

**THE ORGAN HISTORICAL SOCIETY**  
**Minutes of the National Council Meeting**  
**Friday and Saturday, March 16 and 17, 2007**  
**Vagelos Laboratories, University of Pennsylvania, Philadelphia, Pennsylvania**

*These minutes follow the order of the agenda and do not necessarily follow the order in which they were discussed.*

**Call to Order:** The meeting of the National Council of the Organ Historical Society was called to order by President Michael Friesen on Friday, March 16, 2007, at 1:49 p.m., in the Vagelos Laboratories of the University of Pennsylvania, Philadelphia, Pennsylvania. A quorum of Council members was established. Present: Michael Friesen (President), Laurence Libin (Vice-President), Stephen Schnurr (Secretary), Jack Bethards, Carol Britt, Scot Huntington, James Johnston, Paul Marchesano, and Daniel N. Colburn, II (Executive Director). Absent: Allison Alcorn-Oppedahl and David Barnett (Treasurer).

**Approval of Minutes:** **Moved** – Marchesano; second – Johnston, to approve minutes of the Indianapolis, Indiana, meeting of the National Council, Friday and Saturday, October 20 and 21, 2006, as circulated by the Secretary and to be published in accordance with *Robert's Rules of Order*. Motion passed unanimously.

**Moved** – Johnston; second – Britt, to approve minutes of the special meeting of the National Council via telephone conference call, Wednesday, November 22, 2006, as circulated by the Secretary and to be published in accordance with *Robert's Rules of Order*. Motion passed, one abstention (Marchesano).

**REPORTS**

**President's Report:** Michael Friesen. President Friesen presented a written report to the Council, detailing his activities on behalf of the Society since the last meeting of the Council. He has attended meetings of the Archives Governing Board and the Publications Governing Board. He has also been busy with various activities and aspects in preparation for the 2007 National Convention in Central Indiana.

**Vice-President's Report:** Laurence Libin. A written report was submitted by the Vice-President. Since the last meeting of the Council, he has responded to eleven requests related to the Phoenix Project. There have been 73 requests to date. The Vice-President has been pleased to receive responses to his opinion article in *The Tracker* regarding issues of long-range planning. He is actively monitoring Society involvement with symposia for 2007 and 2008. Discussion occurred regarding establishment of an online chatlist for the OHS.

**Treasurer:** David Barnett. The Treasurer submitted several written reports in his absence, including updates on the Society's Program Services Budget Performance, a Report of Restricted Funds and Gifts, as well as a financial report of the American Organ Archives. The Annual Fund drive for the fiscal year has yielded \$34,435.00 to date. Total unrestricted gifts to date within this fiscal year are \$58,019.67. The Treasurer has devised a new Travel Expense Report for Volunteers. Councilor Marchesano reported that the 2002 Chicago Convention compact discs will be finished by the end of March.

**Executive Director:** Daniel N. Colburn, II. The Executive Director presented a verbal report. He is settling into his new position with the Society. A rate card for *The Tracker* and the *Organ Handbook 2007* was presented to the Council. The card has been mailed to approximately 800 prospective advertisers. The budget for the 2007 National Convention Committee for Central Indiana will be completed very soon, with preparation of registration materials to follow. A promotion plan for Catalogue sales has been put into operation, including promotions via e-mail.

**Moved:** Johnston; second—Bethards, that the Society no longer offer new multiple-year memberships. Motion passed unanimously.

**Moved:** Bethards; second—Marchesano, that the National Council shall have the authority to designate from among its members an Executive Committee, which shall have the authority to review organizational, financial, personnel, procedural, and other strategic and planning issues pertinent to the Society's operations and programs separately from the National Council, and to make reports and recommendations to the full National Council as to proposed courses of action. There shall be four members of the Executive Committee, who shall be the President, the Vice-President, the Secretary, and the Councilor for Organizational Concerns. The Executive Director may also be an *ex-officio* member unless otherwise excused. The Executive Committee shall have the power to act on behalf of the National Council to the extent that the National Council authorizes it to do so from time to time, but it shall not act independently without the National Council's consent. Motion passed unanimously.

**Moved:** Marchesano; second—Johnston, that the Council move into Executive Session. Motion passed unanimously.

**Moved:** Johnston; second—Libin, that the Council come out of Executive Session. Motion passed unanimously.

#### COUNCILORS' REPORTS

**Archives:** Carol Britt. The Councilor submitted a written report. The Archives Governing Board met by telephone on February 15. The Skinner and Aeolian-Skinner records from Edward M. Stout, III, of California and the Rodgers firm of Oregon are now in storage in the OHS facility in New Hampshire. This storage space has been increased in size. The Archivist has received a collection of Hook & Hastings materials from the estate of Forrest Mack.

**Moved:** Britt; second—Huntington, that the number of voting members of the Archives Governing Board be set at five. Motion passed unanimously.

**Conventions:** Scot Huntington. Mr. Huntington presented a written report with updates pertaining to several upcoming conventions from various convention chairs. The Executive Director discussed many details regarding activities preparing for the 2007 Convention.

**Moved:** Libin; second—Marchesano, that the 2010 National Convention will be held in Pittsburgh, Pennsylvania, and the 2011 National Convention will be held in Washington, District of Columbia. Motion passed unanimously.

**Education:** Paul Marchesano. There are seven candidates for the E. Power Biggs Fellowship for the 2007 National Convention. Seven Historic Organ Citations have been awarded since the last meeting of the Council, including five for the 2007 Convention. There has been no activity on the part of Historic Organ Recitals due to budget issues. There was no written report from the Guidelines for Restoration and Conservation Committee. The Committee Chair, Scot Huntington, stated verbally that the Committee intends to submit a final report at the autumn meeting of the Council.

**Finance and Development:** James Johnston. Councilor Johnston provided a report from the Endowment Fund Advisory Board. Between December 31, 2005, and December 31, 2006, the fund increased from \$300,296.39 to \$342,503.59.

**Organizational Concerns:** Jack Bethards. Councilor Bethards presented his report orally. Since the last meeting of the Council, there has been no reported activity from the Distinguished Service Award, the Meritorious Service Award, and the Membership Committees.

**Moved:** Bethards; second—Johnston, that National Council dissolve the Greater Saint Louis Chapter at their request. Motion passed unanimously.

**Research and Publications:** Allison Alcorn-Oppedahl. A written report was submitted in the absence of the Councilor. The Director of Publications, Gregory Crowell reported on recent activities in relation to *The Tracker*, the *2007 Organ Handbook*, as well as several book projects. A call for proposals has been issued by the Alan Laufman Research Grant Committee, according to a report by the Committee Chair, Christopher Anderson.

**Moved:** Libin; second—Bethards, to reappoint Andrew Unsworth to the Publications Governing Board, term expiring March of 2010. Motion passed unanimously.

The President submitted a revised proposal on the Publications Prize Program of the Society. Discussion followed regarding various candidates to serve on a committee to administer this program.

*The meeting recessed for the day at 7:00 p.m.*

*The meeting reconvened on Saturday, March 17, 2007, at 9:42 a.m. Present: Michael Friesen (President), Laurence Libin (Vice-President), Stephen Schnurr (Secretary), Jack Bethards, Carol Britt, Scot Huntington, James Johnston, Paul Marchesano, and Daniel N. Colburn, II (Executive Director). Absent: Allison Alcorn-Oppedahl and David Barnett (Treasurer).*

#### **OLD BUSINESS**

**Archives Operating Procedures:** Britt. The Council discussed a revised version of the Operating Procedures submitted by the Archives Governing Board and provided additional changes for same to be sent to the Governing Board.

*The meeting recessed for luncheon at 11:42 a.m. The meeting reconvened at 12:58 p.m.*

**Catalogue Operations Oversight Committee:** Marchesano and Bethards.

**Resolved:** Marchesano; second—Johnston, that upon the recommendation of the Catalogue Operations Oversight Committee, the National Council affirms the continuation of the catalogue operation as a viable program service of the OHS. The National Council appreciates the progress made by the OHS staff, and thanks them for their excellent work over the past year. Resolution passed unanimously.

**Resolved:** Libin; second—Schnurr, that the National Council recognizes and appreciates the work of the Catalogue Operations Oversight Committee on the completion of their assigned task. Resolution passed unanimously.

**Organ Tours:** Colburn. The Executive Director continues to work on various possibilities for a Tour.

**Convention Sourcebook:** Schnurr. There was no report. The Chair and the Executive Director have been busy with various tasks related to the 2007 Convention.

**Moved:** Johnston; second—Marchesano, that the National Council authorizes the Endowment Fund Advisory Board to invest the funds from the Huber bequest at their discretion. Motion passed unanimously.

**Moved:** Marchesano; second—Libin, that National Council empower the Executive Director to form a Development Committee. Motion passed unanimously.

**Moved:** Libin; second – Bethards, that National Council empower Paul Marchesano to form a committee to develop policy and mechanics of a website member access area. Said committee to report to the Council in July 2007. Motion passed unanimously.

#### NEW BUSINESS

**Moved:** Marchesano; second – Johnston, that the Council move into Executive Session. Motion passed unanimously. Council moved into Executive Session at 3:01 p.m.

**Moved:** Libin; second – Marchesano, that the Council move out of Executive Session. Motion passed unanimously. Council moved out of Executive Session at 3:51 p.m.

**Moved:** Marchesano; second – Johnston, that, since the National Council has been advised that proper internal controls require separation of the Treasurer function from the Financial Recorder function, the National Council hereby separates the functions of Financial Recorder and Treasurer. Motion passed unanimously.

**Moved:** Libin; second – Huntington, that National Council vacate the office of Treasurer. Motion passed unanimously.

**Moved:** Libin; second – Huntington, that National Council adopt a transitional organization structure. Motion passed unanimously.

**Moved:** Libin; second – Britt, that the National Council adopt revisions to the bylaws as follows:

- 1) Section 3.4 (Membership Subclasses) to read as follows:  
The National Council may designate subclasses of membership among Voting Members and Non-Voting Members (for example, student and senior membership within General Members) and establish criteria and privileges, as well as dues and fees, for each membership subclass.
- 2) Section 4.6 (c) (Secretary), second and third sentences only, to read as follows:  
. . . The Secretary shall also be custodian of the corporate seal, and shall be responsible for recording the proceedings of the meetings of the Society (“Annual Meeting”) and of the National Council. The draft minutes of the Annual Meeting shall appear in the next available issue of the journal of the Society and considered for approval by the members at the next Annual Meeting. The minutes of the National Council, once approved, shall appear in the next available issue of the journal of the Society. . . .
- 3) Section 4.12 (Regular Meetings), first sentence only, to read as follows:  
The National Council shall hold at least three (3) regular meetings per year. . . .
- 4) Section 4.14 (Notice of Meetings), section (d), to read as follows:  
If a regular or special meeting is adjourned, recessed, or continued to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjourning, recessing, or continuing the meeting.
- 5) Section 4.23 (Vacancies), first sentence only, to read as follows:  
If a vacancy occurs among Voting Council Members other than the President, the National Council by majority vote of all Voting Council Members then in office may fill the vacancy. The person thus appointed shall serve the remainder of the unexpired term of that vacancy. . . .
- 6) Section 6.5 (Robert’s Rules of Order), to read as follows:

Subject to Section 6.2 and 6.3, all meetings of members of the Society shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, current edition, except for procedural matters as otherwise provided in these bylaws or in operating procedures of the Society.

- 7) Section 11.5 (Tax Requirements), to read as follows:  
The National Council shall not knowingly take any action which may jeopardize the tax-exempt status of the Society.
- 8) Section 11.7 (Effect), to read as follows:  
These bylaws and any amendments thereto shall take effect upon approval by the National Council and by the membership of the Society as provided for in Section 10.

Motion passed unanimously.

**Moved:** Libin; second—Huntington, that the National Council adopt an addition to the bylaws as follows:

Section 4.29, Compensation of Voting National Council Members: No Voting Council Member shall receive compensation or earnings from the revenues of the Society in return for his or her service on the National Council, except that such members are entitled to receive reasonable reimbursement of expenses for attending meetings, such as travel, lodging, meals, and miscellaneous expenses, pursuant to procedures established for meeting expenses by the National Council. Council members who receive during their terms other occasional compensation for services rendered to the Society established by separate procedure, such as stipends for recitalists, lecturers, and/or committee work, or funding awarded competitively from Society grant programs, shall not be deemed to be in violation of this provision.

Motion passed unanimously.

**Moved:** Libin; second—Marchesano, that the bylaws of the Society, Section 11.3 (Fiscal Year), be revised to read as follows: The Fiscal Year of the Society shall be determined from time to time by the National Council. Motion passed unanimously.

#### UPCOMING MEETINGS

Tuesday and Wednesday, July 10 and 11, 2007, in Indianapolis, Indiana.

#### ADJOURNMENT

**Moved:** Marchesano; second—Britt, to adjourn. Motion passed unanimously. Meeting adjourned at 4:22 p.m.

-- Respectfully submitted, Stephen Schnurr, Secretary.

--Approved, Tuesday, July 10, 2007, in Indianapolis, Indiana.