

**MINUTES OF THE BOARD OF GOVERNORS  
ORGANIZATIONAL MEETING  
ARIZONA ARTS, SCIENCES AND TECHNOLOGY  
ACADEMY FOUNDATION, INC. (AASTA)**

Pursuant to the waiver of call and notice of the meeting, signed by the Acting Chairman and filed with these minutes, the organizational meeting of the Board of Governors of AASTA, was held at 4 o'clock p.m. on Tuesday, October 26<sup>th</sup>, 2004, at the Law Offices of Burch and Cracchiolo in Phoenix, Arizona.

Initial Members of the Academy and the Board of Governors were present: Charles Backus, James Collins, Gary Krahenbuhl, and Jane Maienschein. Further present by telephone and participating in the meeting were: Russell Balda, James Buizer, Curtis Hinsley, Laurie Leshin and Zachary Smith. Not present were J. Lyle Bootman, Philip Christensen, Jonathan Lunine and Joaquin Ruiz. Patrick Burkhart acted as Chairman of the meeting and Suzanne Reuss recorded the minutes.

The Chairman stated that the Articles of Incorporation had been filed with the Arizona Corporation Commission on October 15, 2004, that the Articles were being published and that the corporation was now qualified to transact business. The Chairman further reported that AASTA had applied for an expedited review via a tele-filed application. Approval from the Corporation Commission is anticipated within the next week. Among other purposes, the Chairman noted, today's initial meeting prepares AASTA to submit an application for 501(c)3 tax-exempt status with the Internal Revenue Service, thereby allowing AASTA to solicit and receive philanthropic donations.

A set of proposed Bylaws for the corporation was presented by Patrick Burkhart, based upon a review of best practices from similar intellectual societies, such as the National Academies, the American Association for the Advancement of Science, and the New York Academy of Sciences. Charles Backus moved to adopt the proposed Bylaws, Gary Krahenbuhl seconded the motion. Calls for discussion centered upon the ease with which these Bylaws could be amended, should such a need arise. There being no noted problems or need for change at this stage, **RESOLVED** the Bylaws are reviewed and adopted as a whole as the Bylaws of the corporation and Suzanne Reuss was instructed to file a copy of the Bylaws in the minute book. The motion was unanimously approved.

**ELECTION OF BOARD OF GOVERNORS**

The meeting then proceeded to the election of members of the Board of Governors and the following members were elected unanimously:

Charles Backus, Russell Balda, J. Lyle Bootman, James Buizer, Philip Christensen, James Collins, Curtis Hinsley, Gary Krahenbuhl, Laurie Leshin, Jonathan Lunine, Jane Maienschein, Joaquin Ruiz and Zachary Smith. Each member to hold office and serve as the interim Board until such time as a membership campaign will permit the election of officers and a governing Board for a regular period of 12 months.

## **ELECTION OF OFFICERS**

The meeting then proceeded to the election of officers and the following officers were elected unanimously:

Chairman, Gary Krahenbuhl  
Vice Chairman, Jonathan Lunine  
Vice Chairman, Zachary Smith

Each to hold office until their successor shall have been elected and qualified.

## **OFFICERS AND BOARD MEETINGS**

A motion was duly made and seconded and unanimously adopted, **RESOLVED** that the office of the corporation shall be established and maintained at 3892 S. Felix Place, Chandler, Arizona, and that the meetings of the Board of Governors may be held in the City of Phoenix, Arizona, or elsewhere as the Board of Governors shall from time to time order.

## **BANKING**

The matter of a depository and checking account was considered and upon a motion duly made and seconded, the following resolution was unanimously adopted, **RESOLVED** that a commercial checking account for and in the name of the corporation be opened at the Bank of America located in Chandler, Arizona.

Gary Krahenbuhl asked how the checking account would be initially funded and Patrick Burkhart indicated that he was prepared to make a donation to AASTA that would allow the account to be opened. At this time, Patrick indicated that he had invested approximately \$5600 in pre-incorporation expenses; these funds were used primarily for supplies and travel, legal and filing fees, purchase of a domain name to obtain the web address, <http://www.aasta.net>, rental space on a server for one year and the acquisition of software for developing a website. The current temporary website will be closed and a link provided to send visitors to the new permanent site. Charles Backus urged Patrick to consider making a loan to AASTA as a means for potential reimbursement for some of these start-up costs.

Further **RESOLVED**, that the elected officers or the statutory agent sign checks drawn on the account.

Further **RESOLVED**, that the resolution or resolutions required by the bank for the opening of the bank account and the signing of the checks are considered as passed at this meeting, and that a copy of the resolution or resolutions in the usual form used by the bank shall be attached to these minutes.

Further **RESOLVED**, that the Chairman is authorized to certify to the passage of the resolution, as required by the bank, at the meeting of the Board of Governors held on this date.

## **FISCAL YEAR**

Upon motion duly made and seconded, the following resolution was adopted unanimously, **RESOLVED** that the corporation adopt as its fiscal year the period from January 1 to December 31.

## **APPOINTMENT OF STATUTORY AGENT**

Upon motion duly made and seconded, the following resolution was adopted unanimously, **RESOLVED** that Patrick J. Burkhart be appointed as Statutory Agent for the corporation.

Consistent with the Charter and Bylaws, AASTA will be a volunteer-led, staff-supported membership organization. Although Patrick Burkhart and Suzanne Reuss have been directly involved with the development of the organization, it is their intent to function as staff support rather than as Board members. Therefore, a motion was made and seconded, **RESOLVED** to appoint Patrick Burkhart as President and Suzanne Reuss as Vice President for an interim period identical to that of the interim Board. Once a regular Board and slate of Officers is elected, regular appointment as staff will also be made. It was noted, however, that at this time there are not funds available for salaries, therefore compensation and benefits will be addressed at a later date.

## **MEMBERSHIP AND FELLOWSHIP**

The immediate activities for AASTA involve the creation, approval and implementation of a membership development plan. The membership prospects are overwhelmingly drawn from the three state universities, although some contacts from state government and research institutions also exist. Working outward from the founding members, there are approximately:

- 45 individuals whose names were listed on AASTA materials as being interested in active involvement;
- 50 individuals who expressed interest over the summer but whose travel plans prevented their affiliation with the organization; and
- 300 prospects identified through their appointment or affiliation with relevant organizations and institutions.

A discussion ensued about the best way to quickly and thoughtfully develop criteria for membership and fellowship. Concerns were raised about the problems associated with self-nomination and the scope of credentials required for membership and fellowship. Normally, fellows are elected from a group of members whose contributions over time to an organization are considered especially meritorious. For the first group of AASTA fellows this will have to be developed along a different model. Chuck Backus asked that email addresses be provided for all Board members in addition to the addresses provided in the Board Briefing booklet for today's meeting. These will be sent out by email within the next 24 hours.

A motion was made and duly seconded, **RESOLVED** that an ad hoc group of Board members will develop criteria and share them electronically, with a deadline for revisions. Once a set of criteria and a process are developed and agreed upon, further action will be taken by the Board to begin the membership campaign.

## **OUTREACH AND FUNDING**

Three initial local targets for philanthropic support are the Flinn Foundation, Arizona Community Foundation and the Piper Trust.

One initial project might be a series of television programs for PBS, specifically KAET in Phoenix, developed along the lines of Grand Challenges that would highlight the intellectual communities in Arizona as well as the application of their work to a national or global audience. KAET is eager to discuss the ideas further and a lunch will be set up within the next two weeks to further explore this idea. Curtis (Kit) Hinsley urged that these Grand Challenges all involved multidisciplinary projects to really address the scope and capacity of the Arizona intellectual community. Interested Board members are encouraged to attend and more information will be provided regarding this opportunity.

A second approach to activities might involve partnerships with other intellectual societies in the development of workshops and conferences to be held in Arizona. As a result of Jane Maienschein's contacts with the New York Academy of Science, Patrick Burkhart visited New York and plans to hold a joint conference were well received. A potential topic might involve past and present science advisors to the federal government. The earliest time for such a conference would likely be in Fall 2005, allowing enough time to develop a program and suitable audience and counting on good weather as one attraction to the state.

This ended the discussion led by Patrick Burkhart and the meeting was turned over to Gary Krahenbuhl as Chairman of the Board. Gary thanked Patrick and Suzanne for all their efforts that led to this point and recognized the enthusiasm that the Board feels for this new venture.

There being no further business to come before the Board, the meeting was adjourned at 5:00 p.m.

Suzanne Reuss