

AHS Governance and Policy Committee Meeting Minutes January 27, 2021

The meeting began at 10:00 a.m. It was held via Zoom.

The meeting was recorded. The recording will serve as audio minutes. In the interest of easy reference and increased accessibility, Michael Wade will prepare written minutes.

Members Present: Michael Wade, Bruce Gwynn, Tom Rose, and Richard Shaw
Staff Members Present: Bill Ponder and Tawn Downs.

Absent: No one.

Call to the Public: No members of the public were present.

The January 6, 2021 Governance and Policy Committee meeting minutes were approved.

Discussion and actions taken on agenda items:

Re the Consistency of the AHS Bylaws and Policies. Tom Rose has been reviewing possible inconsistencies between policies and bylaws. He noted that the 1107 Funds policy decision by the AHS Board of Directors will require some bylaws changes.

Re Identification of Pending Policy Documents.

1107 Funds and Removal of Chapter Fund-Raising Responsibilities. At the January 8, 2021 AHS Board meeting, the Board adopted as policy to “Eliminate revenue sharing with the Chapters.” The policy that was adopted is: “Chapters are formally absolved from the responsibility to fund raise for AHS. No additional 1107 moneys will be allocated. Any unspent 1107 moneys will be spent by June 30, 2021 on AHS-approved projects or reallocated within AHS. The AHS Board Policy Manual will be amended accordingly to reflect these changes.”

[To be consistent with the bylaws style, the Policy Manual version will use “monies” instead of “moneys.”]

It was agreed that the Board Secretary and the Governance and Policy Committee Chair will place the following policy in the Board Policy Manual:

Subject: Eliminate revenue sharing with the Chapters

Policy Type: Governance

Policy: “Chapters are formally absolved from the responsibility to fund raise for AHS. No additional 1107 monies will be allocated. Any unspent 1107 monies will be spent by June 30, 2021 on AHS-approved projects or reallocated within AHS.”

Policy adopted by the AHS Board of Directors on January 8, 2021.

System for Filing Policies in Policy Manual. Michael Wade noted that if the responsibility of ensuring that an adopted policy is properly filed is assigned to both the Board Secretary and

Governance Chair then that will increase the odds that the job will be done. He noted the need for a system.

Clarification of Policy Manual Version. Richard Shaw raised the question of whether a single Policy Manual even exists. Michael Wade said he had received a copy from Judge Bill Garbarino, who previously served as the Governance and Policy Committee Chair, and that he will send a copy of that Manual to the Committee members so they can see if they have a different version. Wade noted that the format was inconsistent and the Manual needs to be better organized.

Bylaws Changes Related to Elimination of 1107 Funds and Removal of Chapter Board Fund-Raising Responsibilities. The new 1107 Funds policy prompted some proposed bylaws changes by the Governance and Policy Committee. The Committee approved the following proposals:

- That AHS bylaws Article V Dues, Section 2 on Distribution be stricken from the bylaws.
- That Article XI Chapters, Section 2 E on Monies be changed to read: The Board of Directors may raise funds and assist others with raising funds for the Society. The Chapter may allow private entities qualified under IRS Section 501 (c)(3) to raise and hold monies for the Chapter under the terms of a written agreement approved by the Society's Board of Directors.

Annual Meeting Date. The Committee approved the following bylaws change with regard to the AHS annual meeting:

- That paragraph A of Article X Meetings, Section 1 Membership Annual Meeting, be amended to read: “The Annual Meeting of the membership of the Society shall be held in Arizona after the issuance of the annual report but no later than September 30.”

Elections. The Committee has not received information from AHS Vice President Kelly Corsette on some proposed changes with regard to the bylaws on Board elections. The Committee decided to postpone any action on the matter until word was received from Kelly Corsette.

Membership Committee. The Committee approved the elimination of the Board’s Membership Committee by voting to strike Article IX Committees, Section 1 F Membership Committee.

Membership Outreach Category. A possible new role for Chapters was proposed by Michael Wade. The Committee considered possible creation of an Outreach Membership category that would give Chapters an important job, create a feeder pool for regular membership recruitment, create a higher profile in the community, and make AHS more inclusive.

The proposed draft read:

POLICY TYPE: ENDS

POLICY TITLE: OUTREACH MEMBERSHIP CATEGORY. *Establishing and maintaining relationships in the community is a vital part of the role of the Chapters and of the State AHS Board. In addition to the paying membership categories, an Outreach Membership category will be added in which individuals who express an interest in Arizona history and who provide AHS with their contact information will become members of the Arizona Historical Society. Those Outreach Members will be sent notices of AHS events but they will not receive the Journal of Arizona History; will not have free admission to AHS museums; and will not be voting members. They will, however, be – and will be counted as - members of the Arizona Historical Society. Expanding the Outreach Memberships will be a key role of the AHS Chapters.*

Staff member Tawn Downs expressed opposition to the idea. She noted that the AHS staff already does similar outreach, that a non-paying Member category could diminish the stature of being a paying Member, and that a non-paying category would not be in keeping with best practices of museums.

Wade noted that he’d spoken with a Chapter president who was very enthusiastic about the idea and who felt that the Chapter Boards would be far more vigorous in executing that responsibility than they would be in fund-raising.

The following discussion sparked ideas from all of the Committee members, mainly along the lines of creating a Supporter (versus a Member) category. It was agreed to explore an Outreach

Supporter option at the next Governance Committee meeting. The possibility of recommending a Board resolution instead of a policy was raised although that too has complications.

The next meeting of the Governance Committee will be at 10:00 on February 8, 2021.

Items for future discussion include:

- A description of the State and Chapter Boards on the AHS website.
- A description of responsibilities drafted by AHS President Linda Whitaker.
- Whether any bylaws changes are needed regarding Board elections.
- Chapter roles and possible responsibilities regarding fostering close ties with historical organizations in their respective regions.

The meeting adjourned at approximately 11:12 a.m.

Summary of the Proposed Bylaws Changes

- That AHS bylaws Article V Dues, Section 2 on Distribution be stricken from the bylaws.
- That Article XI Chapters, Section 2 E on Monies be changed to read: The Board of Directors may raise funds and assist others with raising funds for the Society. The Chapter may allow private entities qualified under IRS Section 501 (c)(3) to raise and hold monies for the Chapter under the terms of a written agreement approved by the Society's Board of Directors.
- That paragraph A of Article X Meetings, Section 1 Membership Annual Meeting, be amended to read: "The Annual Meeting of the membership of the Society shall be held in Arizona after the issuance of the annual report but no later than September 30."
- That Article IX Committees, Section 1 F on the Membership Committee be stricken from the bylaws.

Note: Any proposed bylaws changes may be made at a Board meeting provided the proposed revisions or amendments have been mailed to the full AHS membership no less than 30 days prior to the Board meeting date.

Given that, it will not be possible for the proposed bylaws changes made by the Governance and Policy Committee are to be heard by the full AHS Board at its February 19, 2021 meeting but there is enough time to give notice of the proposed changes before the April 16, 2021 AHS Board meeting.

Respectfully submitted,

Michael Wade

Chair, Governance and Policy Committee

January 27, 2021

