

Bylaws of Tripoli Minnesota

ARTICLE I OFFICE

SECTION 1. NAME

The legal name of the organization is Tripoli Minnesota (hereinafter referred to as the organization).

SECTION 2. OFFICE

The principal office shall be located at the residence of the Secretary.

ARTICLE II NONPROFIT & FISCAL

SECTION 1. NONPROFIT

Tripoli Minnesota shall be operated as an Informal Nonprofit Organization.

SECTION 2. FISCAL YEAR

The fiscal year of the organization shall be January 1 through December 31.

ARTICLE III DIRECTORS

SECTION 1. NUMBER

The organization shall have an odd number of directors between five (5) and nine (9) that collectively will be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

All directors shall be Senior Members in good standing of the organization.

SECTION 3. BUSINESS

The Board of Directors shall manage all official and monetary matters of the organization.

SECTION 4. TERM OF OFFICE

Each director shall hold office for a period of two (2) years and until his or her successor is qualified and elected. There is no term limit.

SECTION 5. OFFICERS

The Board of Directors shall elect officers on an annual basis. Officers are listed in Article V.

SECTION 6. VACANCIES

A vacancy or needed increase of the directorship may be filled by a majority vote of the remaining directors at any regular or special meeting of the Board of Directors.

SECTION 7. QUORUM

A majority of the number of directors shall constitute a quorum for the transaction of business by the Board of Directors.

SECTION 8. COMPENSATION

The directors shall serve without compensation.

SECTION 9. RESIGNATION

Any director may resign his or her office at any time; such resignation is to be made in writing to any director and to take effect immediately without acceptance.

SECTION 10. DUTIES

The Board of Directors shall manage all affairs of the organization, including but not limited to; determining membership fees, election and/or removal of officers, development, adoption, and implementation of all rules and regulations regarding membership activities as they pertain to organization events.

SECTION 11. COMMITTEES

The Board of Directors shall, as it deems necessary, appoint such committees to assist the Board of Directors in accomplishing its purposes.

SECTION 12. REMOVAL FROM OFFICE

Any director who misses three (3) regularly scheduled board meetings in a row (without just cause) shall be automatically removed.

Any director may be removed, either with or without cause by a two-thirds ($\frac{2}{3}$) majority vote of the members of the Board of Directors.

The Board of Directors shall elect a replacement for the remainder of the term by a majority vote of its members.

SECTION 13. MEETINGS

- (a) One regular annual meeting of the Board of Directors shall be held immediately following the annual regular meeting of the membership.
- (b) The Board of Directors may conduct such other meetings as are deemed necessary and appropriate by the Board of Directors. The President or the majority of the Board of Directors shall have the authority to call such meetings with at least twenty-four (24) hours notice.
- (c) All meetings shall be open to all members.
- (d) Meetings will take place at a location deemed appropriate by the person or persons calling the meeting.

SECTION 14. MAJORITY ACTION

Every act performed or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors unless otherwise specified in these bylaws. Directors may not submit or cast proxy votes.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, the Vice President, or, in his or her absence by a chairperson chosen by the majority of the directors present at the meeting.

The most recent edition of Robert's Rules of Order shall be used as a guideline for the conduct of meetings provided such rules are not in conflict or inconsistent with these bylaws.

SECTION 16. NON-LIABILITY OF DIRECTORS

No director shall be personally liable for the debts, liabilities, or other obligations of the organization.

**ARTICLE IV
ELECTIONS****SECTION 1. ELECTIONS CHAIR**

The Board of Directors shall appoint an Elections Chair annually no later than August 31. The Elections Chair will be responsible for Board of Director elections. The Elections Chair may not be a member of the Board of Directors, Prefect, or Vice Prefect. The Elections Chair can

appoint a nominations committee to assist in the election process. Such committee personnel must be Senior Members of the organization, but shall not be a member of the Board of Directors, Prefect, or Vice Prefect.

SECTION 2. ELIGIBLE VOTERS

Eligible voters for the Board of Directors shall be any Senior Member in good standing.

SECTION 3. MANNER OF ELECTION

- (a) Each odd year, one half (rounded down to the next whole number) of the authorized number of directors shall be elected to serve on the Board of Directors. Each even year, one half (rounded up to the next whole number) of the authorized number of directors shall be elected to serve on the Board of Directors.
- (b) Any director to be elected shall be elected at the annual regular meeting of the membership.
- (c) The Elections Chair shall call for nominations during the month of September each year.
- (d) Any Senior Member may nominate any Senior Member or themselves. Nominees are encouraged to provide a brief resume for distribution to the membership.
- (e) The period for nominations shall end October 31 each year.
- (f) The Elections Chair shall forward a list of candidates to the Senior Members provided that the number of candidates exceeds the number of positions, along with a mail in ballot not later than November 15 of each year. The mail in ballot will have a deadline date for acceptance printed on the ballot. All ballots received later than the established date will be invalid.
- (g) Floor votes in person will only be accepted at the annual regular meeting of the membership.
- (h) Each Senior Member shall cast one (1) vote per candidate, and may vote for as many candidates as the number of seats to be elected to the Board of Directors.
- (i) The Elections Chair shall be responsible for conducting the balloting process.
- (j) At the conclusion of voting at the annual regular meeting of the membership, the Elections Chair shall tally valid mail in ballots and floor votes received.
- (k) The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board

of Directors for the following two (2) years effective on the subsequent January 1.

ARTICLE V OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the organization shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors may designate other officers with appropriate titles as deemed necessary.

SECTION 2. QUALIFICATIONS AND DUTIES

(a) President. The President shall be any board member who wins the vote of the majority of the Board of Directors present. Duties will be what the Board of Directors deems fit to operate the organization in a smooth and orderly fashion. The President shall represent the organization in all dealings with outside agencies unless an appointment by the President is made to another member of the organization. The President will also preside over the meetings of the Board of Directors.

(b) Vice President. The Vice President shall be any board member who wins the vote of the majority of the Board of Directors present. The Vice Presidents duties will be to assist the President with their duties. The Vice President shall act as President in the absence of that officer.

(c) Secretary. The Secretary shall be any board member who wins the vote of the majority of the Board of Directors present. The Secretary shall keep informal minutes of meetings, compile records, conduct correspondence when necessary, notify Tripoli business office and organization membership of Prefect election results, and perform other duties as directed by the organization. The Secretary (or designate) will be responsible for maintaining records of active and disciplined members of the organization. The Secretary (or designate) shall make available to each member, copies of these bylaws and amendments thereto, operating rules, and other matters as directed by his or her officers of the organization.

(d) Treasurer. The Treasurer shall be any board member who wins the vote of the majority of the Board of Directors present. The Treasurer shall receive and disburse all monies and

maintain an organization bank account. The Treasurer shall make available to each member copies of financial reports, amendments thereto, operating expenses, and other matters as directed by his or her officers of the organization.

SECTION 3. APPOINTMENT AND TERM OF OFFICE

The Board of Directors shall elect each of the officers at the regular annual meeting of the Board of Directors. Each term of office shall be held until his or her successor is elected, until he or she resigns, is disqualified to serve, or is removed, whichever occurs first.

SECTION 4. REMOVAL

Any officer may be removed, either with or without cause by a two-thirds ($\frac{2}{3}$) majority vote of the members of the Board of Directors.

SECTION 5. RESIGNATION

Any officer may resign at any time by giving written notice to the President or Secretary of the organization. Any such resignation shall take place immediately unless the notice specifies a later time for the effectiveness of such resignation.

ARTICLE VI PREFECT

SECTION 1. QUALIFICATIONS

Any Senior Member in good standing of the organization for a minimum of one (1) year and shall, at the time of appointment, have reached twenty-one (21) years of age, have achieved a Tripoli Rocketry Association certification of level 2 or higher, and must not be the Secretary of the organization.

SECTION 2. NOMINATIONS

Any Senior Member of the organization who meets the qualifications can nominate him or herself, or nominate another Senior Member who meets the qualifications to be considered for the position of Prefect. The Board of Directors will solicit and accept nominations for Prefect from September 1 through October 31 of each year. Nominations shall be submitted in writing, with resume attached, to any director who is not serving as Prefect or Vice Prefect.

SECTION 3. ELECTION

The Secretary shall conduct the election of the Prefect by the Senior Members at the annual meeting of the membership held between December 1 and December 31 of each year.

SECTION 4. TERM

The Term of Prefect shall be January 1 through December 31 of each year. There is no term limit.

SECTION 5. DUTIES

- (a) Be knowledgeable in the rules of the Tripoli Rocketry Association, understand the proper operation of a safe rocket-flying environment and have an understanding of the laws and regulations regarding high power rocketry.
- (b) Be responsible for the safe operation of, and oversee all commercial and research launch functions and activities.
- (c) Be responsible for filing the Federal Aviation Administration waivers and Notice to Airmen.
- (d) Bestow Tripoli Rocketry Association level 1 and level 2 certifications and administer Tripoli Rocketry Association level 2 certification examinations.
- (e) Perform all duties incident to the office of Prefect and such other duties that may be required by law, these bylaws, or assigned to him or her from time to time by the Board of Directors.

SECTION 6. REMOVAL

The Prefect may be removed, either with or without cause by a two-thirds (2/3) majority vote of the Senior Members of the organization.

**ARTICLE VII
VICE PREFECT**

SECTION 1. QUALIFICATIONS

Any Senior Member in good standing of the organization for a minimum of one (1) year and shall, at the time of appointment, have reached twenty-one (21) years of age and have achieved a Tripoli Rocketry Association certification of level 3.

SECTION 2. NOMINATIONS

Any Senior Member of the organization who meets the qualifications can nominate him or herself, or nominate another Senior Member who meets the qualifications to be considered for the position of Vice Prefect. The Board of the Directors will solicit and accept nominations for Vice Prefect from September 1 through October 31 of each year. Nominations shall be submitted in writing, with resume attached, to any director who is not serving as Prefect or Vice Prefect.

SECTION 3. ELECTION

A Director, preferably the Secretary, that is not a Vice Prefect candidate shall conduct the election of the Vice Prefect by the Senior Members at the annual regular meeting of the membership held between December 1 and December 31 of each year.

SECTION 4. TERM

The Term of Vice Prefect shall be January 1 through December 31 of each year. There is no term limit.

SECTION 5. DUTIES

- (a) The Vice Prefect shall perform all Prefect duties in absence of the Prefect or inability or refusal to act.
- (b) Perform all duties incident to the office of Vice Prefect and such other duties that may be required by law, these bylaws, or assigned to him or her from time to time by the Board of Directors.

SECTION 6. REMOVAL

The Vice Prefect may be removed, either with or without cause by a two-thirds (2/3) majority vote of the Senior Members of the organization.

**ARTICLE VIII
MEMBERSHIP**

SECTION 1. ELIGIBILITY

Any person is eligible for membership provided that they agree to follow these bylaws, the Tripoli Rocketry Association High Power Safety Code, and all local, state and federal regulations.

SECTION 2. CLASSIFICATIONS AND NUMBERS

- (a) Senior Membership: Individuals eighteen (18) years of age or older that wish to fly rockets with any installed impulse. All Senior Members must also be a member of an insured national rocketry organization.
- (b) Junior Membership: Individuals under the age of eighteen (18) who wish to fly rockets up through the G impulse range under adult supervision.
- (c) There is no limit to the number of members the organization will admit.

SECTION 3. DUES

Membership shall be from January 1 through December 31 of each year. Dues are payable in advance, in amounts determined by the Board of Directors. Failure to pay dues shall result in removal of membership. Removal from membership results in loss of member's benefits, rights, privileges, and publications of the organization. Former members wishing to regain membership in the organization may do so upon payment of the required dues.

SECTION 4. DISCIPLINARY ACTION, SUSPENSION, AND REMOVAL

Members may be suspended or removed from the organization for just cause by the Board of Directors. Just cause includes, but is not limited to, violation and prosecution of activities, which prove to be illegal, unsafe, detrimental, or injurious to the organization's name or its members. Any disciplinary action not involving local, state, or federal authorities shall be determined by the Board of Directors.

SECTION 5. MEMBERSHIP MEETINGS AND QUORUM

- (a) An annual regular meeting of the membership shall be held between December 1 and December 31 of each year for the purpose of electing directors and transacting other business.
- (b) Special meetings of the members shall be called by the President, The Board of Directors, or upon request of at least one-quarter ($\frac{1}{4}$) of the active members if deemed necessary to the operation of the organization. Notice by phone, email, or mail shall be given at least five (5) days prior to the special meeting to all members involved.

- (c) The most recent edition of Robert's Rules of Order shall be used as a guideline for the conduct of membership meetings provided such rules are not in conflict or inconsistent with these bylaws.

SECTION 6. NON-LIABILITY OF MEMBERS

No member shall be personally liable for the debts, liabilities, or obligations of the organization.

SECTION 7. DUTIES

- (a) Members will attend all meetings possible, and be as active as possible in the activities of the organization. Each member will conduct his or herself in a mature and professional manner outside of the organization where matters of the organization are prevailing or matters on which we as an organization are involved with.
- (b) Members will involve themselves as much as possible in the preparation, policing, and clean up of organization activities. Members are expected to deliver constructive input at all times with regards to the organization.

ARTICLE IX ACCOUNTS

SECTION 1. REVENUE

All revenue from organization activities, membership dues, contributions, and donations will be forwarded into the organization account.

SECTION 2. EXPENSES

All expenses, except the day-to-day operations that incur on behalf of the organization will not be reimbursed without the approval of the Board of Directors.

SECTION 3. PROCEEDS

All surplus revenue gained from activities, membership dues, contributions, and donations shall remain intact until the decision of a majority vote of the members of the Board of Directors determines any disbursement to be made.

SECTION 4. FINANCIAL RESERVES

The organization shall strive to maintain financial reserves sufficient to maintain and replace equipment and to cover expected and unexpected expenses.

SECTION 5. FINANCIAL REPORTS

The Treasurer shall provide the Board of Directors with a breakdown of both revenue and expenses monthly. The Treasurer shall provide any member with the above financial report upon request.

**ARTICLE X
ASSETS**

SECTION 1. PROPERTY

All property of the organization shall be in the name of the organization.

**ARTICLE XI
AMMENDMENTS**

SECTION 1. MAJORITY FOR AMMENDMENT

These bylaws may be altered, amended, repealed, or added to by a two-thirds ($\frac{2}{3}$) majority vote of the members of the Board of Directors.

SECTION 2. MANNER OF AMENDMENT

Any Senior Member of the organization may submit an amendment proposal to the Board of Directors. All proposals are to be delivered to the Secretary no later than fifteen (15) days before the next meeting of the Board of Directors.

The Secretary shall distribute the proposed amendment to the Board of Directors with the name and address of the submitter no later than ten (10) days before the next meeting of the Board of Directors.

SECTION 3. TYPE OF MEETING

Amendments to the bylaws shall only be entertained at a meeting of the Board of Directors.

**ARTICLE XII
REGULATIONS**

The organization shall adhere to the Tripoli Rocketry Association High Power Safety Code and FAR 101.

**ARTICLE XIII
DISSOLUTION**

Dissolution of the organization shall take place in accordance with the provisions of the applicable Minnesota Statutes.