



Minnesota Astronomical Society

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Guidelines for Forming and Governing Standing Committees

Standing committees ("Committees") may be created within the MAS for various purposes. The Board uses the following rules in establishing and administering MAS Standing Committees:

1. Committees shall operate within the procedures and limits defined by the "Articles of Incorporation and Bylaws of the Minnesota Astronomical Society" (hereafter referred to as "Bylaws") and the conditions defined within this document.
2. If the "Bylaws" and the conditions defined within this document are not in alignment, then the "Bylaws" would supersede the conditions defined within this document.
3. These guidelines supersede any previous committee guidelines or charters.
4. Prospective Committees must propose to the Board a "Mission Statement" outlining the specified purpose, objectives of the Committee, the proposed size of the Committee, and expected duration (if applicable) for the Board approval. The initial proposed list of Committee members should be provided for consideration at the same time.
5. Committee "Mission Statements" shall be reviewed at least once every five (5) years to ensure alignment with the society "Bylaws", procedures and objectives.
6. **Members Selection & Term**
 - a. Committees and their members may at times be subject to the control and direction of the Board in accordance with the "Bylaws".
 - b. Committee members must be MAS Members in good standing.
 - c. Committees shall begin with a minimum of three (3) members and recommend maintaining an odd number of members throughout the committee tenure.
 - d. The Board, working with the Committee, determines the appropriate size of the committee based on the required talent and objectives to support the committee success.
 - e. If a Committee membership drops below fifty-one percent (51%) of its designated size, the Board will provide supervision until the vacancies are filled.
 - f. The Board shall approve one (1) Committee Chairperson nominated by the Committee who will serve as primary liaison between the Board and the designated Committee.

- g. Committee membership is reviewed every two (2) years, aligned with the year of the MAS “Vice President” term of office. Upon review, Committee members may remain on the Committee or may vacate their seat in order to allow and encourage participation of other MAS members in good standing. The new Chairperson shall submit to the Secretary the list of Committee members for the Committee for record keeping.
- h. New and established Committees will submit Committee member and Chairperson appointment recommendations to the Board for approval.
- i. Committee members and Committee Chairpersons shall be approved by a majority vote of the Board.
- j. Committees shall notify the Board of any seat vacancies so that potential Committee members may be solicited from among the MAS membership.
- k. The Committee shall address seat vacancies within thirty (30) days of being notified of a pending vacancy.
- l. The Chairperson term is defined as two (2) years. The Committee Chairperson may serve up to three (3) consecutive terms and is eligible for re-appointment after a one (1) term absence from service as the Chairperson (may remain as committee member).
- m. All committee members are equal stakeholders in discussions and decision-making.
- n. Non-compliance to the guidelines can result in removal of the member from the Committee at the discretion of the Board. Removal of a Committee member or Chairperson must be with just cause, provided in writing by the committee or the Board, with the Board making the final decision.

7. Committee Operations

- a. The Chairperson shall function as activities and dialogue facilitator for the Committee, ensuring activities and decisions align with this document.
- b. The Chairperson is responsible for ensuring the Committee sets realistic goals and achieves success with the approved directives.
- c. Committee decisions are decided by an absolute majority vote, at least fifty-one percent (51%) of the Committee members, with abstentions or absences counting as “No” votes. The results of all votes shall be made known to all committee members.
- d. At all meetings of the Committee, fifty-one percent (51%) or greater of active Committee members shall constitute a quorum for the transaction of all authorized business. If fifty-one

percent (51%) or greater of active Committee members are not present, no voting may commence.

- e. Meetings shall be conducted in a forum that allows for interactive live discussion (e.g. physical in-person meetings, audio conferences or video conferences).
 - f. The Board shall provide oversight and ensure alignment with the organization governance and objectives.
 - g. Unresolvable conflicts within the Committee shall be brought forward to the Board in writing. Any Committee member can bring conflicts to the board for arbitration.
 - h. Site Management Committees - Specific duties of the Committee include but are not limited to overseeing day to day site operations, maintenance of assets, setting of priorities, establishment of budgets (subject to Board and membership approval), continuing development, training, integration of new equipment, making recommendations to the Board, long-term planning (subject to Board approval), and additional duties as assigned by the Board.
 - i. Committees shall present at least one (1) update per year to the MAS members at a regular monthly meeting.
 - j. Site Management Committees - shall hold at least one (1) meeting each year which is open to any member of the MAS. A notice of thirty (30) days should be given to allow MAS members to attend, and a majority of Committee members should also be in attendance.
 - k. Committees shall hold at least two (2) meetings per year where a quorum of the Committee is present.
 - l. Committees may solicit and utilize MAS members to volunteer and support the Committee objectives as non-committee members (e.g., Work Parties, Star Parties, Training, Site Mentees, Speakers, etc...).
 - m. Annually, each Committee shall prepare an estimated budget for the expected expenditures of the Committee in compliance with the “Bylaws”.
 - n. The Board must approve all subsequent unbudgeted expenditures prior to any action.
 - o. The Committee shall transfer any received donations to the Treasurer to be allocated as intended in compliance with the “Bylaws”.
8. This document shall be reviewed at least once every five (5) years to ensure alignment with the society “Bylaws”, procedures and objectives.
 9. This document was approved by the Board on June-04-2023.