

COAA BOARD MEETING
June 10, 2012
Knoebels Park Rally

Present: Angelo Rulli, President
Roger Wiegand, Vice President
Charles Wasson, Treasurer
Mary Jo Bopp, Secretary
Ron Bopp, Director/Editor
Wally Venable, Director
Ted Guillian, Past President

Teleconference: Fred Dahlinger, Director, Bill Hall, Director, and Dave Mahr, Director.
Mike Scheoppner, Coordinator of COAA chat group, and Ron Keisler, Coordinator of this teleconference was present.

Meeting was called to order by Angelo Rulli at 8:00 a.m.

Approval of the agenda:

Call for approval of the agenda. Wally Venable motioned to accept the agenda. Roger Wiegand seconded the move. Discussion: Angelo asked if there were any additions to the agenda and Wally had sent a suggestion about the history of registration fees for rallies. Angelo acknowledged that it would be part of the conversation. Angelo would like to add one item to the agenda which was recognitions of members, and those associations and organizations that are affiliated with us on whatever level.

Agenda was approved.

Angelo gave five minutes to anyone who wished to comment before the official meeting. There were no members present at this time other than the officers and directors. There were no comments.

President's report: Angelo Rulli

President's report was emailed prior to meeting to all officers and directors. Angelo commented that the President's message will be the guideline that he will try to follow for the first year of the Presidency.

Vice- President's report: Roger Wiegand

No report given at this time. Roger has indicated that he is willing to be in charge of education and charitable giving.

Secretary's report: Mary Jo Bopp

Minutes from the last board meeting were sent out to the board last year and were approved. The minutes were also sent out to this year's new board.

Document Retention report: Mary Jo Bopp

Mary Jo commented that she and Charles will work together to obtain the financial records for retention, and after she receives the reports, the board will be notified of which documents do not need to be retained. She will wait for approval to destroy or she will archive the material in separate place from the permanent and yearly retention records. Retention report was emailed to the board prior to this board meeting.

Wally made a motion to approve the report and Dave seconded. Discussion: Charles indicated that bank statements, cancelled checks for last six years might be difficult and there would be a charge from the bank for this action. Charles recommended that 1099's be added to the retention list. *The report was approved unanimously.*

Treasurer's report: Charles Wasson

Charles reported that we have a new account opened with Wells Fargo, and the PayPal account is doing well. Mid winter report given to board and the expenses for the first half of the year is \$12,000.00 versus the budget. For the year the budget was for \$27,000.00 and we spent \$12,000.00. Income for the year we thought would be \$29,000.00 and we received \$8,866.00 and dues are coming in slow. We have received dues from about 100 members and nine new members' sign up in addition to the 100 current members. Gary Stevenson has also had 10-15 renewal members pay for two years; therefore, the number of paid members is more than the 100 in the original report. Since this rally the cash in the bank is approximately close to \$27,000.00. Roger questioned the expense of \$958.92 for clothing shipping, with income showing \$572.40 for clothing sales. Charles reported that \$958.92 needed to be in new clothing cost instead of clothing shipping.

Charles Wasson made a motion on budget and financial responsibility.

Motion: Board, Directors and Committee chairmen will not incur expenses in excess of budgeted line items without Board and Directors majority approval. If approved to exceed budget line item, Board and Directors must identify the source of funds to cover excess expenditure.

Wally seconded the motion.

Charles discussed that it was his responsibility as treasurer and the board's responsibility to stay within the budget and not exceed the budget with new expenses without the board's approval. Question from Fred was if this has happened and the example was given of the meeting at Sanfillippo's.

Angelo stated that PayPal charges each time it is used and the charges are different depending on the amount used. Charles stated that for each \$40.00 membership dues received by PayPal, they charge \$1.18 and for \$60.00 they charge \$1.62. It is probably 2.5 % to 3%. The more money paid by a person that uses PayPal then the more they charge. Charles stated that if the person has a PayPal account and money in the account then the transfer is free. Fred recommended that Charles come back to board with a recommendation how to pass along PayPal expenses for the convenience it provides. No more discussion on the motion.

Motion voted and approved unanimously.

Editor's report: Ron Bopp

Ron's report was sent by email to all board members and officers prior the board meeting. Ron stated that he and Ted had discussed limiting the pages of the Carousel Organ Journal, and this was accomplished. The pages were limited to 36 pages except the anniversary issue which was 56 pages and monies from a donor offset the extra expense of that issue. Ron mentioned that the last four issues have contained articles written by 17 members and three non-members and no previous articles have been reprinted in the journal. The articles have been new fresh material. The printer has been easy to work with and she has her artist design the cover with the organ Ron picks out for her to work with at no expense to the organization. The printing costs have stayed the same since issue #2.

*Wally moved to accept the report. Roger seconded to accept the report.
The report was voted on and accepted unanimously.*

Advertising Chair: Marc and Debe Dannecker

Report was sent to the board prior the board meeting. Angelo stated that the advertising was down and Marc and Debe were the new chairpersons and are going to do all the paperwork and financial accounting for the advertising. He also stated that he was going to continue to solicit and be involved with the advertising. Since we have a deficit in the advertising it is recommended that we need to especially encourage dealers to advertise. We obtained two dealers last week.

Wally moved to accept the report and Ron seconded to accept the report.

Discussion: Charles stated with the advertisements that are in the journal should generate \$1200.00 a year, or \$300.00 per issue. At this time with half of the year gone, we have \$400.00 that has been paid for advertising which indicates that payments are overdue on many of the advertising accounts even from last year.

Wally stated that we as board members need to acknowledge the advertisers either by email, letter to thank them for supporting us. Ron commented that he feels the board could also solicit advertising with their influence to obtain ads and even place small ads themselves which some board members do at this time. Roger stated that as a customer of some mechanical music business, we should approach by saying "we would like to see your ad". Ted concluded that there are two (2) leads for advertising from the Netherlands; arrangers, Thomas Sterk and HiddoVan Os. Angelo stated he would follow up on this information.

The report was voted and accepted unanimously.

Web Master: Gordie Davidson

The report was handed out at this meeting and those on teleconference were unable to have the report to see.

Wally moved to accept the report. Ron seconded to accept the report.

Discussion:

Wally commented that the by-laws are not on the web page at this time. We have several sites besides the web site because of the individual rally sites. Weebly.com is a free site, but there has been difficulty in accessing this site because Weebly is blocked by many organizations. He suggested that we get an upgraded bandwidth for our web site www.coaa.us, which costs from our current price of \$7.00 to \$9.00. Ted said we get two free web sites, but we pay \$49.00 per year to get 10 web sites. Fred asked, since he was unable to see the report if there has been a provision to add back onto the web site. Angelo reported that Gordie has stated that everything that was on the web site will be back on there. The target date is July 1, and he will likely be adding to it and he understands that it is not all there. Discussion about the need for polices and procedure manual for all positions occupied in the COAA. The bylaws do not outline all of the positions that are held in the organizations and should be distinguished by the operating manual. Mary Jo asked that all reports for the meeting be submitted by email to all board members so they could read and digest the report before the meeting.

Vote to accept the report was unanimous.

Membership Chair: Gary Stevenson

Report was sent out to board members by email prior the board meeting. Angelo remarked that Gary had update and streamlined the database for membership and for our mailings. Eighty percent of mailings of meetings now can be emailed and making less mailing costs and a savings. Using land mail only for those without email should be a significant savings. Ron also stated that Gary is also communicating with the printer electronically, saving the organization buying labels, envelopes to mail labels to the printer, and allowing the printer to add to the envelope with not only the address, but for example “look inside for renewal membership or look inside for the Meridian rally form”.

Wally moved for the acceptance of the report and Dave seconded to accept the report.

Discussion: Bill asked that we discuss and note opposition in the organ census when we discuss this under Old Business and how it should be implemented. Fred asked the question about the back-up system that Gary was using now because of his older computer and was our membership information at risk? Angelo has donated to COAA a two year old laptop computer for Gary to use now. Angelo will discuss with Gary about external back up. Ron stated that Gary does have that and he sends Ron a copy of the file as back-up.

Vote to accept the report was unanimous.

Merchandise Coordinator: Danelle Mauldin

Report was emailed to the board prior the board meeting

Wally moved to accept the report and Dave seconded to accept the report.

Discussion: Wally mentioned that Danelle was looking for new merchandise to sell. Wally commented that in addition to bringing merchandise to the rally, maybe she should make sure the vests get to the rallies as a higher priority in his opinion, because they are advertising for the organization and that maybe prioritization of merchandise could be done so not all merchandise is going to each rally or event. It was stated that Danelle had concerns about not being able to attend all the meetings with the merchandise. Roger suggested that since most attendees of the rallies know in advance what rallies they will attend that maybe on chat or other means to call for volunteers to help with the travelling and selling of the merchandise. A schedule could be prepared six months in advance of people who know they were going to two subsequent rallies, so this doesn't become a last minute event and volunteers are asked at one rally to take the merchandise to the next. Charlie also expressed that Danelle was concerned of the merchandise being passed from person to person and then she loses control of what she has. It is recommended to have an inventory be completed by each person who receives the merchandise and sells it. If merchandise is given to the hosts of the rally then it should be charged as an expense for the rally.

Vote to accept the report was unanimous.

Member Susan Hendricks entered the board room. Boyd Bissell entered the room for a short time and left.

Discussion Group: Mike Scheoppner

Wally moved to accept the report and Dave seconded to accept the report.

Discussion: Most of the board said they did not receive the report, including the secretary, so Mike replied he would give a summary of the report. This is a Yahoo discussion group that only admits COAA members and although 170 members have indicated they want to participate only 88 actively participate in the discussion group. It is a great vehicle to get announcements out to the members, but not all members become participants in the group. Invitations to all members and new members are extended by Mike. Wally stated that the group is a moderated chat group in which Mike is the moderator and all chat goes through Mike first before being put up on the chat site. Wally pointed out that www.coaa.us is a public web site and the Yahoo discussion chat group is for members only so the board minutes, by-laws, membership directory and announcements can be posted securely on this site. Also the Organ Census can be posted very differently if the information is only going to members than if the information was going to a public web site. Wally made the motion to keep the separation of the Yahoo Discussion member only group separate from the public web site.

Motion: Encourage the continuation of the separate secure discussion group which is a member's only forum and the public web site which is intended as an outreach operation.

Charles seconded the motion.

Discussion: Fred stated that the discussion group is really an informal communication opportunity and is not an official COAA news information system, because only approximately 20% of the membership is involved with it and leaves out the other 80% of the membership, so he would recommend it not be serving as the official mouthpiece in terms of distribution of official information. Mike reported that on Facebook there is a totally unofficial COAA page being run by a member that had no sanction from COAA and the problem with that is that some members believe it is the COAA official discussion group. Angelo stated that although the board did not receive this there is a separate agenda item called social media which we are going to need to address at a different time.

Motion was voted on and approved unanimously.

Angelo will send out Mike's report to all board members.

Organ Rally Coordinator: Angelo Rulli

Report was sent to the board prior to the meeting.

Wally moved to accept the report. Dave seconded to accept the report.

Discussion: Wally objected to the word contract in the recommendation with the COAA and rally hosts as COAA cannot promise organs for a rally event.

Vote to accept the report was unanimously.

OLD BUSINESS

Bifurcation of COAA Funds: Fred Dahlinger

Copy of the written motion was distributed to the board by Angelo on May 15, 2012. Fred remarked that he really feels that rally attendees were aggrieved by whatever procedures that have been used in the past and those grievances need to be addressed, however he felt equally that the methodology and the content of how it was addressed at the meeting last year was inappropriate. Fred moved that we vacate that decision and those practices and establish a committee to truly address the foundational issues that they feel provides solutions to their issues and then have the board embrace those and move forward, and include in that the retro-application of those recommendations to this year's rallies.

Fred's motion to the board.

Motion: That the COAA board action of June 14, 2011, specifying the segregation and restriction of rally income; is to be immediately vacated and all implementation subsequent thereto shall be terminated; that all restrictions on past gifts, unless specified in writing by the donor at the time of receipt, shall also be lifted; that the president shall appoint a representative committee of the membership, an odd number of three or five, and may also designate the chair; that the committee shall define and evaluate the specific issue that led up to the vacated motion and propose a detailed plan to the board that addresses and resolves that concern in the best interest of the entire organization that their proposed plan will be presented to the board for review, discussion and action in a timely manner(three months); and that the approved plan be implemented retroactively to the memberships attending multiple rallies in the 2012 year.

Discussion: Wally does not like motion and feels it is inflammatory, and stated that there had been considerable discussion among members of the board here at the meeting who feel as a general policy that segregation of income is not a good idea and the board is looking at this informally and it is the rally organizers who are largely behind the business of separation.

Bill stated that part of discussion revolved around the idea that if a rally falls short on income and the income does not support the rally expenses, that there should be a fund available to just the rally people to cover those expenses. He stated that he didn't believe our general fund would allow that to happen and that he sees no reason to separate the expenses. We would not stand by and see a rally fall short and not pay their expenses.

Dave asked Fred if the purpose of Fred's proposal is reinstatement of rally registration as a source of income for the COAA. Fred responded saying that he didn't know what the best solution is to resolve the true grievances felt by rally participants and registrants. He felt that a committee that solicits the input of those people who feel aggrieved can evolve an equitable situation for all concerned.

Mary Jo commented that she understood what Bill was saying that the general fund has taken care of all expenses. She feels like we do need a committee to look into the problems and that last year's board meeting that brought about the motion of segregation of rally monies was inappropriate. It had not been on the agenda prior to when the board members received it through email and only a few board members knew about it. Ron stated that he didn't feel like Fred's motion was anymore offensive than the offensive statement last year. While he doesn't agree with Dave Mahr's reason for the motion, he understands where he is coming from.

Ron stated that there are solutions to help resolve this and a few suggestions had been discussed with Charles and one suggestion was to lower the rally fees. Dave asked that if the rally didn't make enough money to cover expenses, then where the money for the expenses would come from. Ron said from the organization's funds. He expressed that the organization is here as a unified group enjoying a unified hobby because some of the other organizations did not give that to us. Our group is interested in outdoor mechanical music and we have made it that way. We have a journal aimed that way and functions that by far surpass other organizations with more rallies. Fred stated he wanted to make one correction to what Ron had said.

Whatever is decided upon by the committee and brought forward to the board and embraced by the board would not only go in effect for next year but it also applies to everything this year. Wally suggested that we have a committee to look forward and make recommendations but not make them decide if the actions should be retroactive. Fred responded that he wrote the motion as retroactive to 2012 as a demonstration to those who felt aggrieved that upon the moment that this was brought forward that we are listening and that we are going to do something and from the time it gets a resolution put into place. We are still going to do something for them right now as we know the problem exists. That was the reason for making it retroactive through the 2012 rally season. Charlie stated that he did not agree with what happened at the last board meeting and it needs to go away, but he doesn't think it should be solved by a committee because people don't show up and things do not get done.

Charles has a proposed motion he thinks will solve it all immediately and leave us financially in good shape at the end of this year. He feels like we should leave the rally fees the same as it is for this year. The rallies have quite successful this year and will be putting quite a bit of money into the bank that will allow us a cushion for whatever 2013 and 2014 now held for us. He feels that this would be acceptable to those who feel aggrieved. He felt this needs to be taken care of now and not wait for a committee. For information to the board and just reading only, not as a motion from this reading Charles stated: Board and Directors will review proposed 2013 budget and follow on a year budget and establish a rally registration fee to cover only rally expenses. The fees can be adjusted as need be in future to cover expenses. Mary Jo asked if this meant that all monies go to general fund and Charles said yes, no separation of monies but on paper accounting it would show rally income and rally expense.

Ted commented on last year board meeting, concluding that no mandate was intended with the motion last year about separating the rally funds, he stated that it was a motion that the board shall make its objective to separate the funds. Ted commented that this was a budget problem that was being addressed last year and the whole intention of the motion that Dave made last year was to use the records the treasurer was keeping and find out exactly and very clearly how much and how fast the funds collected from excess rally fees was growing so that there was a history. The rallies made \$3,000.00 and \$5,000.00 with the donation given from the Eastern States Exposition. Roger stated that as he read the minutes of the motion that it read as an objective of the board, but that nothing was implemented to do this, or how this was to be implemented.

Dave stated that it was the board's intention to discuss this in the next year, but because Fred brought forth a proposal that preceded getting together as a board to address the implementation. He stated that the concept was that rally registration fees will be used for rally purposes as opposed to utilizing them to subsidize the general fund. Fred said he wasn't aware of progress of implementation except bifurcation and related things done through at least the end of last year which was a six month period and his motion was not circulated until May 15th of this year which is almost five and one half months with this board. Fred stated that it seemed there wasn't any carry through of what was termed an objective and it was actually made a part of actual practice in the current budget. Dave responded some of the board wanted to find out what the rally fee registration versus the expenses would be for the ensuing year, and have a better handle on how to deal with the problem. Example would be if the solution was to reduce the

cost of rally fees, then a better handle would have known by what a 12 month experience was for rally expenses versus income and what should be done in regards to rally registration fee. Dave said we felt we needed additional information on this past years dollar and cents to make those decisions. Fred responded by saying that is essentially what he (Fred) is advocating is exactly that. We are asking that the implementation that was undertaken before any study was initiated and be rolled back and we take the data that is being collected and use that intelligently to revise the practice and indeed apply also to the 2012 season. We are saying the same thing except the language of objective last year resulted in no study, it resulted in actual implementation without any reservation by the board and implemented in the budget this year.

Roger asked for a point of clarification please. He stated that looking at the budget he doesn't see any impact on this resolution for 2012 budget. It seems that rally fees are still being collected in excess of the rally expenses and we are doing exactly as we were doing in 2011, so it is unclear to him what implementation has happened if any.

Ron then asked the question to Dave "who are we?" Dave replied it was those people who felt like what was happening was unfair and discriminatory and those who felt we needed to change the practice. Ron indicated that he never saw anything about trying to collect data and that was never discussed with the entire board last year.

Angelo stated that Roger had ask for clarification that it was stated that this policy has been implemented in 2012 and that his reading of the budget that it has not been implemented and we are continuing to collect money and spend money exactly as we did in 2011. Wally question whether it was in error or misconception that \$2,000.00 donation was listed as rally income as opposed to being a contribution. Fred stated that to answer the implementation that question Roger was posing should be answered by Mike Schoepfner and Charlie Wasson and also about the check from the Big E and how it was treated.

Charles responded that if you look on the budget report of 2011 in rally receipts you find a donation for a little over \$2,000.00. That is where it was shown in the financial report. The report came with all the line items that show all the income and expenses individually. He stated that there were not two separate bank accounts for rally income and the general fund.

Angelo stated that twice he had heard the question asked of what the intention for the donation from the Big E was. Roger explained that he thought it was common practice to go to the folks who were hosting rallies and suggest to them that a financial donation to the COAA would be a nice thing to do. It was certainly his intention in soliciting a donation for the organization that it should be for the general benefit of the COAA because he suggested an amount to them that was greatly in excess of the amount of money we were going to spend on that rally, so the intention was to be a general contribution to the COAA and they came back with even a larger donation than he had expected. Angelo asked what fund did the donation go in and Charles responded that in the 2011 report Mike placed that in the rallies as a donation.

Ted commented that he and Mike determined that the donation was given at the rally and should be put into rally income. Ron asked Charles if the funds were segregated now and Charles responded that they were segregated by line item but it goes into one account in the bank and that we don't have segregated funds but a segregated budget that shows it.

Dave said he wanted to make a comment on the source of revenue that we are talking about here. The purpose for the resolution back June of last year was to apply to money taken from rally registration fees that come from the pockets of rally registrants. It was not intended to apply to other sources of income that were generated in conjunction with the rally, example, the 50/50 drawing, the sale of merchandise and anything that generated revenue other from the pockets of the rally attendees, would go into the general revenue fund. That was his understanding of the purpose of the resolution to begin with. Dave commented that in his opinion it is an error to include the \$2,000.00 in the rally fund. He thinks it should go to the general benefit of COAA because that \$2,000.00 didn't come from the pockets of the rally attendees.

Mary Jo asked for clarification from Charles and the board, that there was no segregation of the rally funds and the general funds. The response was there was no segregation of funds but it showed the sources listed in the line items.

Fred commented that he had some observations here that it sounds like there might be some reasonable agreement to change the listing of the Big E gift into a general account type of revenue. Secondly, it appears that we all want to address the grievances of rally attendees which were a presumed desire of the motion last year but fell short in terms of wording and application. The third item is that Charles has to support whatever happens here and his testimony on how much time (3-4 hours daily) he is spending needs to be observed. Fred asked how we are going to demonstrate to our rally attendees that we are going to address their grievances with a timely methodology practice and that seems like that should wrap up this whole issue.

Dave suggested that the board consider the general discussion that Charles made and either Fred amend his motion to read as Charles had suggested or that we take an up or down vote on Fred's proposal and if it is defeated then we move on to Charles' motion. Charles informational statement was reread concerning rally registration fees. "The board and directors will review proposed budget of 2013 and follow on year budgets and establish a rally registration fee to cover only approximate rally expenses". Fred asked Charles if this statement addresses the Big E contribution into the general fund. Charles replied that the statement would only address the rally registration fee, but it can easily be moved from the rally income to the general income. Wally suggested that if the board votes Fred's motion down and Charles' motion up, then he would make a motion to ask the treasurer to move the line item from rally income to general income. Dave commented that he certainly would agree with that.

Fred amended his motion to read:

Motion: I (Fred Dahlinger) move that the COAA board action of June 12, 2011, specifying the segregation and restriction of rally income, is to be immediately vacated and all implementation subsequent thereto shall be terminated and the board and directors will review proposed 2013 budget and follow on year budgets and establish a rally registration fee to match approximate rally annual expenses.

Wally seconded on the amended motion.

Call for vote on the amended motion.

Vote on the amended motion and approved unanimously.

Insurance: General and for Directors/Officers:

Angelo spoke of some commentary about our insurance from Jim Partrick and Wally Venable. Wally commented as a new board member he wanted to know what our insurance was. The board has talked about director and officer insurance per internet and Wally feels that we do not have sufficient information at this time to recommend the insurance, but should continue to look into it. Angelo read a memo from Jim that said that D&O and E&O are still out of our reach and when we reach the total membership exceeding 550, we take a look at this coverage. Angelo stated that some D&O insurances coverage is from \$1200.00 to \$2,000.00 annually.

Roger noted that with the company he works with to provide general liability and marine liability, that their quote for D&O for a non for profit organization about twice our size was half that amount that was quoted above. Around \$600.00 was quoted from Roger's insurance company. Wally commented that the board would welcome input from board members regarding specific policies, coverage and costs.

Fred commented that insulated coverage for not for profit organizations for directors and officers may be provided for in some state laws. Example: In the state of Wisconsin if an organization is chartered there and a not for profit board member cannot be sued unless it is criminally overt. Fred does not know about is the specific laws in the state of Ohio regarding not for profit organizations and that we need to be aware that even though board members live in different state, we are chartered by the state of Ohio and under Ohio laws. Angelo remarked he would look into this matter and he has found the original attorneys for the corporation in the state of Ohio.

Organ Census:

Bill stated that at last year's board meeting; he presented the idea of doing a COAA member organ census. There was a discussion about this and an approval to proceed. The idea was to share information with members on the organs that they have been working on or needing music for and whatever questions that they might have, they could share with members. It was also an idea to know what is available in a particular area if you want to sponsor an organ rally in your area, so you could contact other members to see if their organs could be available.

After the last board meeting this was not worked on or accomplished, so Bill submitted this topic on the agenda for this 2012 board meeting and it appears that with new people involved that were not at last year's board meeting and they took the idea and modified it from the original intent to include only three organs owned by members and our recent renewal form came out with space to list three of your instruments but that was not Bill's original intent and he doesn't feel it fulfills the objective of doing a census.

Ron Kiesler replied that he had volunteered to do that census, however he realized that he needed guidance from the board about privacy policy, and on all aspects of putting this project together and did not get with the board on this matter. Ron K. sent an email in January to Angelo and Ted, volunteering to continue to do that and go forward with the census with additional information from the board on how to proceed, if board chooses to have him do that. Ron K. stated that since he is not on the board anymore, he will step aside and have someone else do that if the board wishes.

Charles commented that he and Gary had not read last year minutes and were both trying to get the renewal forms together and sent out, that they both agreed to put on the renewal form that members list their favorite three instruments. Being unaware of last year's board meeting this was inadvertently done and apologies were given to Bill and the board. Wally commented that he felt that Ron K. needed to start circulating to other members of the COAA and the board on information on how he can move forward especially getting Bill in the conversation and Wally volunteered to take part in the conversation.

Ron K. indicated that he would put together a proposal and send it to the board so that the board can discuss it and give some guidance. Angelo remarked he had spoken to Gary and that Gary agreed from this time forward he will include five or more instruments.

Fred commented that FOPS a sister organization has this and we might want to converse with them on how they implemented this project. Ron K. feels that once the information is collected (privacy may be an issue to some members) and once the permission is given by members, that only the members of the COAA should be given the organ census information.

NEW BUSINESS

Bylaws

Angelo commented that the bylaws are outdated at this point and need to be revised. Fred commented that he would make the motion that circulated by Angelo on May 15, 2012.

Fred motion for the amendment to COAA bylaws, Article VII- Elections.

Motion: Amended to read:

Section 1 - Elections for *Officers and* Board members will be held on even numbered years.

Section 2 - A Nominating Committee will be appointed by the President, on odd number years, to solicit COAA members willing to serve the organization as a Board member *or Officer. Any*

COAA member may also submit their name for placement on the ballot. Only COAA members in good standing are eligible to serve.

Section 3 - No change.

Section 4 - The Nominating Committee will present a list of nominees for office to the editor of the COAA Journal. The list will be published as a ballot in the January issue of the "Carousel Organ". *The ballot shall specify beside each office the initial and final years of the service term being filled (i.e., "For President (2012-2016)" and "For Director (2012-2016)". There shall also be brief biographies for each nominee and a place for write-in votes for all positions.*

Section 5 - *The president shall appoint an Election Commissioner to receive all ballots, communicating the appointment to all Officers and Board members simultaneously by email. The Election Commissioner's street address and email address, to which completed ballots shall be returned, shall be part of the printed ballot.*

Section 6 - *To be valid, ballots sent by email shall have a receipt date and time no later than January 21, 11:59 PM of the election year. Ballots sent by U. S. Postal Service shall have a postmark not later than January 21 of the election year.*

Section 7 - *The Election Commissioner shall tally all valid ballots received on or before the closing election date and time, as specified on the printed ballot. The vote tallies for both slate and write-in candidates, shall be summarized and remain entirely confidential during the tally process.*

Section 8 - *Should a write-in candidate win the voting, the Election Commissioner shall affirm from the COAA Treasurer, confidentially, that the winner is a COAA member in good standing and contact the winner directly to gain their acceptance of the position. If they decline, the next highest vote winner shall be judged by the Election Commissioner to have won and reported as such. In the event of a tie vote, the Election Commissioner shall do a coin toss and declare a winner.*

Section 9 - *The Election Commissioner shall be the one and only judge in the matter of voting and the reporting of the results.*

Section 10 - *The Election Commissioner shall distribute the election results simultaneously by email, to all serving board members, the journal editor and all candidates standing for election by ballot. Phone calls will be made thereafter to those lacking internet service. The announcement shall occur as soon as possible after the last valid votes are received, but no later than seven calendar days after the election is formally closed. The complete election results shall also be published by the editor in the next issue of the "Carousel Organ."*

Wally seconded the motion.

Discussion. Ron asked that the motion be tabled until the board had time to really discuss the motion. This could be done at the next meeting. Fred supported that the motion be tabled. *Ron motioned to table this motion and Wally seconded the motion to be tabled. Vote to table Fred's motion to amend Article VIII – Election, was unanimously.*

The motion was tabled until the next meeting.

Legal Counsel

Angelo commented that the legal counsel for the COAA is Stearns & Hammer in Bowling Green Ohio. Wally commented that he knew of members of the COAA with attorney backgrounds that would help informally but not offer a legal opinion. Roger requested that we establish a budget for legal counsel in advance of such discussion because of the charge per hour for such counsel.

Recognition of Members

Angelo stated that the budget does not recognize the recognition of members and he feels that this is an important matter that needs to be addressed. He feels that we need to give thanks to those who contribute mightily to the COAA and this needs to be put into the budget.

Wally made the motion.

Motion: The board authorize expenses and direction to the President up to \$100.00 a year for recognition, which does not need to be addressed by the board in advance but will be reported to the board.

Ron seconded the motion.

Discussion: Angelo feels like \$100.00 is not enough a year. Charles commented that \$100.00 is not in his opinion sufficient if we set up a budget for this. We have the money and we could set the amount up to \$500.00 and spend against that line item.

Ron offered to purchase the plaques in the Bradenton Florida for the President at a much reduced price than the price quoted for Ted's plaque.

Wally amended the motion.

Motion: The board authorize expenses and direction to the President up to a line item in the budget of up to \$500.00 a year which does not need to be addressed to the board in advance but will be reported to the board.

Ron seconded the amended motion.

The vote was unanimously in favor of the motion.

Ted gave thanks to the board for the plaque he received.

Social Media:

Angelo mentioned that this will be talked about in depth with the next meeting. The discussion is that we don't have a copyright on the COAA or a registered logo trademark, and this can be used by anyone.

Miscellaneous:

Ron showed a clear acrylic box (6x4x4) with a slot that is put out at every rally he attends with a sign saying Thank You for your donations to the COAA. Ron would like to see as many organ owners' have something like this and who are willing to do so at each rally. People in the crowd want to give donations when they see other people donating their time and efforts to entertain and educate. The cost would be the acrylic boxes and Ron would volunteer to do the signs with their own organs on it.

Ron's second comment was that he handed out a CD to all board members and will mail out to Fred, Dave and Bill; the first 11 years of rallies from the pictures he has taken over the last 11 year to help identify members.

Mary Jo commented to Charles that we need an audit for the organization. Charles stated that he would look into having someone do the audit and the cost and then email the board to see if we want to spend the money to do that.

Mike suggested that we have an audit more than when the organization changes treasurers. It was suggested that Charles look into someone to review instead of audit because it is less formal. Mike suggested that if we have a review that we use another COAA member who would not charge us.

Angelo would like to recognize with plaques, other than COAA members, that the COAA does show appreciation to others.

Fred said that when there is a donation either member or non member the language has to be like the gift may be used tax purposes as provided by law. It needs to be worded that way since there are persons or organizations that are not eligible for tax purposes and you do not want to declare that to them without being correct. Also the IRS has a threshold of \$300.00 and anything above that amount has to receive a formal statement in the receipt of that gift must be provided to the donor, because those who are eligible by law will need that to file their taxes. There needs to be a formal written documentation.

Angelo adjourned the board meeting at 11:09 AM.

Respectfully submitted,

Mary Jo Bopp, secretary
COAA

