

TAAA Board of Directors Meeting Minutes: February 9, 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, G. Gomez. TAAA Members: Jim Knoll, David Rossetter.

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

- Planning on utilizing Zoom vote for upcoming bylaw election. Asked for Board concurrence which was provided.
- Displayed proposed ballot language to be used in upcoming bylaw vote. Proposed ballot language requests voters vote yes or no on the Constitution and Bylaw changes presented in the January 24, 2022, all-member email and February 4, 2022 General Meeting pertaining to BOD term lengths, BOD term stager and prohibitions of family members on the BOD. It was suggested, and agreed, that the actual proposed bylaw language be read aloud prior to the member vote.
- The results of a poll regarding preferences for length of term for each Member at Large was announced. Ralph Means indicated a preference to run for a 2-year term. Gus Gomez indicated a preference for a one-year term. As a result, both Ralph Means and Doug Smith will run for 2-year terms in the coming election cycle and Gus Gomez will run for a one year term in the next election cycle. A motion was then put forward by B. Reynolds that the Member at Large subject to the one-year term in the coming election will be Gus Gomez and that any additional candidates for MAL positions must declare which of the existing positions they wish to run for. The motion was seconded by E. Foley and passed with a vote of 6-0.
- A motion was put forward by B. Reynolds that the NVRC run the upcoming TAAA General Election with the OPA vote system which will open one week prior to the May General Meeting and close 30 minutes into the May General Meeting whether the General Meeting is online or in hybrid format. The motion was seconded by E. Foley and passed with a vote of 6-0.

Application for National Web Education Project: Based on upcoming deadlines for the NWEP, B. Reynolds moved that TAAA make an application now to the NWEP but TAAA participation will be subject to further BOD review with Terri Lappin in the March BOD meeting. Motion was seconded by E. Foley. Motion carried 6-0.

President's Comments: M. Smith noted the following:

- The President noted the need for flexibility as activities return to pre-covid patterns. The Grand Canyon Star Party may be a good example as the NPS covid management strategies may impact ability to advertise, number of attendees, etc.

Treasurer & Covid Report: M. McDowell reported normal financial activity in the last month with an ending cash balance of approximately \$196,000. Covid situation is improving after

peaking in the third week of January and no changes to policy were recommended. The construction report on the Learning Center included reports that final activities underway to allow required county inspections. Framing lumber for the interior build out has been delivered and E. Foley is working with contractor to make changes necessitated by structural components and optimize space utilization. However, the contractor has not been responsive in the last week.

TIMPA Scheduling: Web site will be updated to show corrected dates of February 25 and 26 for next TIMPA star party.

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

- Announced ongoing activities to accommodate Alan Midkiff and his 50" dob and antique Zeiss refractor. Working with Crawford, Karkoshka, and Rua to see if there are any land purchase opportunities. If none, we will also explore other options that may be possible.
- MOP has created 2 subgroups to work both roof automation and internet designs/implementations. For roof motorization and automation, several contractors have been interviewed and a bidder list is being refined.
- Bids will be sought for non-MOP scope such as easement road to LC, RV expansion and selected sidewalks.
- RV reservation system up and running.
- The Messier Marathon is scheduled for March 5.
- A MOP Power of Attorney (POA) for John Kalas and his potential conflict as a MOP lessee was discussed. A lengthy discussion over the components of the MOP governance ensued. This discussion resulted in two motions as well as a plan to approve/discuss MOP leases in March BOD meeting. Further, disbursement controls were discussed.
- A motion was put forward by B. Reynolds to open new, segregated checking account for the MOP with read only access for potential lessees. Motion was seconded by E. Foley. Motion passed by a vote of 6-0.
- A motion was put forward by E. Foley that the Board give J. Kalas POA to act on behalf of TAAA for the MOP during the year 2022 to commit TAAA to contract to amounts not to exceed \$1,000. Motion was seconded by B. Reynolds. Motion passed by a vote of 5-1.
- A motion was put forward by B. Reynolds to give J. Kalas authority to negotiate the MOP contracts on behalf of TAAA subject to subsequent approval by the Board. C Motion was seconded by E. Foley. Motion passed by a vote of 5-1.
- B. Reynolds advised that a second invoice has been received from attorney Jonathan Rybalid for \$1,440. B. Reynolds informed Board that he would seek reimbursement of these charges if the MOP goes forward but would not seek reimbursement if the MOP does not go forward. The Board felt no further action was needed until money received from MOP Lessees.

Minor Policy: Jim gave an update on minor training policy updates including background checks and testing of hybrid video protocols. A list will be compiled of those who have completed the necessary training. Jim recommended to having training available once a year and online documentation/forms are now updated to the latest versions. Any overnight stays at CAC will require supplemental training/refreshes of policy.

A motion was put forward to adjourn the meeting by B. Reynolds which was seconded by G. Gomez. The motion was approved 6-0 and the Board meeting **adjourned @ 8:03pm.**