

THE ORGAN HISTORICAL SOCIETY
Minutes of the National Council Meeting
Saturday, Sunday, and Friday, July 12, 13, and 18, 2008

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 Laurence Libin on Saturday, July 12, 2008, at 8:59 a.m., in the Magnolia Room of the Holiday Inn SeaTac, Seattle, Washington. A quorum of Council members was established. Present: Laurence Libin (President), Joseph McCabe (Vice-President), Stephen Schnurr (Secretary), Jack Bethards (Councilor for Organizational Concerns), Carol Britt (Councilor for Archives), James Cook (Councilor for Education), Scot Huntington (Councilor for Publications), Allen Kinzey (Councilor for Conventions), Randall Wagner (Councilor for Finance and Development), James Stark (Treasurer), and Daniel N. Colburn, II (Executive Director).

Approval of Minutes: **Moved**—Britt; second—Bethards, to approve minutes of the Coraopolis, Pennsylvania, meeting of the National Council, held Monday, February 18, 2008, as circulated by the Secretary, as amended, and to be published in accordance with *Robert's Rules of Order*. Motion passed, one opposed (Schnurr).

Moved—Wagner; second—Bethards, to approve minutes of the special meeting of the National Council via telephone conference call, Monday, April 21, 2008, as circulated by the Secretary and to be published in accordance with *Robert's Rules of Order*. Motion passed unanimously.

The Secretary noted the following items approved by unanimous email consent of the Council: 1) the resignation of Will Headlee as Councilor for Education, for health reasons (accepted April 25, 2008); and 2) the appointment of James H. Cook to fill the vacancy of Councilor for Education (approved May 3, 2008).

REPORTS

President's Report: Laurence Libin. President Libin presented a written report to the Council. Despite the economic slump all are experiencing, Society membership numbers and individual gift giving have been trending upwards. Three symposia are scheduled for this autumn, which are bringing the name of the OHS forth before many new people. The Society has expanded its web presence in multiple areas. Conventions and local events continue to be popular in all areas. Endowment investment income has been disappointing, though this can be expected with our present economy. The President reminded the Council that a long-term plan for increased, permanent space for the Archives needs to be addressed. He further reminded that there is a lack of emergency plans for sudden incapacitation of critical staff members.

The Membership Chair, Dennis Northway, was introduced to the Council for discussion of his efforts the past year.

Vice-President's Report: Joseph McCabe. A written report was submitted by the Vice-President. Mr. McCabe would like to address the possibilities for a members-only website for the Society. He would like to see back issues of *The Tracker* be made available in pdf form on such a members-only website.

Moved: Kinzey; second—Britt, that the Vice-President be charged to investigate the creation of a members-only website. Motion passed unanimously.

Moved: McCabe; second—Kinzey, that a Job Description Review Committee, an *ad hoc* committee, be formed composed of Joseph McCabe, Jack Bethards, Carol Britt, Scot Huntington, and Randall Wagner. Motion passed unanimously.

Treasurer: James Stark. The Treasurer presented a written report. For the 2006-2007 Fiscal Year, the Society had a net operating income loss of \$25,073. Assets at the end of the year were \$1,733,052, with \$1,116,136 in deposit accounts, \$339,046 in investments, \$234,869 in merchandise inventory for resale, \$25,350 in other non-cash assets. Liabilities totaled \$83,163, principally deferred income from membership dues paid in advance of the close of the fiscal year. Membership totaled 3,329 on September 30, 2007, as opposed to 3,602 on September 30, 2006. Membership now stands at approximately 3,100. The 2008 National Convention is projected to return profits above that budgeted. The Annual Fund has run under budget, however. Sales of compact disks through catalogue operations are declining. Accounting changes are under consideration that would provide better tracking of the financial results.

David Dahl, Chair of the 2008 National Convention Committee, was introduced to the Council for a few remarks regarding the upcoming week's events.

Executive Director: Daniel N. Colburn, II. A written report was received from the Executive Director. Mr. Colburn has spent much of his time since the last meeting coordinating items for the 2008 National Convention. A hotel for the 2011 National Convention in Washington, DC, has been secured. The dates of the 2009 National Convention in Cleveland, Ohio, have been changed so that there is an overlap and a common event with the American Theatre Organ Society National Convention. In this process of renegotiating the hotel contract for this event, the room rate has been lowered. Work for the 2010 National Convention in Pittsburgh, Pennsylvania, continues, as well. Working on membership development, the Executive Director commented that, while 400 previous members have not renewed, there has been a healthy number of new members who have joined. Progress on compiling job descriptions for those working in Richmond continues. The *Organs of Italy* tour has been cancelled. Despite enthusiastic interest for the tour, an insufficient number of people registered, which can be expected in this economy. Ideas for future tours have been proposed. The 2004 Buffalo Convention disks have been sent to production and are expected for shipment in the very near future. The final distribution from the William Huber Estate has been received, with income divided between the American Organ Archives and for general purposes.

COUNCILORS' REPORTS

Archives: Carol Britt. Dr. Britt submitted a written report. American Organ Archives holdings have now exceeded 15,000 books. An important collection of German and Dutch pamphlets, once owned by Hans Hilberath, has been acquired. Binding and cataloguing continues. The project of providing additional shelf space in the Princeton, New Jersey, headquarters of the Archives was completed this spring. The Archives tour for August 2008 was sold out in June. The first plans for a symposium in the spring of 2011 have been formed.

Conventions: Allen Kinzey. Mr. Kinzey presented a written report with updates pertaining to several conventions from various committee chairs. The 2008 Seattle Convention has 250 registrants, with some days at 270. Registration was closed early for the convention. Some evening events will be open by ticket admission or donation. Most plans for the 2009 National Convention for Cleveland, Ohio, have now been concretized. Negotiations continue for a project to resurrect the five-manual Skinner Organ Company instrument in the city's municipal auditorium. Most offers for performers have been made. The 2010 Pittsburgh convention will open on the evening of June 21 and close on June 25, followed by an optional day. As mentioned above, the hotel for the 2011 Washington, DC, convention has been secured, and an itinerary of instruments within the District of Columbia, with one day devoted to suburban areas, under formation. There is a need for convention bids beyond 2011.

Education: James Cook. The President introduced Mr. Cook, who is attending his first meeting as Councilor for Education. A written report was received by the Councilor. He has spent much of his time since his recent appointment to Council orientating himself to his new position. The E. Power Biggs Fellowship committee has selected four persons as Fellows for the 2008 National Convention of the Society: Adam Gruber of Arlington Heights, Illinois; Demetri Sampas of the Boston, Massachusetts, area; Laura Trotta, a junior at the University of Nebraska-Lincoln; and Bernadette Wagner, a freshman at Indiana University. There has been no activity on the part of Historic Organ Recitals. A draft report from the Guidelines for Conservation and Documentation Committee has been distributed to members of the Council. The Historic Organ Citations Committee has awarded five Citations since the last meeting of the Council, four of which will be presented during the Convention this week. The Pipe Organ Database continues its phenomenal growth in content and use. There are now more than 35,500 entries.

Moved: Cook; second—McCabe, that Stephen Schnurr be reappointed Chair of the Historic Organ Citations Committee for a five-year term beginning October 1, 2008. Motion passed, one abstention (Schnurr).

Moved: Cook; second—Schnurr, that the Database Committee be reconstituted as a working committee rather than an advisory one, and that a plan be presented to Council in November. Members of said committee are: James Cook (Chair), Sand Lawn, Paul Marchesano, George Nelson, and David Scribner. Motion passed unanimously.

Finance and Development: Randall Wagner. Councilor Wagner provided a report from the Endowment Fund Advisory Board. The Fund amounted to \$487,289.06 on May 31, 2008, compared to \$356,615.50 on May 31, 2007. \$8,560.00 was transferred to the General Fund. The Van Pelt Fund Committee has begun to formulate its procedures.

The meeting recessed for luncheon at 12:30 p.m. The meeting reconvened at 1:04 p.m.

Organizational Concerns: Jack Bethards. Councilor Bethards' written report included news of his committees. Membership Chair Dennis Northway's report dealt with his continuing work with Councilor Bethards for the Society's renewed membership drive. The guidelines for the formation and operation of chapters have been sent to the chapters for their input. The Councilor expects to bring the document back to the Council at its November meeting.

Research and Publications: Scot Huntington. Several written reports were submitted by the Councilor. The autobiography of organbuilder Charles McManis will be available for sale this summer. A monograph on Alvinza Andrews is in process. A number of other book projects are in queue. The *2008 Organ Atlas* was mailed to the membership in time for receipt before the Convention. A report from the Director of Publications, Gregory Crowell, was included. *The Tracker* now has a backlog of articles for publication. Plans for the *2009 Organ Atlas* are in process. Funds have been received for printing the Cincinnati organ book project, which was part of the Governing Board's fundraising request from the February 2008 Pittsburgh, Pennsylvania, meeting. A project for scanning back issues of *The Tracker* for availability online has been formed.

Moved: McCabe; second—Britt, that National Council allow the Publications Governing Board to print its Cincinnati organ book project. Motion passed unanimously.

Moved: Huntington; second—Britt, that advertising for *The Tracker* and the convention *Atlas*, including Friends of the Convention, become the responsibility of the Publications Governing Board. Motion passed unanimously.

OLD BUSINESS

Guidelines for Restoration and Conservation: Huntington. Councilor Huntington submitted a document, Guidelines for Conservation and Documentation, finished by the Committee on June 28, 2008.

Moved: Cook; second—Bethards, that the National Council adopt the Guidelines for Conservation, dated June 28, 2008. Motion passed unanimously.

Moved: Libin; second—Huntington, that the Committee be continued to revise the previous Guidelines for Conservation and Restoration and bring them into conformity with the new Guidelines for Conservation and Documentation, and to produce supplemental materials as needed. Motion passed unanimously.

Convention Sourcebook: Schnurr. There was no report.

Mission Statement: Colburn. There was no report. The Executive Director will model the statement on the Articles of Incorporation.

Fundraising: another letter for the Annual Fund will be sent to the membership after the Convention.

Committee Lists: Schnurr. The Secretary chided the Council for its inability to compile a list of committees and governing boards over the past twelve months. Information is lacking still from the Councilor for Finance and Development.

NEW BUSINESS

Resolved: Schnurr; second—Kinzey, that National Council expresses its thanks to Trevor Dodd for his initiative in creating a facebook.com presence for the OHS. Resolution passed unanimously.

Resolved: Schnurr; second—Bethards, that National Council thanks James Cook for his creativity and hard work in leading and sustaining the OHS Pipe Organ Database. Resolution passed unanimously.

The Council discussed the possibility of special recognition of one or more contemporary organs which have made unique impact on the presence of the American organ in the twenty-first century.

Discussion followed regarding strategizing to foster bids for future conventions and/or mini-conventions.

Resolved: Schnurr; second—Bethards, that National Council expresses its thanks and appreciation to the 2008 Seattle Convention Committee and its sponsors. Resolution passed unanimously.

Resolved: Wagner; second—Kinzey, that National Council expresses its thanks and appreciation to Stephen Pinel for his initiative and hard work in organizing an American Organ Archives tour of New Hampshire and Vermont. Resolution passed unanimously.

Resolved: McCabe; second—Britt, that National Council thanks David Scribner for moderating the OHS members-only email discussion list. Resolution passed unanimously.

Resolved: Bethards; second—Wagner, that National Council expresses its thanks to the committee to revise the Guidelines for Restoration for their outstanding contribution to the Society and developing the new Guidelines for Conservation. Resolution passed unanimously.

Moved: Cook; second—Schnurr, that National Council presents to the membership the following addition to the bylaws, new section 3.3(b), to read as follows: Associate Members. Associate Members shall be those individuals who are members of a chapter of the Society but are not General Members of the

Society. Associate Members shall be entitled only to those benefits of membership provided by the chapter of the Society to which they belong. Vote by roll call: Bethards—yes; Britt—yes; Cook—yes Huntington—no; Kinzey—yes; McCabe—no; Schnurr—yes; Wagner—yes. Motion passed.

Moved: Bethards; second—Huntington, that National Council recommends to the membership the following bylaws changes: to amend sections 4.10 (a) and (b) to read as follows: National Council – Non-Voting Council Members. The Treasurer and Executive Director are Non-Voting Council Members.

(a) Treasurer. The National Council shall by majority vote of all Voting Council Members then in office appoint a Treasurer to serve at the pleasure of the National Council. The Treasurer is a National Officer of the Society. The Treasurer shall have general oversight of the finances of the Society, shall perform those duties required by law, and shall have those duties assigned by the National Council from time to time. The actual accounting, banking, cash management, tax document preparation, and other similar financial duties and procedures of the Society need not be personally performed by the Treasurer, but shall be reviewed by and be under the direction of the Treasurer. The Treasurer shall prepare or cause to be prepared an annual budget and an annual Treasurer’s report for publication no less frequently than once a year in the journal of the Society.

(b) Executive Director. The Society shall by majority vote of all Voting Council Members then in office employ an Executive Director to serve at the pleasure of the National Council to assist the National Council in managing the operation of the Society. The Executive Director shall report to the National Council and be subject to its supervision and direction. The Executive Director shall be (except as otherwise provided in these bylaws or as determined by the National Council) *ex officio* a member of all special and standing committees and governing boards of the Society. The Executive Director is ineligible to hold or be appointed to elected office in the Society.

Motion passed unanimously.

Moved: Huntington; second—McCabe, that National Council recommends to the membership the following bylaws change: the final two sentences of section 5.5 (b) 2, to read as follows: No fewer than two (2) Advisors shall be members of the Society. Members currently in office of the National Council and governing boards of the Society (other than this Advisory Board) are ineligible to serve as Advisors. Motion passed unanimously.

Moved: McCabe; second—Bethards, that National Council recommends to the membership the following bylaws change: the penultimate sentence of bylaws section 6.3 to include the following: (f) and change the Articles of Incorporation. Motion passed unanimously.

Moved: Huntington; second—McCabe, that National Council recommends to the membership the following bylaws change: bylaws sections 8.1 and 8.2 to read as follows:

8.1 Nominations for National Officers and National Councilors. The Nominating Committee shall present its slate of candidates for National Offices and National Councilors to the Voting Members at the Annual Meeting of the Society in even-numbered years. Nominees must be members in good standing to be considered by the Nominating Committee and to appear on the ballot. This slate shall be published within fourteen (14) days of its announcement at the Annual Meeting of the Society and, in any case, in the next available issue of the journal of the Society. For the purposes of this Section 8.1, posting the slate on the Society’s website within fourteen (14) days after the nominations are announced shall be deemed “publishing.” Additional nominations for National Officers and National Councilors may be made by petitions signed by at least seventy-five (75) Voting Members. Such petitions must be postmarked no later than ninety (90) days after the publication of the slate to the Voting Members of the Society. The official slate, consisting of the slate proposed by the Nominating Committee, together with any nominations by the petitions of Voting Members shall be delivered or made available to Voting Members with the ballot. If a nominee withdraws or is otherwise unable or ineligible to run for office prior to the election, the slate may be amended by the Nominating Committee after it is announced. Notice of any such change to the slate of candidates shall be posted on the Society’s website without triggering the petition process described in the fifth and sixth sentences of this Section 8. 1, unless the deadline for such petitions has not already passed.

8.2 National Elections. Elections shall be by direct ballot, cast (i) by mail or, (ii) if approved by the National Council, by electronic or telephonic means. A Voting Member unable or unwilling to vote by electronic or telephonic means may vote by mail. Ballots shall be delivered or made available no later than ninety (90) days prior to the Annual Meeting in odd-numbered years to Voting Members of record at the time of the delivery or availability of the ballots. Voting members shall receive instructions to convey completed ballots to a person, persons, or entity designated by the President no later than forty-five (45) days prior to the Annual Meeting. Ballots conveyed later than forty-five (45) days prior to the Annual Meeting shall be invalid. Two or more tellers, appointed by the President, shall meet to tally the ballots on a date certain no later than thirty (30) days prior to the Annual Meeting. The date, time, and place of the tallying of ballots shall be announced to the membership not later than sixty (60) days prior to the Annual Meeting. Any Voting Member of the Society may witness the tallying process. Tellers shall rank the candidates for each office in order according to the number of votes received. The number of votes cast for each candidate shall be made known to the National Council and to the candidates promptly after the ballots have been tallied. The number of votes cast for each candidate shall be published with the results of that election and announced at the Annual Meeting. Ballots shall be retained until the next national election of the Society. A plurality of votes cast shall be sufficient for election to an office.
Motion passed unanimously.

The Council discussed a preliminary budget for the 2008-2009 Fiscal Year.

The meeting recessed for the day at 5:47 p.m. The meeting reconvened on Sunday, July 13, 2008, at 8:01 a.m. in the Magnolia Room of the Holiday Inn SeaTac, Seattle, Washington. Present: Laurence Libin (President), Joseph McCabe (Vice-President), Stephen Schnurr (Secretary), Jack Bethards (Councilor for Organizational Concerns), Carol Britt (Councilor for Archives), James Cook (Councilor for Education), Scot Huntington (Councilor for Publications, arrived 8:02 a.m.), Allen Kinzey (Councilor for Conventions), Randall Wagner (Councilor for Finance and Development), James Stark (Treasurer), and Daniel N. Colburn, II (Executive Director).

Resolved: Huntington; second – Britt, that National Council recognizes with thanks and appreciation the creative work of Len Levasseur and Alan Bauer. Resolution passed unanimously.

Moved: McCabe; second – Schnurr, that National Council go into Executive Session. Motion passed unanimously. Council moved into Executive Session at 8:04 a.m.

Moved: Wagner; second – Kinzey, that National Council come out of Executive Session. Motion passed unanimously. Council moved out of Executive Session at 9:39 a.m.

The President led the Council in a discussion of the image of the Organ Historical Society and its potential impact on the world at large, culminating with the topic of changing the name of *The Tracker*, and divisive potential of such an action for the Society membership and beyond.

Moved: Schnurr; second – Cook, that the name of the Society's journal shall remain *The Tracker*. Vote by roll call: Bethards – abstain; Britt – abstain; Cook – yes; Huntington – no; Kinzey – yes; McCabe – abstain; Schnurr – yes; Wagner – abstain. Three yes, one no, four abstain. Motion passed.

REVIEW OF FUTURE MEETINGS

Review of dates, times, and places of upcoming Council meetings:
Friday, November 14, 2008, in Cleveland, Ohio

The meeting recessed at 10:00 a.m. The meeting reconvened on Friday, July 18, 2008, at 1:40 p.m. in the First Baptist Church of Seattle, Washington. Present: Laurence Libin (President), Joseph McCabe (Vice-President), Stephen Schnurr (Secretary), Carol Britt (Councilor for Archives), Scot Huntington (Councilor for Research and Publications), James Cook (Councilor for Education), Randall Wagner (Councilor for Finance and Development),

James Stark (Treasurer), and Daniel Colburn (Executive Director). Absent: Jack Bethards (Councilor for Organizational Concerns) and Allen Kinzey (Councilor for Conventions).

Moved: Wagner; second—Cook, that with the aim of improving OHS catalogue performance, David Barnett be and is hereby put in charge of catalogue operations with no increase in current compensation and in addition to retaining his duties as OHS Controller and IT manager. Mr. Barnett in his capacity of catalogue manager will report to and take direction from the Treasurer, who acts with authority of the National Council. As Controller and IT manager, Mr. Barnett will continue to report to and take direction from the Executive Director. Motion passed, one opposed (Schnurr).

ADJOURNMENT

Moved: Wagner; second—Huntington, to adjourn. Motion passed unanimously. Meeting adjourned at 1:44 p.m.

--Respectfully submitted, Stephen Schnurr, Secretary.

--Approved Friday, November 14, 2008, in Cleveland, Ohio.