

Minutes of the Meeting of the Board of Directors  
9 August 2004

The first meeting of the Board of Directors of the Alliance for Astronomy, Inc. was held at St. Charles Community College, Cottleville, Missouri on the 9<sup>th</sup> day of August 2004 at 7:00 pm.

The following were present: James M. Roe, Yvonne Roe, John Hoff, Stacey Thater, Jim Twellman, and Steve House. Non-Directors present were: Wayne Clark and Nancy Clark.

The Secretary presented a waiver of notice of the meeting which was filed with the minutes of the meeting.

The Chairperson made his report which consisted of:

The status of the Corporation which included the registered copy of the Articles of Incorporation, the Certificate of Incorporation from the Missouri Secretary of State and the statement by the Incorporator which named the initial Board members and officers and the Bylaws adopted by the Incorporator, copies of all of which are filed in the Corporate records.

A review of the Bylaws followed by a motion to re-adopt the bylaws. Motion duly seconded and carried.

A discussion of using the Internet and other modern communication technologies in lieu of face-to-face meetings to promote efficiency in Board operations.

A discussion of the need for, and availability of, training for board members. Stacey Thater plans to attend Seminar on September 2 "Legal Issues and Volunteers" and report back to the Board.

A notice that there exists a vacancy on the Board and a request for all Board Members to diligently search for appropriate candidates. In particular, we could use someone well versed in fund raising.

The Chair introduced a resolution regarding opening a bank account with Bank of America, motion made to authorize such and duly seconded, carried unanimously. Secretary will file copy of resolution with minutes.

Per the Bylaws, the Treasurer is Chair of the Finance Committee which requires two or more other Directors to serve. Jim Twellman and Jim Roe volunteered to work with Treasurer John Hoff. Immediate task of Finance Committee is to develop operating budget. Given the need for startup expenditures, a motion was made to establish a preliminary budget of \$1,000 to cover such, duly seconded and carried unanimously. Identified items anticipated include various governmental filing fees, especially for the application for 501(c)(3) exemption, checking account costs and office expenses.

The Chair presented a proposed Mission and Vision Statement which was debated and adopted unanimously in the form attached to the Minutes.

The Chair presented a proposed Policy on Contributions and Contributors which was debated and adopted unanimously in the form attached to the Minutes. A key feature of this Policy is the recognition of a Founders class of contributors which are contributors who will support the Alliance in its early stages of growth, before any tangible results are in place. These Founders are to have special recognition and honor throughout the history of the Corporation by suitable means.

The Chair presented a proposed application form for accepting Associates and was directed to include language requiring consent of applicant to a background check.

The Chair presented a proposed Policy on Volunteers which was debated and adopted unanimously in the form attached to the Minutes. Steve House volunteered to create a provision regarding the management of minors to be considered as an amendment at a future meeting of the Board.

The Chair presented a concept plan for the proposed facility. Current thinking is for a meeting hall of some 2,000 square feet containing a large meeting room, a small meeting room, an office and two rest rooms. Two roll-off roof telescope shelters are shown in the concept plan. A phased development was discussed which will get more study.

A poll of the members revealed that Thursday evenings are the best choice for future meetings and Stacey Thater requires a two week advance notice to reserve a conference room at the Community College. While the Bylaws require a minimum of quarterly Board meetings, it is anticipated during these early days of organization and planning that monthly meetings may be needed. The Executive Committee is charged by the Bylaws with determining meeting dates and agendas.

The Chair led a discussion about the availability of volunteer resources beyond those who have a strong interest in promoting our mission and vision. Of particular note are the Engineers Club at the Community College who might adopt our drafting needs as a group project, and the Human Services Program at Lindenwood University who might aid us in such activities as grant proposal writing. Each board member is asked to remain alert for any and all possibilities for such assistance.

Action items identified for the immediate future:

The Executive Committee to maintain contact, probably via email, and plan for next meeting.

The Finance Committee to begin drafting an operating budget.

The Chairperson will file the required notice with the Missouri Attorney General's Office vis a vis charitable solicitations and will fill out the IRS form for 501(c)(3) exemption. The Chairperson will meet with Betty Yahn-Kramer, the Parks Director for the County of St. Charles to update her on our progress and plans, to start exploring the legal relationship to be established, to request that the Parks Department include site planning for our facility in their ongoing planning for Brommelsiek Park, and to discuss the possibility for a phased development.

Founder support as Associates and Supporters to be initiated immediately. The Chairperson will revise the web page to announce the Founders program and provide

forms in PDF files that can be downloaded and filled in. Each board member is urged to print a few copies for recruiting, especially at Star Gazing events.

The Chairperson will produce a Privacy Policy for use in handling personal information of Associates to be considered at the next meeting of the Board.

The Chairperson will prepare a specific solicitation to the local school districts.

The Chairperson will seek pro bono architect and engineering services to get building cost estimates for a future capital fund drive. Board members are urged to submit candidates for such to the Chairperson.

Meeting adjourned at 9:00 pm.

Respectfully submitted,

by: \_\_\_\_\_  
Yvonne J. Roe, Secretary

## Alliance for Astronomy, Inc.

### Mission Statement

The mission of the corporation shall be to promote public awareness, appreciation and education in astronomy and related sciences.

### Our Vision

Alliance for Astronomy, Inc., exists to enrich human experience and nourish scientific interest and inquiry through the promotion of popular Astronomy in the greater St. Louis Area. This mission will be accomplished through:

- Establishment and operation of an astronomical facility where the wonders and joys of astronomy and related sciences can be demonstrated to the general public
- Hands-on opportunities for people to view astronomical objects with their own eyes by providing appropriate equipment, instruction and opportunity.
- Providing popular, specialized lectures and demonstrations to illustrate and familiarize the basic concepts necessary to understand processes of government that impact astronomical issues and humanity's access to and experience of the night sky.
- Proactive efforts to help public, private and home school organizations and teachers improve science and mathematics instruction at all levels.
- Provide resources for more advanced students, including college students and self-directed individuals, to enable them to contribute scientific knowledge through research.
- Establishment of a corps of trained and qualified volunteers who will carry out the day-to-day activities in pursuit of our vision and accomplishment of this mission.
- Enlist and encourage public-spirited persons, groups and organizations who embrace our vision and mission, and who will generously provide both capital and operating funds to make the vision real.

Policy Statement Regarding Contributors and Contributions to  
the Alliance for Astronomy, Inc.

**Resolved,** that the Alliance for Astronomy, Inc., through its officers, Associates and agents, shall recruit and recognize contributions of time, talent, services, goods and money from individuals, groups and organizations in furtherance of our mission and vision. Contributors may be recognized and organized as follows, without limitation:

**Associates:** Individuals accepting, and agreeing to support, our mission and vision with contributions of money and volunteer services. To qualify as an Associate, individuals must make annual contributions of \$50 and perform specific functions within the organization. To be recognized by appropriate badges/insignia, listing on web page, service medals, etc.

**Honorary Associates:** Individuals, groups and organizations accepting, and agreeing to support, our mission and vision with annual contributions of \$50. To be recognized by listing on web page, etc.

**Interns:** Individuals accepting, and agreeing to support, our mission and vision by providing volunteer services only. To be recognized by listing on web page, etc.

**Major Supporters:** Individuals, groups, and organizations making annual contributions of \$500 or more. To be listed in lobby of meeting hall, on publications, web page, etc.

**Supporters:** Individuals, groups, and organizations making annual contributions of up to \$500. To be listed in lobby of meeting hall, on publications, web page, etc.

**Solicitations/Applications:** The Chairperson may develop such forms and materials as he/she shall deem appropriate for the recruitment/solicitation of the foregoing categories.

**Capital Donors:** Capital contributions shall be solicited for specific items, eg, meeting hall, telescope, accessories. Donors' names to be listed and attached to item. Major donors may be recognized by assigning a name to the item, eg "John and Mary Doe Memorial Telescope." Board of Directors to approve each and every capital funding objective, solicitation materials, and proposed incentives (eg, naming rights).

**Miscellaneous:** Donations of equipment and other material items may be accepted provided there are no restrictions as to the use or disposition of the items imposed by the gift unless such restrictions are expressly approved by the Board of Directors. Donors to receive acknowledgment and expression of gratitude for gift, but in no case shall officers, Associates, nor agents express an opinion of value of any such gift.

**Founders:** In recognition of the need for donations to fund early development activities, those Associates, Honorary Associates, Major Supporters and Supporters who subscribe and make their donations before such time as the meeting hall is dedicated for service shall be designated as 'Founders' with appropriate insignia and permanent listing in the meeting hall and on the web page.

Policy Statement Regarding the Organization and Governance of  
Associates and Interns of the  
Alliance for Astronomy, Inc.

**Whereas**, the completion of our mission and the realization of our vision depends strongly upon the services of volunteers, and such volunteers will be entrusted with significant responsibilities, therefore be it

**Resolved**, the following policies and guidelines shall be applied to the organization and governance of Associates and Interns:

**Age:** Associates must be 18 years or older.

**Qualifications:** Associates must volunteer, and be qualified to perform, specific tasks, but in no case shall gender, race, national origin, religious affiliation or other protected category be a requirement or disqualification for acceptance as an Associate or Intern. The Chairperson shall develop the specific task descriptions in consultation with whomever the Chairperson may select.

**Training:** Associates must demonstrate sufficient skills to carry out assignments. One or more examiners may be appointed by the Chairperson or his/her designee to certify competence to carry out the assigned duties. Training shall be offered to assist those who lack the qualifications to meet the criteria. It shall be the express policy of the Board to help those volunteers who wish to raise their levels of competence for more demanding and challenging tasks.

**Organization:** Associates are encouraged to self-organize into committees and such structures as they deem useful for the efficient performance of the mission and vision of the organization. In particular, an Advisory Board would be welcomed to provide analysis and recommendations to the Board of Directors and the Executive Committee. The Chairperson shall be an *ex officio* member of any such Advisory Board. Any such Advisory Board may adopt and amend its own Bylaws not inconsistent with the mission, vision and Bylaws of the Alliance for Astronomy, Inc. Notwithstanding anything to the contrary, any such Advisory Board serves at the pleasure of the Board of Directors and may be disbanded or discontinued in their sole discretion.