 1, 2015, for presentation to the board of directors at a future meeting in the fall of 2014.

**HISTORIC ORGAN AWARDS COMMITTEE.** Moved Dan Schwandt that the board of directors appoints a new Historic Organ Awards Committee. The question was called and the Motion carried.

**NEW BUSINESS.** Will Bridegam spoke to the advantages of having an affiliation with an educational institution.

Moved Jeff Dexter to establish a small committee to articulate the OHS position on ivory and its regulation. Motion Carried.

Jeff Dexter moved that, in addition to himself, James Wallmann, and Christoph Wahl be appointed to the OHS position on ivory committee. Motion Carried.

Dan Schwandt moved to establish a three-member committee, appointed by the president, to review and approve the minutes of the annual meeting on behalf of the membership. Motion Carried.

### GOOD OF THE ORDER.

Bill Czelusniak will be making several trips fall and spring and plans to hold OHS "town meetings" en route.

The meeting recessed for the day at 4:15pm.

The meeting reconvened in Uris Hall, Cornell University, Ithaca, New York, on Wednesday, August 13, 2014 at 3:14 PM. A quorum of the board of directors acknowledged the outcome of the OHS annual membership meeting and considered the work ahead.

### ADJOURNMENT.

The chair declared this meeting of the board of directors adjourned *sine die* on Wednesday, August 13, 2014 at 3:15 PM.

/s/ Jeff Weiler, Secretary

## BOARD OF DIRECTORS MEETING

NOVEMBER 25, 2014

7:00PM CST

By Teleconference

**CALL TO ORDER.** President William Czelusniak called to order a meeting of the board of directors of the Organ Historical Society on November 25, 2014, at 7:03pm CST.

### ROLL CALL.

[P-PRESENT]

William Czelusniak [P]

Daniel Clayton (Vice-President) [P]  
 Jeff Weiler (Secretary) [P]  
 Allen Langord (Treasurer) [P]  
 Willis Bridegam [P]  
 James Cook [P]  
 Jeffrey Dexter [P]  
 Christopher Marks [P]  
 Kimberly Marshall [P]  
 Daniel Schwandt [P]  
 James Weaver (Chief Executive Officer) [P]

A quorum of directors was established.

Minutes of August 11, 2014 were approved by unanimous vote.

No financial report was available; the president expressed the need for such records at all board meetings.

**APPROVAL OF THE 2015 PROPOSED BUDGET.** Will Bridegam moved to approve

the Budget Committee's proposed budget for 2015 with the understanding that the CEO and the board will address the projected deficit by increasing our income and decreasing our expenditures to achieve further savings of \$41,000. Motion carried by unanimous vote.

**APPROVAL OF THE OHS SPENDING AND BORROWING POLICIES.** Will Bridegam moved that the OHS Spending and Borrowing Policies submitted to the board on November 19, 2014. Kimberly Marshall called the question. Motion carried by unanimous vote.

**APPOINTMENT OF OHS ENDOWMENT COMMITTEE.** Jeff Dexter moved that Peter Boysen, David Lewis, and Randy Wagner be appointed with Allen Langord and Jim Weaver serving as *ex officio* members and Will Bridegam as chair. Motion carried by unanimous vote.

**APPOINTMENT OF OHS LIBRARY/ ARCHIVES COMMITTEE.** Chris Marks moved that Willis Bridegam, Carol Britt, and David Brown be appointed with Christopher Marks as chair. Motion carried by unanimous vote.

**CHIEF EXECUTIVE OFFICERS REPORT.** Jim Weaver provided an extensive overview of his current work for OHS. Some \$87,950 in grants have been secured for special projects.

Jim made a number of important points regarding fundraising, membership, store operations and collaborative work with other organ-related organizations.

**UPCOMING CONVENTIONS.** Bill Czelusniak reported that all artists and venues have been contracted, and bus proposals have been received for the 2015 convention in Springfield, Massachusetts. Jim Weaver report-

ed that progress is being made on plans for the 2016 convention in Philadelphia and some good possibilities were being considered.

Jim Cook left the meeting 8:58pm CST. Kimberly Marshall left the meeting at 8:59pm CST.

**DATE AND TIME OF NEXT MEETING.** The next meeting of the board shall be by teleconference on Tuesday, January 20, 2015 at 8:30pm EST.

**ADJOURNMENT.** The chair declared the meeting adjourned at 9:23pm CST.

/s/ Jeff Weiler, Secretary

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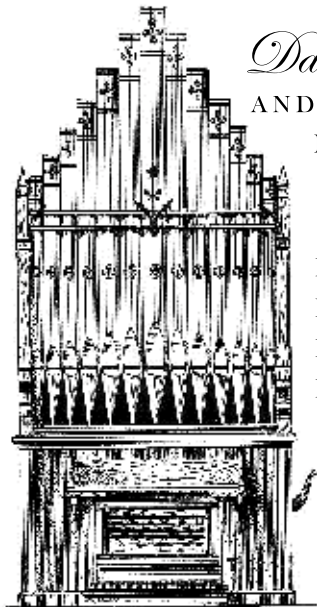
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147 County Road, Gorham, ME 04038  
[david.wallace623@gmail.com](mailto:david.wallace623@gmail.com)  
[www.wallacepipeorgans.com](http://www.wallacepipeorgans.com)