

# SCAAS DRAFT MINUTES

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## Society for Cultural Astronomy in the American Southwest, Inc.

### Organizational Meeting

September 25, 2011

### Minutes

Attendees via teleconference: Todd Bostwick, Tony Hull, Greg Munson, Ken Zoll

The meeting began at 12:00 PM (PST) with a roll call by Tony Hull.

The first order of business was a discussion of the name of the organization. The discussion centered on whether to use the term “archaeoastronomy” rather than “cultural astronomy.” While the term archaeoastronomy is descriptive of what most are doing in the field, it was felt that the term was somewhat limiting in scope and carried with it some negative connotations from being associated with poor studies in the past. Cultural astronomy, on the other hand, would be more inclusive of current Native American practices as well as anthropological studies. A **Motion** was made and seconded to adopt the “cultural astronomy” in the organizational title. The motion was approved.

Next, the draft Articles of Incorporation prepared by Greg Munson and Ken Zoll was reviewed. A **Motion** was made and seconded to adopt the Articles of Incorporation as presented in the Attachment and to authorize Greg Munson to file them with the State of Colorado. The motion was approved.

A preliminary slate of officers was presented by **Motion** naming Todd W. Bostwick as President, Tony Hull as Vice-President, and Ken Zoll as Secretary/Treasurer. The motion was seconded and approved.

Filing for nonprofit tax exempt status with the IRS was discussed. The filing must include the organization’s Bylaws. Therefore, this discussion was tabled for the next meeting, together with the approval of draft Bylaws. **Action Item:** Ken Zoll will update the previous draft Bylaws and distribute for discussion at the next meeting.

The 2011 Conference was discussed. A **Motion** was made and seconded to approve all expenditures and obligations made by Greg Munson and Tony Hull in conjunction with the 2011 Conference. The motion was approved.

The publication of the 2011 proceedings was discussed. The suggestion to have three reviewers was discussed. Although this was recognized as a common practice of established publishing houses it was felt that this was not necessary for this Conference. The duties of a managing editor and a technical editor were also discussed for clarification purposes. A **Motion** was made and seconded to name Tony Hull and Greg Munson as editors of the 2011 Proceedings. The motion was approved.

The 2012 Conference was discussed. Tony Hull indicated that the Hibben Center was again offering to host the conference in 2012. A **Motion** was made and seconded to authorize Tony Hull to pursue negotiations for this

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Conference with the Hibben Center and is authorized to obligate up to \$1,000 for this purpose. The motion was approved. The following considerations were discussed:

- Develop dates in the week before the Summer Solstice covering two and a half days
- Include voluntary workshops prior to the conference on two or three topics
- Include morning field trips
- Develop Native American contacts and encourage participation
- Develop the date for the call for papers

A **Motion** was made to authorize Ken Zoll to purchase the domain name “scaas.org” for the Society and to begin to develop the website. The motion was approved.

As the organization of the Society and the 2012 Conference proceeds it was recognized that Greg Munson may need to make some trips to Albuquerque. A **Motion** was made and seconded to reimburse Greg Munson for any travel expenses incurred during these meetings. The motion was approved.

A date for the next teleconference meeting was not set but should occur in about 30 days. Agenda items for the next meeting will include: filing status of Articles of Incorporation; review of 501(c)(3) documentation prior to filing; status of 2012 Conference planning; status of website; review of draft Bylaws.

The meeting adjourned at 1:35 PM (PST).

Submitted by Secretary Ken Zoll

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Attachment

**ARTICLES OF INCORPORATION**  
of the  
**Society for Cultural Astronomy in the American Southwest, Inc.**  
(a Colorado non-profit corporation)

**ARTICLE ONE**

The name of the Corporation is *Society for Cultural Astronomy in the American Southwest, Inc.*.

**ARTICLE TWO**

The period of duration of the corporation is perpetual.

**ARTICLE THREE**

The purpose for which the corporation is organized is exclusively charitable, scientific, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE FOUR**

(1) The Colorado street address of the corporation's initial registered office is:  
13994 Road 30.2, Dolores, CO 81323

(2) The name of the initial registered agent at the address of the initial registered office is:  
Gregory E. Munson

**ARTICLE FIVE**

The character of affairs of the corporation will be:

- a) to promote interest in the cultural astronomy and archaeoastronomy of the American Southwest; to encourage an appreciation of and support for archaeoastronomy research;
- b) to encourage a scientific attitude in the study of cultural astronomy and archaeoastronomy in the American Southwest;
- c) to promote the spread of cultural astronomy and archaeoastronomy knowledge through publications, meetings, and other educational programs;
- d) to serve as a bond among those interested in the cultural astronomy and archaeoastronomy of the American Southwest.

**ARTICLE SIX**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to

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pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE SEVEN**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

### **ARTICLE EIGHT**

The private property of the directors, officers and agents of the corporation will be exempt from liability for corporate acts, debts, liabilities or obligations. The Board of Directors and officers shall have all rights of indemnification to the fullest extent possible in accordance with and subject only to the provisions and limitations of provisions of the Colorado Revised Nonprofit Corporation Act. No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as officer or director, to the fullest extent possible in accordance with, and subject only to the provisions and limitations of the Colorado Revised Nonprofit Corporation Act. The greatest possible power of indemnification shall not be denied or limited by the bylaws.

### **ARTICLE NINE**

The names and addresses of the initial board of directors are:

<u>Name</u>	<u>Address</u>
1. Todd W. Bostwick, Ph. D.	2208 W. El Prado Road, Chandler, AZ 85224

