

A Revised Governance Structure for the American Astronomical Society Approved by Council: January 3, 2017

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Executive Summary

The governance model of the American Astronomical Society has not changed in over fifty years. Pursuant to a component of the Society's Strategic Plan adopted at a meeting coincident with the 2015 IAU General Assembly in Hawaii, the Council appointed a Governance Task Force (GTF) to examine our current model and recommend changes if warranted. This GTF report lays out a new governance model for the Society. At its January 2017 meeting the AAS Council voted to implement this new model by creating a new set of Bylaws.

While many of the structures and practices of the AAS have served the Society well (and we retain those in the proposed new model), our overriding conclusion was that the current governance structure of the Society is not optimal for creating the broadly inclusive, flexible, and transparent organization our membership desires and deserves. Our current structure also differs in several key ways from well-established best practices for non-profit governance and from the models used by many other societies with similar goals; while such divergence is not necessarily problematic, we have learned much from the experiences of other well-run organizations. Finally, some aspects of our current structure and practices impede our ability to engage fully the energies of our members and to communicate with them effectively.

Thus, we developed a new governance model for the Society. The Council approved this new model by a vote of 19-0 at its meeting on January 3, 2017 in Grapevine, Texas. Specifically, it adopted the following motion:

"The Council hereby adopts the broad recommendations and schedule of the Governance Task Force and directs the Task Force, in coordination with the Executive Officer and legal counsel, to draft a set of bylaws consistent with those recommendations for subsequent approval by the Council later in the year."

To improve responsiveness and assure timely action on important matters, and to move toward a model consistent with best practice, we replace the AAS Council with a Board of eleven members that meets monthly. To assure effective communication between this Board and the entities in which our members work to advance the interests of the Society and our profession — our Committees and Divisions — we provide a Board liaison for each. Most importantly, each Committee and Division Chair is scheduled to attend from two to four Board meetings per year in which their issues are pre-ordained agenda items. To enhance inclusivity in the governance of the Society, Committee members and chairs will no longer be appointed by the Board (nee' Council); members will be derived from volunteers and selected by the existing committees, and the committee members will, in most cases, elect their own Chairs.

To further involve a broader community in setting the strategic directions of the Society, the AAS Council will be reconstituted as a body — the Strategic Assembly — including the Board and the Committee Chairs of the eleven Standing Committees as well as Division

representation. The Assembly will meet twice a year at the Society's scientific meetings 1) to foster collaboration among committees and with the Board, 2) to improve communication, and 3) to guide the strategic thinking of the Society.

The many changes, large and small, outlined in the attached document have been carefully designed to promote inclusivity, foster communication, embrace creativity, and maximize transparency — in short, to enhance the functioning of the Society so that it will be the welcoming and natural home for the many people who, in a variety of different capacities throughout their careers, work to enhance and share humanity's scientific understanding of the Universe.

Background

The American Astronomical Society, in its 118th year, is in a strong financial position, has a highly effective meetings team, is in the process of streamlining an already effective publishing operation, has a strong public affairs presence in Washington, attends to the professional development of its membership, and is engaged in a number of initiatives to broaden participation in the Society and in our discipline. This position of strength has provided an opportunity to reflect on the governance of the Society which has changed little over the past five decades despite explosive progress in our science, rapid changes in the demographics of our discipline, and a complete transformation of our modes of communication.

In August 2015, the AAS Council held a retreat coincident with the IAU meeting in Hawaii; the goal was to review and update the Society's Strategic Plan. An important priority emerging from that meeting was that we undertake a systematic examination of our governance structure to determine whether it was serving our current needs well, and whether it aligned with best practices in non-profit society governance.

To conduct this review, the Council established a Task Force on AAS Governance (hereafter the GTF, referenced here as "we" and "us") at its January 2016 meeting to examine our current practices and suggest changes if warranted. The GTF includes members who have been officers and councilors of the Society as well as those who have served in Division leadership and/or are/were active in various Society Committees; attention was paid to assure that a diversity of views was represented. The GTF membership is as follows:

David Helfand, Chair [past Division Chair, CSWA member, Councilor, and President] Caty Pilachowski [Past Councilor, Publications Board Chair, CSWA Chair, and President]
Bruce Elmegreen [Past Publications Board Chair]
Daryl Haggard [current CSWA member]
Frtiz Benedict [current Secretary]
Lee-Anne Willson [past Councilor, CSWA Chair, and Vice-President]
Lou Stolger [past CSMA member]
Todd Henry [past Councilor]
Emily Levesque [current Employment Committee member] Kevin Marvel, *ex officio* [Executive Officer of the Society]

Specifically, the Task Force was charged with addressing:

- the nominating and election processes for officers and councilors;
- the term lengths of the officers, councilors, and other officials of the Society;
- the size of the Council;
- the formal and informal responsibilities of the officers and councilors;
- the number and scope of Society Committees;
- the appointment processes (including restrictions thereon) and the roles of Committee Chairs and Committee members;

- classes of membership and the rights and responsibilities pertaining to each; --the Constitution of the Society;
- the Bylaws of the Society including the process by which these are changed;
- the policies and processes pertaining to the Society's financial reserves and annual budgeting;
- other such policies and practices that are atavistic, discriminatory, or have otherwise impeded the effective and efficient functioning of the Society.

The GTF met six times (twice in person and four times by teleconference) and engaged in many exchanges by email. It conducted research on current best practices for nonprofit governance and investigated how some forty other societies conducted various aspects of their business. It met with key staff members of the Executive Office and received input from AAS members currently serving in various capacities. The GTF Chair provided an update to the AAS Council at its June 2016 meeting and, after further work, to the Executive Committee and the Division Chairs at their October 2016 meeting. Feedback from those meetings and from one-on-one interviews with current councilors, officers, committee chairs, and others were incorporated into our final recommendations.

In what follows, we outline in considerable detail the new governance model we envision; more than one hundred specific components of this new structure are enumerated in **bold** and our rationale for each is included in brackets []. In some cases, a component simply codifies current practice; in most instances, however, new components and procedures are proposed. We regard most of our recommendations as a set of initial conditions from which the Society can design its future. We have, however, spent considerable effort in thinking about how the many components of this plan interact to support our overriding goal of creating a governance model that will lead to the flexible, transparent, and inclusive Society we all desire.

It must be emphasized that this document is *not* intended as a draft of new Bylaws for the Society. Pursuant to the Council's recent action, we will now begin, in consultation with legal counsel and the Executive Office, to draft a set of Bylaws that cover only the essential legal aspects that define our membership, purpose, and the governance structure, leaving maximum flexibility for the Society to continue to evolve in the years ahead. The purpose of this document, then, is to provide a detailed outline for a new governance model for the Society and the practices which follow therefrom, and to provide the rationale for each.

I. Governing Board

A. Membership

—The current Council of the AAS will be replaced by a Governing Board of eleven members (hereafter, the Board).

[Best practice studies and reports are unanimous in their view that the optimum board size is between five and ten members. Independently and from experience, we are unanimous in our view that our current Board size of nineteen is too large for the efficient and effective governance of the Society. Furthermore best practice guides are united in

their view that an Executive Committee is a poor substitute for a fully engaged Board that is fiducially and legally responsible for the organization; we have heard from many current and past Council members that they believe the current Executive Committee structure is no longer serving us well, so it is eliminated in our proposed model — the full Board is responsible for all actions taken in the governance of the Society.]

—The Board will be presided over by the President who shall serve, as at present, a four-year term: 1 year as President-elect, 2 years as President, and 1 year as Past-President

[No change. This model has served us well, providing as it does a year of training, a two-year period in which to implement an agenda, and a year of support for the new President.]

—With presidential elections every other year, the Board will thus always have a President-elect or a Past-President who shall act in the case of the President's incapacity [No change.]

—The Board will have 3 Vice-Presidents serving three-year terms; 1 elected each year

[No change. While most such Boards have a single Vice-President, our VPs serve the special, critical role of planning the scientific content of our meetings. Our current system, in which the third-year Vice-President chairs the meeting program committee assisted mainly by the second-year VP with the first-year VP in training, has served us very well and we propose to retain it, despite the fact it raises the total Board size above ten members.]

—The Board will have a Treasurer with a three-year term, renewable once and selected via a competitive election

[We considered alternative models in which the Treasurer and Secretary were elected from the Board (as is common practice for non-profit boards), but were persuaded by the argument that the level of expertise and commitment required in the roles of Treasurer and Secretary were best filled by explicitly recruiting candidates for these positions. Note, however, that our aversion to unopposed elections has led us to recommend these be competed elections and, to avoid stagnation, to limit service to two consecutive terms. The second term would be instituted by approval of a supermajority of the Board and not require re-election.]

—The Board will have a Secretary with a three-year term, renewable once and selected via a competitive election in the year after the Treasurer's election [See considerations for the Treasurer position above. The Secretary will conduct all duties ascribed to that office under our current governance. In particular, the Secretary will post all Board actions within a week of each monthly meeting as an example of the transparency characteristic of a successfully operating Society.]

—The Board will have four additional Trustees, one elected each year excepting the year in which there is no election for Secretary or Treasurer in which case two

Trustees are elected

[In order to create a governance Board of an appropriate size, we have reduced the number of Councilors (to be known as Trustees) to four. We are convinced that our proposed transformation of how the Society's Committees are formed, led, and embedded in both the Board operations and the strategic planning process will lead to a much more inclusive Society.]

—The Executive Officer of the Society will serve as a non-voting member of the Board *ex officio*

[We are unanimous in our view that it is essential to have the expertise of the EO contributing to Board deliberations; it is always possible to declare a closed session if matters to which the EO should not be privy must be discussed (primarily his/her performance review).]

B. Board Meetings

—The Board will normally meet monthly by electronic means and four times a year in person

[Current and past Councilors are unanimous in their view that the biannual meetings of the current Council are too infrequent to discharge effectively and efficiently the business of the Society. The GTF vigorously concurs.]

—Full day and half-day meetings at the winter and summer meetings

[The day before and the first half of the day on which the biannual AAS scientific conferences begin will constitute Board meetings, divided in a way to be determined each meeting between formal and informal sessions. Note that several Division and Committee chairs will have formal roles in various parts of these meetings. The second half of the second day will be reserved for the Strategic Assembly meeting (see below).]

—1.5-day meetings in Washington DC in April and October

[Since there already is a multi-day meeting for the seven-member Executive Committee in Washington in October, this only adds one in-person meeting per year, and, given the smaller size of the Board, is not a significant cost burden. The April meeting will, among other things, review the proposed budget for the coming year in preparation for presentation to the Strategic Assembly and a final Board vote at the June meeting. Note that these meetings will also have specific Committees and Divisions scheduled for discussion, with Chairs invited for inclusion via electronic means.]

—~2-hour meetings electronically in the other eight months

[Again, each meeting will have specific agenda items relevant to various Committees and Divisions (with chairs invited to participate), as well as allowing for timely consideration of routine Society business. If no pressing business is at hand, one or more of these meetings could be cancelled. This meeting schedule is not something that will appear in the Bylaws; this schedule is the GTF's recommendation for a trial period after which adjustments are easily made as a Board decision. We are convinced, however, that the

Board must meet much more frequently than at present to provide the timely and transparent decision-making necessary for the effective governance of the Society.]

—The agendas for the meetings will be designed such that each Standing Committee and Division will be scheduled for discussion at from two to four meetings per year; the Committee and Division Chairs will be invited to participate directly in these meetings

[This regular scheduling of direct consultation is a centerpiece of our strategy to enhance the status and effectiveness of the many volunteers who work on our Committees and in our Division leadership, providing them with regular opportunities to present important issues to the Board and satisfying their expectation that decisions will be taken promptly.]

—The Board will not have an Executive Committee; while conversations between and among Board members are expected and encouraged, all actions will be taken by the full Board at regularly scheduled meetings or special meetings to be called as outlined in the Bylaws

[Best-practice consultants argue strongly against Board Executive Committees and both the GTF and, in our June 2017 meeting, the Council, agree that this structure has outlived its usefulness at the AAS. The Board itself is the legally responsible body and should make all decisions collectively. The procedures for calling meetings are detailed below under “Legal”.]

C. Responsibilities

—Candidates for Board membership shall be required to apprise themselves of the responsibilities their office entails and indicate they have done so to secure a ballot slot

[Currently, very little information is conveyed by the Nominating Committee to the potential candidates for the AAS Council (Board). As a result, many Councilors and even officers join the Board with an incomplete understanding of their roles. We believe it is important that candidates for office have a realistic and comprehensive understanding of the roles they are expected to play, and we intend that the Society prepare briefing materials that allow candidates to understand fully what they are agreeing to when they accept a nomination for office.]

—New Board members shall participate fully in the training regimen designed to acquaint them in detail with their roles and responsibilities

[Understanding the fiduciary and other responsibilities a Board member undertakes should be conveyed in a meeting designed for this purpose. Such meetings occur now, but the creation of web videos, a project currently underway, should improve the process, alleviating the schedule complications which now bedevil such training.]

—Board members shall be stewards of the Handbooks describing their positions, and will provide edits and updates of these documents to the Secretary annually
[Some of these are very far advanced and some still need a lot of work, but this is a project started by Debbie Elmegreen and it is essential it be completed and that the handbooks remain living documents, providing both for continuity and for evolution. In the case of non-officer Trustees, it shall be the obligation of the senior Trustee to collect input from the other Trustees and provide an update to the Secretary each year.]

—The Board is the body of the Society responsible for all fiduciary matters [No change.]

—The Board is responsible for adopting all Society policies and reviewing them regularly

[No change in principle, although the collection of said policies and their review is at present haphazard at best — see below under “Policies”.]

—The Board is responsible for adopting all official public statements of the Society

[No change, although appropriate consultation with all relevant Committees and, in some instances, the Assembly will be required in recognition of the fact that statements, particularly on controversial issues, require broad input.]

—The Board must approve any changes to the Society Bylaws

[No change, excepting a super-majority is now specified — see below under “Legal”]

—The Board is responsible for hiring, supervising, and reviewing its employees, at present the Executive Officer and the Editor-in-Chief, the latter in consultation with the Publications Committee [No change.]

—The President is the public spokesperson for the Society and shall preside over all meetings of the Board as well as the Society’s scientific and business meetings

[No change.]

—The President is also responsible for overseeing the annual review of the Board’s direct employees

[No change.]

—The President-elect or Past-President shall serve in place of the President when required [No change.]

—The Past-President will be an *ex officio* member of the Nominating Committee, serving a two-year term commencing with the end of his or her Presidency [See the justification for this proposal below.]

—The Vice-Presidents, as at present, will be responsible for planning the programs of the Society’s scientific meetings; they form a program committee with the senior Vice-President as Chair [No change.]

—The Treasurer is responsible for overseeing the financial management of the Society’s annual budget and investments, and for reporting on the fiscal health of the Society to the membership and to the Board. The Treasurer and Finance Committee together review and approve the tax forms and other filings of the Society; once these are approved, the Executive Officer is authorized to execute the tax forms and annual filings.

[No change.]

—The Secretary is responsible for supervising Committee appointments, preparing the meeting agendas, recording the minutes of all Board and membership meetings, supervising the Society elections, maintaining the Policies document (see below) and running the Prize selection committees. [No change.]

—The non-officer Trustees are responsible for attending Board meetings, soliciting input from, and communicating to, the membership, and serving as active and engaged liaisons with their respective Committees and Divisions [No major change, excepting that each Trustee (nee’ Councilor) will now have several areas of the Society — Divisions, Committees, etc. — with which they must actively liaise.]

D. Legal issues

—A quorum of the Board shall be constituted of seven members

[This is subject to legal counsel opinion, but having more than half of the membership present is a standard requirement for a quorum.]

—All actions of the Board (excepting Bylaws changes) shall require an affirmative vote of at least six members

[Our proposal is that an absolute majority, regardless of attendance at any given meeting, is required to ratify any Board action.]

—Changes to the Bylaws requires eight affirmative votes from the Board [The intent is to have a set of Bylaws that are the minimum required to define the organization and meet legal requirements; changes should be infrequent, but should

require a supermajority of the Board. The same supermajority will be required to reappoint the Treasurer and Secretary.]

—All regularly scheduled meetings of the Board will be announced publicly at least thirty days in advance

[This is both good practice, for Board members and for the membership, and is required by DC corporation law.]

—All extraordinary meetings of the Board will be announced to all members of the Board at least 48 hours in advance if there is a unanimous motion to suspend the normal notification rule and if this is legally possible.

[This allows true emergencies to be dealt with, consistent with the DC requirements of unanimous consent for email ballots/notifications (again subject to any legal requirements). If such meetings cannot be formal Board meetings, they can be called “Board discussions”]

—All regular face-to-face meetings of the Board are open for the members of the Society to participate as observers

[No change.]

—Closed sessions of the Board are relatively infrequent and typically deal with strictly confidential matters such as performance reviews of the Society’s employees or other matters requiring strict confidentiality [No change.]

E. Support

— The CFO of the Society will be the principal support person for the Treasurer [No change.]

— A Governance Support Officer will reside in the Executive Office to provide ongoing support for Board members, the Standing Committee chairs and the Division Chairs, as well as the Secretary when required

[This person will be available to assist the Board, the Committee Chairs, and the Division Chairs to schedule meetings, distribute agenda, provide information on policies and, in concert with the Secretary, maintain the policy document, do background research when required to inform a Committee or Board decision, and in general provide administrative support to the volunteer members running the Society. This will require some new resources, although some staff time is already being expended to support the governance of the Society so it is not necessarily a new FTE. Budget planning for the near-term fiscal years is taking this possibility into account. It is our view that such support is essential if we are to have a robust and effective Board and to gain the most from the hard work of our enthusiastic committees.]

—The Secretary may also have a part-time support person located at his/her institution [No change.]

— Board members will be reimbursed for travel expenses to all face-to-face meetings

[No change. The cost of the extra meetings per year are largely offset by the change in the size of the Board.]

F. Elections

—The current calendar of elections will remain unchanged

[No change.]

—The Nominating Committee will be comprised of the Past-President of the Society serving a two-year term plus four members elected from the membership, no more than one of whom can be a current Board member

[We did an extensive survey of several dozen scientific societies, and all but two had more substantial involvement of the Board in the nominating process than we do; indeed, in the majority of cases, the Board selected from among its members the entire nominating committee and/or named all the outside members of the Committee. In the interest of maintaining a Society fully open to all its members, we chose not to adopt this common approach, but we were unanimous in our view that the current process of nominations from the floor of the Summer business meeting at which fewer than 2% of the membership is present needs modification. This change had some resonance in our meetings with the Council as well. Thus, here, we add the Past-President as a voting member of the Committee beginning in the year the President becomes Past-President. The goal is to have realistic knowledge of the tasks for each office represented on the Committee. See Appendix 2 for a tabular summary of this section.]

—To be eligible to serve on the Nominating Committee, candidates must have been full members of the Society for a minimum of five years at the time their term begins

[This seems to us a reasonable requirement as a proxy for knowing a broad enough spectrum of the Society to draw upon for nomination suggestions and evaluations thereof.]

—The Board will nominate two members for the Committee from among those volunteering each year

[We are committed to the notion that volunteers should be sought each year (see below for our proposed method of populating Committees). The Board would then select two members from among the volunteers as candidates. Note that both here, and for

committee volunteers, members who renew for two years would still get asked each year if they wish to volunteer for any role in the Society.]

—An additional two nominees will be picked at random each year from among volunteers

[From among the eligible volunteers, a random selection will be carried out electronically. This is meant to provide an objective and inclusive avenue for selecting nominees.]

—Additional nominations can be forwarded by the membership, with each accompanied by the signatures of five members of the Society

[This type of nomination is possible now, although it is rarely used. However, we believe it is important to maintain this mechanism so that a full spectrum of the Society members' interests can be represented in the nominating process.]

—The top two vote getters in the Society-wide election will ascend to the Committee each year

[This will produce a committee of four members plus the past-president to provide some continuity without burdening any one person with the difficult job as chair for more than one year.]

—The Nominating Committee members will all serve for two-year terms, with two elected each year; members must rotate off after two years and wait one year before being eligible to run again [See above.]

—The Nominating Committee chair will be elected by the Committee from among those who have served the previous year as a member of the Committee [The requirement to be a second-year member of the Committee is so that the Chair has the requisite experience to lead this important effort.]

—Candidates for President proposed by the Nominating Committee will have previously served on the (current) Council or (future) Assembly of the Society [We believe it is very important that incoming presidents be fully prepared for the important task they are about to undertake, and that service on the Assembly — as a major Committee Chair, Division leader, or Board member — should be a prerequisite.]

II. The Strategic Assembly

—The AAS Council will be reconstituted as the Strategic Assembly (hereafter, the

Assembly) to include the members of the Board plus the Chairs of the Standing Committees of the Society (or their designees) and three Chairs of the Society's Divisions (two large and one small) on a rotating basis.

[We are unanimous in our view that Committee Chairs deserve such a forum to help guide the Society. We did not reach a firm consensus as to whether or not Division Chairs should also be included in the Assembly. The compromise proposed here (with two of the three large (>500 members) divisions represented at each meeting along with one of the smaller divisions, all on a rotating basis, remains open for discussion.]

—The Executive Officer of the Society will serve on the Assembly *ex officio*

[The Assembly will need input from the Executive Officer as it conducts its deliberations. As we do not envision the Assembly as a body that takes votes *per se*, we have not specified whether the EO's participation is non-voting.]

—The purpose of the Assembly is to ensure broad, representative, and diverse input into the long-range planning of the organization from its committees and divisions. The Assembly will develop proposals for consideration as part of the Society's strategic planning process, bring issues to the attention of the Board and the Executive Office, and promote communication among committees and between committees and the Board.

[The GTF has observed that there is something of a disconnect between the current Council — which is legally responsible for the management of the Society and its resources — and the Committees, where some of the most engaged and passionate members of the Society work to accomplish positive change in the discipline. We have concluded that it would be advantageous to institute a formal body that fosters creative collaboration and develops a long-term vision for the organization. Recognizing the tensions between creativity and stewardship, and between day-to-day operations and long-term aspirations, we believe a body that regularly brings together members concerned with the direction of the Society and those charged with its quotidian functioning would be valuable.]

—The Assembly will meet twice annually in conjunction with the winter and summer meetings

[This simultaneously minimizes costs for participants and promotes meeting attendance by those most involved in the Society's governance. A Committee/Division Chair can specify a proxy if the Chair is unable to attend.]

—The Assembly will be chaired by the Society President

[We considered alternatives such as the Assembly electing its own chair, but concluded that, since this is a deliberative rather than a voting body, the role of the Chair was less crucial, and there was no reason to create a second office for this purpose.]

—Committee chairs or their designees will be reimbursed for travel expenses to Assembly meetings

[Effective Committee Chairs devote a considerable amount of effort to the Society's business and should expect this effort to be recognized as it is for Trustees and Officers. Furthermore, we believe it is essential that Chairs be present at the face-to-face meeting(s) at which their business is before the Board, and this provision removes a burden that might otherwise prevent a qualified member from assuming these important responsibilities.]

III. The Divisions

—As at present, the Divisions will conduct their own affairs according to their bylaws

[No change.]

—Annually, the Division Chairs plus accompanying officer(s) will meet for two days in Washington with the Board [No change.]

—Two members from each Division will be reimbursed for travel expenses to the October meeting

[No change.]

—Each Division shall have a Board liaison selected by the Board from among the four Trustees and the second and third Vice-Presidents

[This will assure that important Division business can be brought to the attention of the Board in a timely manner. Division Chairs will be consulted in the selection of their Board liaisons, and Board candidates will specify their divisional interests on their volunteer forms.]

—Each Division shall be scheduled for discussion during at least one additional Board meeting each year at which the Chair or his/her designee will be present at least electronically.

[This would halve the time between which Division matters are addressed directly by the Board with Division representative(s) in attendance.]

IV. The Standing Committees

A. Nomination and Appointment

—Volunteers will be solicited each year along with membership renewals; space will be provided for a statement of interest to inform the current committee how the volunteers wish to contribute. To be considered, volunteers must have been members of the Society for at least one year.

[It is our view that opening Committee participation to the entire membership through an explicit call for expressions of interest each year will provide a valuable route to involvement with the Society's affairs for all members. Furthermore, this will serve as an annual forum in which a Committee Chair can garner a sense of the concerns of the membership relevant to his or her Committee's remit and through which they will receive valuable suggestions for future initiatives.]

—Each Chair, in consultation with the Committee, will then forward to the Board its chosen appointees for recording by the Secretary and announcement on the website

[To further empower the committees, we propose to drop the current requirement that all committee members be appointed by the Board. In their transmittals to the Board, Committee Chairs will outline their plans for the coming year and the roles each committee member will play therein.]

—Each committee shall elect each year from among its currently serving members (excepting any graduate student members), a Chair; as noted below, in some cases this will require Board approval

[Again, we propose removing the requirement that most Chairs be approved by the Board so that Committees are free to set their own agendas and pursue them in the manner they deem most effective. The one-year term provides for regular review of the Committees' directions and effectiveness; elections for Chair would occur at the end of the year so that all members have at least one year of service before making this choice. While our revised membership rules welcome graduate student participation on committees, we felt it inappropriate to burden such an early career-stage individual with the Chair's responsibilities.]

—Appointment as Chair is renewable for up to three years in total

[This follows from the requirement that the Chair be selected from among the sitting members of the Committee (i.e., those with at least one year of service) and the Committee term limit we propose of four years. It was our consensus that three years is sufficient time for a Chair to pursue a substantial agenda.]

—All Committee appointments will normally be for two years beginning January 1 with the option of one two-year renewal unless otherwise noted and a one-year refractory period before being eligible to serve for another term

[An analysis of the terms of committee members over the past two decades and the combined experience of the GTF members suggest these terms and the limits thereto. We found no compelling reasons for the wide variation in terms, appointment times, and term limits in our current system, and felt that two-year terms provide sufficient time for impactful service, while a four-year term limit will ensure that committees will not become stagnant.]

—There are eleven independent Standing Committees corresponding to the eleven members of the Board

[We have restructured the current committees as described below. It is not intended that these committees be listed in the bylaws, nor is it excluded that a different number of committees might be appropriate at some future time, but we believe our current needs would be well-served by the committees listed below.]

—A Handbook for Committee Chairs is urgently needed and should be produced before these changes are implemented

[This Handbook should clearly define the roles and responsibilities of Chairs and their Committees, and should include a template for their annual reports to the Board.]

B. List of Standing Committees

—The Finance Committee shall consist of five members of the Society including at least one, but not more than two, Board members and the Treasurer as Chair; it will oversee and report on the Society Budget and its investment portfolio [This committee subsumes the current Budget, Investment Advisory, and Audit committees which already have substantial overlap in both membership and responsibilities. Requiring at least one Board member beyond the Treasurer provides an independent Board voice, while requiring at least two non-Board members is in keeping with the transparency agenda that informs this entire proposal.]

—The Audit Committee will be a subCommittee of the Finance Committee including the Treasurer and three other members of that Committee including at least two non-Board members

[This is standard practice; insisting on two non-Board members protects against excessive Board control and, since the Treasurer does not vote on the approval of the audit report, assures a majority of non-Board members in control of this important function.]

—The Publication Committee will consist of a non-Board-member Chair nominated by the Committee and approved by the Board, and eight non-Board members

[At present, the Publications Board acts largely as an independent committee, and we propose to keep that successful practice in place. The major change is that the Publications Committee Chair will no longer be elected by the membership (although how meaningful elections are when candidates run unopposed is questionable) nor serve as a member of the Board. The former Publications Board chair on the GTF and the current Pub Board chair are both comfortable with this proposal. Given the centrality of this Committee to the Society's mission, this Chair requires Board approval.]

—The Education Committee will consist of a non-Board-member Chair nominated by the Committee and approved by the Board, and eight non-Board members

[This change is parallel to that of the Publications Board. We are convinced that if the Education Committee can achieve the level of independence and initiative with which the Publications Board has operated over past decades, its impact on the Society will be enhanced rather than diminished by this change. Given the centrality of this Committee to the Society's mission, the Chair requires Board approval.]

—The Committee on Astronomy and Public Policy will consist of a non-Board member as Chair approved by the Board, plus the Society President, one representative each from the three large Divisions of the Society, one representative, chosen collectively, from the three small Divisions of the Society, and six non-Board members

[The change here is that the CAPP will no longer be populated strictly by presidential appointment. We propose to reify the recent practice of Division representation and otherwise populate the Committee on the same basis as other committees, with interested, engaged members. Since the CAPP plays a central role in navigating the space between the Society and the government among other external players, its chair will require Board approval; for the same reason, the President of the Society will be a member of the CAPP.]

—The Employment Committee will consist of a non-Board member as chair and eight non-Board members

[Apart from specifying a size and term lengths and limits, this represents no change.]

—The Ethics Committee will consist of a non-Board member Chair, a former President of the Society, and three non-Board members; all members and the Chair require Board approval

[The final shape of this Committee is dependent on the final form of the Ethics Policy, so this recommendation is largely a placeholder, although we are of the view that it is important that someone with extensive experience in the governance of the Society be a member (e.g., a past president) and that all members be approved by the Board.]

—The Committee on the Status of Women in Astronomy will consist of a non-Board member Chair and eight non-Board members

[Apart from specifying a size and term lengths and limits, this represents no change; if the size of this, or any other committee, is deemed to be too limited to accomplish the tasks of the Committee, the size may be increased by proposal to, and approval of, the Board.]

—The Committee on the Status of Minorities in Astronomy will consist of a non-Board member Chair and eight non-Board members

[Apart from specifying a size and term lengths and limits, this represents no change.]

—The Committee on Accessibility and Disability will consist of a non-Board member Chair and eight non-Board members

[This assumes that the current Working Group with this title will, by the time this proposal is fully implemented, have been transformed into a committee and structures the Committee in a fashion parallel to that of the other Diversity Committees.]

—The Committee on Sexual Orientation and Gender Minorities in Astronomy will consist of a non-Board member Chair and eight non-Board members

[Apart from specifying a size and term lengths and limits, this represents no change.]

—The Committee on Membership will consist of five current Institutional Agents of the Society and will be coordinated by the Executive Officer or his/her designee.

[It is envisioned that this Committee, expanded from its current size and populated by institutional agents, will, in addition to its current role of vetting membership applications, become a more proactive committee for the promotion of AAS membership and the retention of current members. It might also take on the work of the current Demographics Committee.]

C. Committee Liaisons

—Each Standing Committee of the Society shall have a Board liaison

[Excepting the cases in which a Board member is a full voting member of a committee, and thus acts as the Board liaison for that Committee (see below), the Board liaisons are not members of their assigned Committees. They are not required to attend Committee meetings although could do so if invited by the Chair. They are expected to communicate with the Chair prior to a Board meeting in which their Committee or Division is scheduled for discussion on the Board agenda in order to develop agenda items for that portion of the meeting. They are also the point of contact for their Committee/Division Chair when urgent matters requiring Board discussion or action arise.]

—The Board liaison for the Finance Committee and Audit subcommittee is the Treasurer
[Effectively as at present.]

—The Board liaison for the Committee on Astronomy and Public Policy is the President
[No change.]

—The Board liaison for the Membership Committee is the Executive Officer or designee
[No change.]

—The Board liaison for the Ethics committee is the Past-President member reporting through the current President
[This is subject to whatever final form the Ethics Policy takes; we believe this is a reasonable suggestion.]

—The Board liaisons for the remaining seven Standing Committees will be selected by the Board from among the four non-officer Trustees and the three Vice-Presidents
[This system is largely in place now, although with the proposed restructuring of the Board, additional assignments will be necessary. Every attempt will be made to match the interest and expertise of the Board members to the needs and preferences of the Committees.]

V. Other organized entities

—Working Groups are self-organized entities approved via a proposal to the Board which includes a rationale and the proposed initial membership of a governance committee; they remain in existence as long as annual reports are filed with the Secretary [No change.]

—Grant and Prize Committees will remain as at present, with some normalization of membership numbers and terms
[No structural changes; rationalization of terms and numbers is a priority of the Secretary.]

—Task Forces will be created by the Board in response to a focused need of the Society with a specific charge, timeline, and sunset provision
[No change.]

—Presidential Advisory Panels will be constituted by the Board for finite or unlimited periods in order to address focused areas of concern to the Society and the discipline, especially in those areas requiring special expertise or commitment

[We believe, based on a review of annual reports and the collective experience of the Task Force membership that some of the currently listed Society Committees are more accurately described as Advisory Panels. The special expertise required, the long-term nature of their areas of cognizance, and their role vis-à-vis the Society all fit uncomfortably within the standard committee structure proposed above, and we have concluded it would be preferable to distinguish them in this way. These include the current Sustainability Committee, the Committee on Light Pollution, Radio Interference and Space Debris, and the Demographics Committee. The latter, for example, might become a function of the Membership Committee and be subsumed thereby.]

—Each institution shall be encouraged to appoint an AAS agent (see Agent policy)

[No change, although it is to be hoped that the more open and effective governance structure envisioned herein will encourage more institutions to appoint an agent so that they may play a more active role in the Society.]

VI. The Policies

— A formal, public, Policy Document of the Society shall be prepared and maintained by the Secretary and the Governance Support Officer, and shall be available to all members on the Society website

[This requirement is essential for a Society committed to transparent, good-governance practices and is long overdue. The lists of Council (and Excom) actions compiled currently fail to distinguish which actions are meant to be construed as representing the adoption of long-term policies; furthermore, announcement of these lists of actions are neither widely read nor readily available to the membership for easy reference. Maintaining a Policy Document will address these lacunae; it will also allow for simpler Bylaws which require less frequent changes, as all Society rules not legally required to define our governance structure, membership, and basic procedures will be relegated to policies subject to regular review.

—All policies shall be formally adopted by vote of the Board

[As at present, more or less, although we currently lack a clear definition of which Council actions constitute “policy” and which are procedural.]

—All policies shall have a mandatory review clause with a review period not to exceed five years

[We believe it is essential for good governance that all policies receive periodic reviews; this clause will require consideration and specification of the review interval when any new policy is adopted. The Secretary, in collaboration with the governance support officer in

the Executive Office, will be responsible for bringing up the policies for review on the required schedule.]

VII. The Membership

—Membership categories will be simplified to two general classes: members and affiliates

[A simplified set of membership categories will remove some historical anomalies, eliminate potentially discriminatory age limits, and simplify membership processing tasks. The matrix of membership classes and the rights and responsibilities pertaining to each is outlined in Appendix 1. As with much of this document, we do not propose to include the entire matrix in the Bylaws — they will simply state the two broad membership categories and the procedures by which the Board sets out rights and responsibilities for various classes of membership, leaving flexibility for future changes as circumstances dictate.]

—Members can vote in AAS general elections, affiliates cannot vote

[Essentially no change when the redefined categories are considered.]

—Members are entitled to present a paper at regular meetings of the Society [No change.]

—Affiliates are entitled to present a paper at meetings with the sponsorship of a Member

[This provision is designed to allay the fear that unsupervised junior members or affiliates from other classes will produce presentations inconsistent with the scientific and educational missions of the Society.]

—Non-members can present a paper only with sponsorship of a member and the payment of an abstract fee

[A significant number of full-time professional astronomers are not members of the Society. While the requirement of sponsorship will not be a significant barrier to such potential presenters, the requirement of an abstract fee comparable to the membership dues may induce some people to realize the advantages of membership and join the Society.]

—There will be a singular category for graduate students designed to inaugurate them into the profession

[We feel it is crucial to re-establish the notion that those who are working toward become full members of the discipline see AAS membership as an important part of their identity. We intend to redouble our efforts to see the current program to promote graduate student membership be widely adopted: a Department pays for two years of membership for its

new graduate students and the AAS matches this contribution, so that all first- through fourth-year graduate students receive a free (to them) membership in the Society.]

—Full membership shall require two of the following: a graduate degree in astronomy or a related field, a refereed publication in a recognized international journal, and the nomination of a current full Member in good standing. Applicants for membership failing to meet at least two of these three criteria will be reviewed by the Membership Committee.

[As a professional Society, we believe it is appropriate to require a graduate degree for full membership (the main distinguishing characteristic of which is to be qualified to run for office). Furthermore, the currency of the profession is refereed journal articles so, in general, having such publications seems to us a reasonable criterion; it is, indeed, likely to serve as a better proxy for assuring reasonable contributions to our scientific meetings than the signature of two members at some distant time in the past (our current requirement). However, recognizing we cannot imagine all individual circumstances, we provide a third option — nomination by a current member —and require at least two of these three criteria be met. A final appeal is allowed by application to the membership committee.]

—International astronomers may choose between affiliate and, assuming the criteria are met, full membership status

[This is designed to allow those members at foreign institutions who rarely attend meetings or participate in, and benefit from, their membership to enjoy lower fees, while encouraging those active members at foreign institutions who wish to participate fully in the Society and run for office to do so.]

—Those who have achieved membership status and have subsequently left the field may remain Members or become Alumni Affiliates

[Again, these options are designed to allow members who move on to other careers and take little advantage of full membership benefits to retain their affiliation at lower cost, while also allowing those members in other careers who wish to add the benefit of their experiences to the Society to retain full membership.]

—The Membership matrix delineates classes of membership and the rights and responsibilities of each class

[We spent considerably time in constructing this matrix and have reached a consensus that the rights and responsibilities assigned to each class are consistent with the maximum openness that still assures the integrity of the Society and its meetings. Detailed considerations are available on request. Note that nothing here suggests a change in the registration fee structure of various classes; e.g., junior affiliate such as REU attendees will still receive concessionary meeting registration rates, and international affiliates will pay non-member rates.]

—Membership of any class may be suspended or revoked by vote of the Board

[We felt it important to state explicitly this currently implicit power in order to assure that the Society upholds its responsibility to make clear that its policies and integrity are subscribed to by all members.]

VIII. The Transition

[Following the Council vote on January 3, 2017, the first half of 2017 will be devoted to drafting a new set of bylaws for approval by the Council at its June meeting. Assuming this schedule is met, we outline an implementation plan that assures no current members of Council will have a term differing from that to which they were elected. The transition will be complete by June 2020, although many aspects of the plan such as the revised committee structure, membership categories, policy documents, meeting schedule, etc. can be implemented before reaching the final state.

—Jan 2017: Roll out to membership

—Jan - April 2017: Membership input; bylaws drafting

—Apr 9, 2017: Distribute new Bylaws to Council to meet 8-week-notice requirement

—Jun 4, 2017: Approval of new Bylaws

—Jan 1, 2018: New governance structure largely in place

—Jun 2020: Final Board structure achieved

—Election cycles

Treasurer 2017-2020 Nancy Morrison

Secretary 2017-2018 extend Fritz Benedict one year

President and VP cycles unchanged

3 Councilors expiring 6/17, 3 replacement Trustees elected in January

2017

3 Councilors expiring 6/18, 1 replacement Trustee + new Secretary elected in January 2018;

Education and Publications Board officers rotate off the Board

3 Councilors expiring 6/19, 2 Trustee replacements elected in January

2019

1 Treasurer expiring 6/20, 1 Trustee + Treasurer elected in January 2020

—Council size: June 2017: 19

June 2018: 14 June

2019: 13

June 2020: 11

IX. The Bylaws and Constitution

The new Bylaws will incorporate the essence of the foregoing governance blueprint for the Society while allowing maximal flexibility for the future evolution of the organization. It will not, for example, freeze the Committee structure, committee sizes, etc. It will establish the Board and the Strategic Assembly, the officers, and the broad membership criteria (but not the details of the table in Appendix 1).

Subject to consultation with legal counsel, the Constitution of the Society, an establishing document for the incorporation of the Society in Washington DC, will be eliminated and its relevant clauses will be incorporated into the Bylaws which will become the single governing document of the Society.

The Bylaws will expand the current Article XI on “non-discrimination” to incorporate language consistent with our full Ethics policy.

Concluding Remarks

The Governance Task Force concluded unanimously and unequivocally that the current Council of the Society is both too large and meets too infrequently to act as an effective governing Board for the Society. Furthermore, it concluded that the Committees of the Society — where so much of the work of direct value to members is accomplished and where so many of our members are engaged — both require and deserve a more prominent role in the governance of the Society. Members of the GTF who have served as Officers and Councilors of the Society, and those who have served on Committees and in Division leadership, agree from the perspectives of their respective roles that communication is not as effective as it should be, and that the timescale for action is too long. Our goal here has been to present a remedy for all of these problems in a new governance model that is informed by best practices in the non-profit sector. We are gratified that the current Council has voted to proceed along these lines, and encourage the Society membership to provide input to the Bylaws drafting process as they consider how this new approach will facilitate our mission: to enhance and share humanity’s scientific understanding of the Universe.

APPENDIX 1

AAS Task Force on Society Governance
 Membership categories, rights and responsibilities*

Category and TITLE(Cost)	Vote	Present papers at AAS mtgs	Serve on committees	Serve in elec ted of office
Non- member NONE (0x)	No	Abstract fee & Memb ers respons or	No	No
H. S., Undergrad		Yes, with	No	

JUNIOR AFFILIATE (0.25x)	No	Member sponso r		No
Graduate student in Masters or PhD pgm GRADUATE STUDENT MEMBER (0.25x)	Yes	Yes	Yes	No
Regular Member MEMBER (x)	Yes	Yes	Yes	Yes
Emeritus member EMERITUS MEMBER	Yes	Yes	Yes	Yes

(0.5x)				
AFFILIATES: AMATEUR, ALUMNI EDUCATORS (0.25x)	No	Yes, with a Member Sponsor	Yes	No
Division- only DIV. AFFILIATES	Only in divi sion	Only in divisio n	Only in division	Only in divi sion
INTERNATION AL MEMBERS (0.5x)	Yes	Yes (nonmember mtg rate)	Yes	No

"x" is the cost of full membership, set annually by the Board **APPENDIX 2
Composition of the Nominating Committee

Who

How

1 member	Past President of the Society*
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4 candidates	selected from volunteers: — 2 selected by the Board and — 2 by lottery from among the remaining volunteers
≥ 0 candidates	added by petition - petition signed by N members (currently, N = 5)

**Beginning service in the year they become Past-President.*