**TAAA Board of Directors Executive Meeting Minutes: July 12, 2023**

The teleconference Zoom Board Executive meeting was called to order at 6:30 PM, M. Smith, President, presiding. Board members present: E. Foley, Vice President; B. Whitehead, Treasurer; R. Reynolds, Secretary and Members-at-Large J. Kalas, S. Bailey, D. Rossetter.

**Conflict of Interest Forms**:

* The floor was opened for any comments on COI forms. Only one question was discussed which addressed potential conflicts that might arise through donations. Otherwise, there were no issues identified.
* In general, it is felt that both the City and TIMPA will be cooperative in resolving sublease status.

**Bach Award Status**:

* The status of the recommendation was discussed and there is no target date for completion of the application. It is now expected that the award would occur in either in Sept or Oct general meeting.

The Executive session of the Board adjourned at 6:42 pm.

**TAAA Board of Directors Open Meeting Minutes: July 12, 2023**

The teleconference Zoom Board open meeting was called to order at 6:43 PM, M. Smith, President, presiding. Board members present: E. Foley, Vice President; B. Whitehead, Treasurer; R. Reynolds, Secretary and Members-at-Large J. Kalas, D. Rossetter, Suzanne Bailey, as well as TAAA Members: John Mead, Jim Knoll, Ben Bailey, Doug Summers, and Doug Smith.

**Approval of Minutes:**

* The approval of the June 21, 2023 Board minutes was deferred to the July meeting as copies of the June 21 minutes had not been fully distributed to current Board members.

**Presidents Report**:

* Thanks to everyone who helped and supported the Grand Canyon Star Party! The viewing and attendance were great! Special thanks to Jim Knoll for his support.
* Bob Rose was appointed to Assistant Director of CAC.

**Treasurers Report**:

* The Treasurer began with a summary level review of balance sheet. It was noted that negative balances were corrected at month end with transfers from money market accounts.
* Fixed assets reflected cumulative depreciation continue to be adjusted to reflect actual placed in service dates. As a result, net assets are ~$1.34 million.
* Nine years of MOP lease payments were moved from income accounts to “unearned lease payments” which will be adjusted annually to reflect amortization of total lease proceeds.
* The Treasurer then gave a summary level review of the income statement. Current month negative revenue and resulting current month loss is due to reclass of the MOPO lease payments.
* The Treasurer reported that we are close to budget with the exception of increased star party and donation related income which resulted in a favorable budget vs actual balance for the year of ~$121k.
* A brief review of Fidelity, Chase, and Raymond James accounts was presented including the how the cash positions are distributed over all projects and operating accounts.
* The 2023-24 as amended for updated non-cash entries was presented for approval. Budget forecasts net revenue of ~$31k with annual lease revenue generally offsetting new non-cash entries. E. Foley then made a motion to approve the budget as amended for latest non-cash entries and the motion was seconded by B. Reynolds. The motion then passed by a vote of 7-0.

**Review of Old Business:**

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| --- | --- | --- | --- |
| **TAAA Board Action Item List as of 07/12/23** | |  |  |
| **Date** |  | **Date** |  |
| **Entered** | **Item** | **Completed** | **Comments** |
| 11/9/22 | Volunteer of the Month Award |  | David Rossetter, Comm Chair starting to collect volunteer data |
| 3/9/23 | Clarification of Minor Policy Incident Report |  | Mae to discuss concerns with Terri |
| 3/9/23 | Develop TAAA vendor & affiliate listings | Long Term | Mae/Barbara to resume wk after budget/ins complete |
| 6/6/23 | Bach Award |  | Kalas working on write-up for Sept/Oct general member mtg |
| 6/6/23 | Close out & transfer safe deposit box | by Dec 1 | Barbara |
| 6/6/23 | Term limit recommendations |  | Board approved language sent to NVRC for action and membership vote |
| 6/21/23 | Follow up with TIMPA/City re sublease |  | Ben Bailey, John Mead |
| 6/21/23 | John Mead to work with City/TIMPA re lease/permit status |  | John Mead working with TIMPA to find related documents |
|  | Any Learning Center follow ups??? |  |  |

* Volunteer of the Month Committee is beginning to collect data on TAAA volunteer efforts.
* Training in the TAAA webpage search function will be used to aid member access to the Minor Policy Incident form. It was also suggested that notification on how to find the form to the Minor Policy Committee.
* A proposal to modify the C&BL to incorporate the following language was pit forward:

Add the following paragraph to Article III section 2 immediately after the paragraph titled “Election of the Board of Directors”:

**Term Limits:** Members of the Board of Directors may only serve in those positions for the limits as defined below:

* A member may only serve as President for a maximum period of 4 consecutive years. Further, following a break in service, a member can only serve for an additional consecutive 4 year period. In any event, a member can not serve as President for more than a total of 8 years.
* A member may only serve as Vice President for a maximum period of 4 consecutive years. Further, following a break in service, a member can only serve for an additional consecutive 4 year period. In any event, a member can not serve as Vice President for more than a total of 8 years.
* A member may only serve as Treasurer for no more than 8 years.
* A member may only serve as Secretary for no more than 8 years.
* There are no term limits for Member At Large positions. In addition, officers who have met term limits for other Board positions may serve as Members at Large.

The time served in one BOD position does not count against the term limit of any other BOD position. Thus a member may serve out the entire term limit in one position and then serve in a different position.

* A motion was made by E. Foley and seconded by B. Reynolds to approve the proposed term limit language and to forward to the NVRC for membership vote. The motion passed by a vote of 7-0.
* Contact has been made with TIMPA and they are searching for sublease related documents that can be used to resolve lease issues with the City. J. Mead is planning on making approach to the City on the lease issue. He is optimistic the City’s issues can be addressed though there remains a possibility that further City concerns could arise. It was noted that the City has been aware of TAAA’s presence at TIMPA as the City has requested proof of insurance for the last 9 years. However, we have yet to find evidence of a required City approval of the TIMPA sublease.

**Final Report on Grand Canyon Star Party**:

* Event was successful with mostly good weather, 49 telescopes and almost 79,000 contacts with the public over the course of the GCSP. 2024 GCSP is now scheduled for June 1-8.
* All money for GCSP t-shirts was recovered through public sales.
* As a result of 2023-24 GCSP schedule, a motion was put forward by B. Reynolds to move the June 2024 general meeting to June 14, 2024. The motion was seconded by S. Bailey. The motion passed by a vote of 7-0.

**32” DFM Telescope ‘Ol Yellar Project**:

* Reviewed slides which summarized progress thus far. Photos showing disassembly of telescope in CO and storage in AZ were presented. Status of 16.5’ Ash Dome is it is now in storage at CAC. Condition of both the telescope and dome is excellent.
* ROR observatory design has been chosen as the dome is too small for scope at CAC latitude and including a direct focus camera.
* Recommendations to Board include:
  + Retain telescope & install in ROR observatory at CAC
  + Initiate funding drive & sell Ash dome
  + Convert telescope to f/3 direct focus design
  + Implement 3 phase development plan
* The 3 phases of the proposed development plan
  + Restore original f/13 telescope in new ROR
  + Convert scope to f/3 direct focus
  + Convert to remote operations capability
* Expected cost for all 3 phases, after sale of the Ash Dome, is approximately $100k.
* B. Reynolds then made a motion for the Board to endorse the 4 recommendations above which was seconded by D. Rossetter. Significant discussion followed which was generally supportive of the project and included exploration of possible siting options. The motion then passed with a vote of 7-0.

**Sale of Available Member Observatory**:

* B. Reynolds made a motion that TAAA will start marketing the sale of J. Kalas observatory through use of things such as the Bulletin, Member Planet, etc. Motion was seconded by M. Smith. Discussion followed which explored whether a Board motion was needed. It was subsequently agreed that given the facilities are TAAA property, it was advisable to have Board concurrence. The motion passed by a vote of 6-0 with one abstention by J. Kalas.

**CAC Astronomy Camp**:

* A brief discussion regarding a possible astronomy camp at CAC followed. These were considered before the pandemic and were considered to be highly consistent with the TAAA mission. Target audience could be grade school through local city colleges. It was agreed that planning and scheduling should commence based on earlier related efforts.

A motion was put forward by B. Reynolds to adjourn the meeting which was seconded by S. Bailey. The motion was approved 7-0 and the Board meeting adjourned at 8:55 pm.