

Alliance for Astronomy, Inc.

Minutes of the Meeting of the Board of Directors
April 21, 2005

A meeting of the Board of Directors of the Alliance for Astronomy, Inc. was held at the St. Charles Community College, Cottleville, Missouri on the 21st day of April 2005 at 6:00 pm.

The following were present, being a quorum: James M. Roe, Yvonne J. Roe, Stacey Thater, Jim Twellman, John Hoff and Jan Lewien.

The Secretary presented a copy of the notice of the meeting which is filed with the minutes of the meeting.

The minutes of the previous meeting of 3 March were read by the Secretary and, on motion duly made and passed unanimously, were approved as read.

Re-stated Bylaws were discussed and, on motion duly made and seconded, adopted by the Board by unanimous vote. The Secretary attested to the adoption of the new Bylaws and a copy was filed with the records of the Corporation.

Per the new Bylaws, the Board will govern the Corporation via written policies and the following policies were individually introduced, discussed and, upon motions duly made and seconded, were adopted by unanimous vote.

1. Global Executive Constraint – EL #1
2. Treatment of Consumers – EL #2A
3. Treatment of Staff – EL #2B
4. Financial Planning and Budgeting – EL #2C
5. Financial Condition and Activities – EL #2D
6. Emergency Executive Director Successor – EL #2E
7. Asset Protection – EL #2F
8. Compensation and Benefits – EL #2G
9. Communication and Support To The Board – EL #2H
10. Ends Focus of Grants or Contracts – EL #2I
11. Global Board-Executive Director Linkage – Linkage #1
12. Unity of Control – Linkage #2A
13. Accountability of the Executive Director – Linkage #2B
14. Delegation to the Executive Director – Linkage #2C
15. Monitoring Executive Director Performance – Linkage #2D
16. Global Governance Commitment – Govern #1
17. Governing Style – Govern #2A
18. Board Job Description – Govern #2B
19. Agenda Planning – Govern #2C
20. Chairperson's Role – Govern #2D
21. Board Member's Code of Conduct – Govern #2E
22. Board Committee Principles – Govern #2F

23. Cost of Governance – Govern #2G

24. Global Ends – Ends #1

The Secretary attested to the adoption of each and every one of the foregoing policies and filed a copy in the records of the Corporation.

Upon motion duly made and seconded, Stacey Thater was elected by unanimous vote to succeed James M. Roe as Chairperson.

Upon motion duly made and seconded, James M. Roe was elected by unanimous vote to be the Acting Executive Director until such time as a contract for Executive Director services can be drawn up and agreed to and Mr. Roe resigns his position as member of the Board.

The meeting adjourned at 8:00 pm.

Respectfully submitted,

Yvonne J. Roe, Secretary