**TAAA Board of Directors Meeting Minutes: January 12, 2022**

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, R. Means. TAAA Members: Jim Knoll, David Rossetter, John Rummel

**Approval of Minutes**: M. McDowell moved to accept the minutes as presented of the Dec. 8, 2021 TAAA Board meeting. Motion was seconded by R. Means. Motion carried 7-0.

**President’s Comments**: M. Smith noted the following:

* John Mead has formally resigned his TAAA/TIMPA positions and Ben Bailey has been appointed Chair of the TIMPA Planning Committee and TAAA representative to the City of Tucson/TIMPA Board. TAAA thanks for all of John’s contributions to TAAA.
* The leadership of the non-paid star party program is being assigned to Bernie Stinger with complete hand over from Jim Knoll by the start of the new school year. TAAA thanks Jim for all of his contributions to the star party programs.
* Martha Marshall has assumed the role of Registrar for the Grand Canyon Star Party by end of January. Discussions with park rangers indicate that the in person star party is still planned though COVID mitigation strategies have not been agreed. Ranger wants TAAA to hold of any announcements until discussion with NPS is complete.
* Community of Southern Arizona grant program could be good candidate for funding however it does not appear that we meet the minimum 2021 criteria.
* The Holiday party was very successful even though attendance was lower than normal due to COVID restrictions.

**Treasurer & Covid Report**: M. McDowell reported normal financial activity in the last month with membership at nearly 600. The construction report on the Learning Center included reports that lumber had been delivered for interior finish work, the contractor returned from sick leave and we are, once again, working toward the needed county inspection. Tucson COVID stats are very discouraging. Doug Smith made a motion to accept the Treasurer’s Report and it was seconded by E. Foley and passed by a vote of 7-0.

**Learning Center Funding**: The highlight is that we now have enough cash in TAAA’s bank account to cover the estimated payments to Thacker. However, funding is still needed for additional expenses to complete facility such as furnishings, etc. Mike notified the Board that he intends to donate the materials (approx. $3,000 in total) and labor to complete the telescope enclosures on the Learning Pad. E. Foley made a motion to accept Mike’s donation for the telescope enclosures. Motion was seconded by D. Smith. Motion passed 6-0 with Mike abstaining.

**COVID 19 Policies**: It was proposed that we make no changes to existing policies as most activities are outside, virtual and RMO usage is extremely limited. Mask usage is also encouraged.

**CAC Planning/Ops Report**: Bob Reynolds reviewed current status of the MOP. Jim added additional Operations items.

* Managing 4 distinct risks which are delivery, design, schedule and cost risks. In the mean time, we still have approximately 15 individuals wanting to move ahead with the process as well as 2 people wanting dob pads.
* Delivery risk is being managed by formally abandoning further efforts to work with a non-responsive BYO. In BYO’s place, we have reestablished contact with Randy Maddox and he has agreed to be our contractor for, at a minimum, the observatory structures, the pads and the electrical work.
* Design risks are being managed through the study of existing BYO drawings, facilities as well as the Wally Rogers Observatory (which was constructed by Randy Maddox).
* Randy has indicated that he wants to start observatory construction in early June so we now have a schedule for the extensive preparatory work that precedes actual contruction.
* Cost risks will be managed through use of fixed price contract elements, as much as possible.
* It was further noted that Ed will propose a project governance plan to the Board in the February meeting. Further, Mike noted that he will set up separate checking facilities for all lessee funds.
* Jim thanked Ed Foley and Conrad Stolarski for their help on the CAC reservation system which is now operational and charging the new fees.

**CAC Member Facilities Coordinator Position**: Jim proposed a new position responsible for fee administration and management of on-site storage, member pads, and member observatories. This person will also be the point of contact for lessees regarding fees and work with the Treasurer to calculate fees. M. McDowell made a motion to approve the new position as described and D. Smith seconded it. The motion passed by a vote of 7-0. Following the vote, there was discussion about optimism that CAC will be able to fund itself in the future.

**NVRC**: B. Reynolds noted the need for the Board to approve more specific language proposed more specific language for recent by-law changes.

* After considerable discussion, a motion was put forward by B. Reynolds for the following amended by-law language to be presented to the general membership. It was seconded by R. Means and passed with a vote of 7-0:

This following new language will be added to Article 3, Section 2, after sentence pertaining to age limits.

“Members of the same family may not run for election in the same election cycle or hold positions on the same Board. For purposes of this paragraph, “same family” refers to spouses, domestic partners, children, siblings, whether by blood, by current marriage (an in-law) or by prior marriage (for example a step-son/daughter).”

* After considerable discussion, a motion was put forward by B. Reynolds to present the by-law amendments for Article IV, Section 2 and 3 shown in Attachment 1 to a vote by the general membership. The motion was seconded by E. Foley and passed with a vote of 7-0. Discussion included consideration of 2 different versions of proposed language with the final decision made to accept the language put forward by D. Smith.

**Stary Messenger Educational Events**: T. Lappin asked the Board for a discussion of COVID protocols to be used in the upcoming Book Festival. Board concurred with masking and sanitizing protocols that both TAAA and the event sponsor are putting in place. These requirements include all outdoor activities, masking, sanitizing of pencils and other equipment. However, event includes close contact and touching of common surfaces and equipment. There are concerns about level of volunteer participation which could impact TAAA participation in the event. There are also concerns about telescope/eyepiece/magnifier/gloves/rover controller sanitation which are being addressed by both Jim Knoll and Terri.

A motion was put forward to adjourn the meeting by D. Smith which was seconded by E. Foley. The motion was approved and the Board meeting **adjourned** @ 8:20pm.

**Attachment 1 to TAAA BOD Mtg Minutes of January 12, 2022**

The first change changes the term length from one year to two years for the board members.

WAS:

 **Article III Section 2.**

**Election of the Board of Directors:** With the exception of the Immediate Past President, the General Membership of the Association shall elect the Members of the Board of Directors annually at the May General Meeting, in accordance to Article IV Section 3. Any member over 18 years of age and who is a member in good standing for at least one year may be nominated to an office. Elected and ex-officio members of the Board of Directors shall hold office for a term of one year beginning on June first and until their successors are elected or qualified. At the General Meeting in June, the newly elected Members of the Board of Directors shall be introduced to the General Membership.

TO:

**Article III Section 2.**

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These next changes define the staggered election cycle.

**ARTICLE IV Meetings of the General Membership**

**Section 3. The election of the Members of the Board of Directors and Members of the Nomination and Volunteer Resource Committee** shall be conducted at the May General Meeting as follows:

Paragraphs 1 thru 7 remain unchanged.

Add Paragraph 8:

8. The election for the members of the Board of Directors shall be staggered as follows:

a. During even numbered years, starting with the 2022 election, the Secretary, Treasurer

 and two Member At Large positions shall be up for election.

b. During odd numbered years, starting with the 2023 election, the President, Vice

 President and the third Member At Large position shall be up for election.

c: This paragraph applies only to the 2022 election. To start the staggered pattern the

 President, Vice President and the third Member At Large position shall be up for

 election, but shall be elected to one year terms.