

TAAA Board of Directors Meeting Minutes: November 10, 2021

The teleconference Zoom Board meeting was called to order at 6:30 PM, M. Smith, President, presiding. Board members present: E. Foley, Vice President; M. McDowell, Treasurer; R. Reynolds, Secretary; and Members-at-Large, D. Smith, G. Gomez. TAAA Member, David Ludveah, David Levy, Jim McShehee.

Approval of Minutes: E. Foley moved to accept the minutes as presented of the Oct 13, 2021 TAAA Board meeting. Motion was seconded by M. McDowell. Motion carried 6-0.

President's Comments: M. Smith noted the need for a diversity policy for purposes of applying for grants and encouraged passage. She also provided update on Giving Tuesday campaign and noted need for more pictures. Updated Board on NVRC committee formation. Updated Board on resignation of J. D. Metzger from the leadership of the Astronomy Fundamentals effort and the subsequent appointment of Doug Smith as a replacement. No TIMPA report in this Board meeting though site projects continue.

Treasurer & Covid Report: M. McDowell reported normal financial activity in the last month but a variety of revenue sources converged including the completion of the donations for the 4th container at CAC. A brief update on the local and state COVID stats revealed slight increase in infection rate. Ed Foley made a motion to accept the Treasurer's Report and it was seconded by D. Smith and passed by a vote of 6-0.

Review of 2020 990: Due date for the 2020 990 is this coming November 15 unless we apply for a 6 month extension. Started with a review of the financials and Q's and A's on the first page. Very similar to current financials. TAAA program revenues included in line 8 and broken out on Schedule A.

Agenda Change for Junior Astronomer Assn: A request was made to discuss David Levy agenda item. Doug Smith made a motion to suspend 990 discussion to allow discussion of David Levy agenda item. Motion was seconded and passed 6-0. David then made a presentation in support of establishing a Tucson Junior Amateur Astronomy Association (TJAAA) together with Tim Hunter and the Denver Junior Astronomical Society. It would start with joint meetings twice a month and could be national in scope. Doug suggested creating a new SIG to cover the juniors and it was pointed out that all TAAA leaders involved in this would have to be familiar with the TAAA Minor Policies. It was discussed how this effort could/might evolve into a Junior Astronomical League. A motion was put forward by R. Reynolds to create a Junior Astronomer SIG for 10-17 year olds on condition that 1.) all involved TAAA parties are familiar with and are qualified in accordance with the TAAA Minor Policy and 2.) there is a report back to the Board by April 2022 Board meeting as well as monthly SIG reports. The motion was seconded and passed by a vote of 6-0.

Resume Review of 2020 990: Reviewed and discussed TAAA program descriptions and accomplishments that have been used in prior 990's.

- The need and/or potential role for program data was discussed at length including whether it is needed both in the 990 and grant applications. One view was TAAA needs to up its game for purposes of marketing its programs while another view was that the current language was adequate. In addition, there was discussion of whether the reference to the current publication of the “Desert Skies” was accurate as well as whether we should reference “public education” or “public use”. It was also suggested we reference our online presence.
- Discussion then moved to a review of the Yes/No questions the IRS uses to screen for potential audit. Schedule B was not required as we had no contributions over the threshold value. However, the new TAAA endowment fund did trigger new “Yes” responses acknowledging its presence. Further, most responses remain “No” as in prior years. Discuss and confirmation also occurred on question 29 where we claimed non-cash contributions less than \$25,000. No changes in the 990 resulted from execution of formal leases for member pads. However, the recently adopted whistleblower, document retention, and conflict of interest policies will start changing more answers to “Yes” in next year’s return.
- On page 7, the Treasurer is not identified as an “officer” per state law.
- Line 1G on page 9 is blank because each non-cash contribution received did not meet threshold reporting requirement. Further discussion occurred on whether non-cash contributions need to be reported. A request was made of the accountant to confirm his opinion regarding reporting a zero value for non-cash contributions.
- Section 2a line regarding donated government services is zero because we didn’t check the appropriate earlier boxes.
- Discussed reported depreciation on reported TAAA assets.
- Further discussion occurred on the 4b notation of the publication of “Desert Skies”. It was agreed to leave wording in 4b as written but in the next 990, consider a write up with more data on TAAA’s public activities.
- Motion was put forward by R. Reynolds to approve the 990 as presented based on the CPA’s representation of donated services is correct. Motion was seconded by E. Foley. Motion passed 6-0.

Construction Report: No activity to report as general contractor is dealing with COVID issues.

COVID Policies: No changes proposed but increase in AZ infect rates were noted. A discussion ensued over COVID policy for holiday party. Masks optional if vaccinated and most of the event will be outdoors. Proof of vaccine will not be required though it was recommended that invite note that participants attend at their own risk.

Holiday Party: It was agreed that planning needs to commence soon if the 15-16 surplus telescopes are to be offered for sale at the event. Plans were formulated to assist Ed in the planning and preparation steps necessary for a member silent auction at the party. The result was optimism that a silent auction could occur inclusive of a blast message to membership. Party will start at 5PM and end at 7:30PM when the silent auction is scheduled to conclude.

CAC Planning Report: The 4th container project is now complete. In addition, an expansion of the RV area from 4 to 6 spots is being planned that will occur at the same time as the MOP. Further, new CAC plot plans with new access roads and parking for the Learning Center have been proposed. The MOP is moving ahead and it looks like we will have 12-14 solid lessees moving ahead in the process by the end of November.

Approval of Reimbursement of Expense for Commercial Astromart account: A motion was made by Mike to reimburse Ed for \$300 of Astromart expense. Motion was seconded by Bob Reynolds and passed 5-0. Ed Foley abstained.

Approval of Second Fidelity Brokerage Account: A motion was made by M. McDowell for the Tucson Amateur Astronomy Assn. Inc. board to adopt the following resolution: To establish and maintain a general brokerage account at Fidelity Brokerage Services and appoint Edward Foley and Michael McDowell as authorized traders for the account. This motion is subject to concurrence by TAAA accountant Keith Schlottman that use of the brokerage account to accept from lessees of member observatories securities that are later liquidated is without any special issues. The motion was seconded and approved by a vote of 6-0.

NVRC Committee Recommendations: A motion was made by M. McDowell and seconded by D. Smith to table these discussions until the next Board mtg or when the NVRC is ready.

Approval of Diversity Policy: A motion was made by Mike to approve the Diversity Policy, as presented, which was seconded by D. Smith. The motion was approved 6-0.

A motion was put forward to adjourn the meeting by M. McDowell which was seconded by E. Foley. The motion was approved and the Board meeting **adjourned @ 9:50pm.**