

BYLAWS OF THE TRIPOLI ROCKETRY ASSOCIATION, INC. A NONPROFIT CORPORATION

ARTICLE I SEAL, FISCAL YEAR, AND OFFICE

SECTION 1. SEAL. The seal of this corporation shall have inscribed on it the name of this corporation and the words "Corporate Seal."

SECTION 2. FISCAL YEAR. The fiscal year of this corporation shall be January 1 through December 31.

SECTION 3. OFFICE. The principal office of the corporation shall be at P. O. Box 87, Bellevue, NE 68005. The registered office and the registered agent of the corporation, as required by the Alaska Business Corporation Act, shall be: Registered Agent Solutions Inc.
1400 W. Benson Blvd. Suite 370
Anchorage, AK 99503

ARTICLE II MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSIFICATION.

(1) SENIOR MEMBERSHIP

Senior members shall be eighteen (18) years of age or older. Senior members may vote, serve on the board as per article 5, hold office as per article 6, chair committees, and serve as committee members. Insurance is included with this membership.

(2) JUNIOR MEMBERSHIP

Junior members shall be less than eighteen (18) years of age. Junior members may not vote, hold office, chair committees, or serve as committee members. Insurance is included with this membership. Junior members shall not be issued certification status as per the ruling by the Consumer Products Safety Commission (CPSC).

(3) STUDENT MEMBERSHIP

Student members shall be between 18-25 years old and attending an accredited educational institution. A copy of the school ID must be presented with application or renewal. Student members may vote and serve on committees. Student Members may not hold office or Chair committees. Insurance is included with this membership.

(4) LIFETIME MEMBERSHIP

Lifetime members are members that have been recognized in recognition of service to the corporation or achievement and/or service in the field of advanced nonprofessional rocketry. Lifetime members have the same rights as senior members.

(5) ASSOCIATE MEMBERSHIP

Associate Members shall be, eighteen (18) years old or older who do not live in the USA or Canada and fly in a jurisdiction where Tripoli insurance is not accepted. The Associate Membership does not include Tripoli insurance, It is the responsibility of Associate member to ensure that they have sufficient insurance coverage. All membership application and renewal for Associate Membership must include documentation of why TRA insurance is not accepted. Any Associate Member who flies at a Tripoli insured launch must upgrade their membership to senior membership. Associate Members may vote. Associate members may not serve on the board or hold office.

(6) HONORARY MEMBERSHIP

Honorary members may be elected by the board of directors in recognition of service to the corporation or achievement and/or service in the field of advanced nonprofessional rocketry. Honorary members may not vote, serve on the board, hold office, serve on committees. Tripoli insurance is not included.

SECTION 2. DUES. Dues and initiation fees are payable in advance, in amounts determined by the board of directors. Failure to pay dues shall result in the member's immediate removal from the membership list of the corporation. Removal from membership list results in loss of all member's benefits, insurance, privileges and publications of the association. Former members wishing to regain membership in the corporation may do so upon payment of required dues.

SECTION 3. DISCIPLINARY ACTION, SUSPENSION, AND REMOVAL. Members may be suspended or removed from the corporation for just cause by the board of directors. Just cause includes, but is not limited to, violation of any applicable safety code adopted by the board of directors, illegal activities, unsafe activities in violation of federal, state, or municipal statutes, laws, regulations, rules, ordinances, or the like, or acts determined by the board of directors to be detrimental or injurious to the corporation. Suspension is defined as a loss of all membership privileges for a period of time, with both the duration of the suspension and the conditions for reinstatement specified by the board of directors. Removal is defined as a permanent expulsion of the individual from the membership ranks of the organization. Disciplinary action shall be conducted in accordance with the parliamentary procedure adopted by the board of directors of the corporation. All disciplinary action shall be conducted and decided by the board of directors.

**ARTICLE III
MEMBERSHIP MEETINGS AND QUORUM**

SECTION 1. REGULAR MEETINGS. A regular meeting of the membership shall be held once annually. No notice need be given of the regular membership meeting. The annual meeting shall be conducted concurrently with the LDRS national advanced nonprofessional rocketry meet, at the time and place scheduled by the board of directors. If, during the two months preceding the regular membership meeting, the corporation publishes its authorized journal or newsletter, notice of the annual membership meeting shall be published in the two publications preceding the membership meeting.

SECTION 2. SPECIAL MEETINGS. Upon request of at least one-half of the members eligible to vote, or of five (5) board members, the president shall be required to call a special meeting. Written notice of a special membership meeting shall be addressed to each member at his address on file with the corporation, and either postmarked or electronically submitted no later than seven (7) days before said meeting. Said notice shall set forth the time, place, and subject matter of the special meeting.

SECTION 3. QUORUM. A quorum for all membership meetings shall be the lower of either twenty five (25) members, or ten (10) percent of the membership eligible to vote. Persons entitled to vote at any meeting shall be determined in accordance with the provisions of the bylaws of the corporation.

SECTION 4. VOTING. A member entitled to vote may vote in person or by proxy executed in writing by the member or by the attorney-in-fact for the member. A proxy is not valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Ballots may be conducted by mail or electronic means approved by the directors. Ballots received by the board of directors on or before the time set for the holding of the membership meeting shall constitute a vote for the purpose of determining whether a quorum exists at the particular meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting and entitled to vote on the subject matter is the act of the members.

SECTION 5. CONDUCT OF MEETINGS. Conduct of membership meetings shall be governed by the most recent published edition of Robert's Rules of Order.

**ARTICLE IV
MEMBERS DUTIES AND OBLIGATIONS**

SECTION 1. FEES AND ASSESSMENTS. Members shall promptly pay all fees, dues, special assessments, and other charges lawfully imposed upon the membership.

SECTION 2. OPERATING RULES AND REGULATIONS. Membership shall comply with all provisions of these bylaws and rules and regulations, as well as operating rules and standard operating procedures promulgated by the board of directors. Infractions of such rules, when reported, may be a basis for suspension or expulsion.

SECTION 3. OTHER DUTIES. Members shall conduct themselves in a proper manner to uphold the dignity of the corporation at meetings, refrain from debate or discussion of corporation activities in the presence of non-members, exercise due caution and safety in the use of corporation materials and equipment, and otherwise act in the best interest of and protect the corporation. Members shall keep their personal information such as address, electronic address, and telephone number current in the records of the corporation.

SECTION 4. CERTIFICATION. Members of the association shall not be certified unless they shall have attained their 18th birthday.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS. The affairs of the corporation shall be managed by a board of directors consisting of nine (9) natural persons, all of whom shall themselves be senior members of the corporation. Directors or candidates for directorship shall make public any potential conflicts of interest. All directors, at the time of election, shall have attained twenty-one (21) years of age.

SECTION 2. TERM OF OFFICE. Board members shall serve a term from the date of their election until the date of the annual members meeting that is held in the third year after their election.

SECTION 3. MANNER OF ELECTION. Any director to be elected shall be elected at the annual meeting of the membership. The Elections Committee shall call for candidates at least one hundred and fifty (150) days preceding the date of the annual meeting. The period for candidate submission shall be not less than sixty (60) days. The Election committee shall forward this list of candidates to the voting members, along with a ballot not later than sixty (60) days preceding the annual meeting. The ballot will have a published deadline date, all ballots received after the deadline will be invalid unless presented in person at the members meeting. Voting for candidates may be accomplished by the corporation not later than seven (7) days preceding the annual meeting, or by presence at the annual meeting of the corporation. The election committee shall be responsible for conducting the ballot process. At the conclusion of voting at the annual corporation meeting, ballots received and votes received on the floor shall be tallied for determination of the new directors. Candidates receiving votes shall be ranked by the number of votes received and those persons receiving the highest number of votes shall be considered elected as new directors for the following term.

SECTION 4. VACANCIES. A vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of the remaining directors at the next regular or special meeting of the board of directors. The temporary director shall serve until the next regular meeting of the membership, at which time a new director shall be elected to fill the unexpired term of the vacated office or the newly created opening.

SECTION 5. QUORUM. A majority of the number of directors fixed by the bylaws shall constitute a quorum for the transaction of business by the board of directors. The act of the majority of the directors present at a meeting at which a quorum is present is the act of the board of directors, unless the act of a greater number is required by these bylaws. A director shall not be permitted to vote on any issues involving action by the corporation against that particular director.

SECTION 6. MEETINGS. Meetings of the board of directors shall be held at least twice each year. The board shall meet for the purpose of selection of officers immediately after the adjournment of the annual meeting of the membership or as soon thereafter as is practical. The board of directors may conduct such other special meetings as are deemed necessary and appropriate by the board of directors, and the president shall have authority to call such meetings. In any event, the president shall, upon written request of any two (2) directors, call a meeting of the board of directors to be held not more than five (5) days after receipt of such request.

SECTION 7. NOTICE OF MEETINGS. No notice need be given of any regular meeting of the board. Notice of special meetings shall be served upon each director at his address on file with the corporation at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting. Attendance at a meeting constitutes waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of the business because the meeting is not lawfully called or convened. Business to be transacted or the purpose of a regular or special meeting of the board of directors need not be specified in the notice of the meeting.

SECTION 8. COMPENSATION. The directors shall serve without compensation.

SECTION 9. REMOVAL OF DIRECTORS. Any director may be removed either with or without cause and at any time by a vote of the majority of the members at a regular membership meeting or a special meeting called for that purpose.

SECTION 10. RESIGNATION. Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

SECTION 11. DUTIES. The board of directors shall manage the affairs of the corporation, including determining membership fees and membership eligibility. The board of directors shall develop, adopt, and implement all rules and regulations regarding membership activities involving the acquisition, storage, and use of rockets, rocket motors, and rocket components and parts.

SECTION 12. ADVISORY COMMITTEE. The board of directors shall, as it deems appropriate from time to time, appoint such advisory committees as may assist the board of directors in accomplishing its purposes, and may include on such advisory committees associate members, nonmembers, representatives of labor and industry, safety personnel, educational personnel, and such other personnel as may have special knowledge or experience and may be of assistance to the board in meeting its goals and mission.

SECTION 13. EXECUTIVE COMMITTEE. An executive committee consisting of at least one officer of the board of directors and two other directors may be appointed from time to time by a majority vote of the members of the board of directors. The executive committee may exercise any and all of the powers given it by the board of directors. All actions of the executive committee are subject to approval by the board of directors which must be notified of actions taken by the executive committee. Designation of the executive committee and the delegation of authority to it do not relieve the board of directors or any member of the board from responsibility imposed by law.

SECTION 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

(a) To indemnify a director, officer, or former director or officer of the corporation or a person who has served at its request as a director or officer. The officers and directors shall be fully and wholly indemnified to the extent permitted under Alaska statutes 10.20.0011(14). This will also include indemnification against charges against the director or officer by virtue of their performance or interpretation of those or other sections of the bylaws.

(b) Acts of willful misconduct, dereliction of duty, voluntary criminal actions by officers or directors will be exempt from indemnification.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS AND QUALIFICATIONS. The officers of the corporation shall be a president, vice-president, secretary, and treasurer. The officers of the corporation shall be elected from the members of the board of directors. All officers, at the time of election, shall have attained twenty-five (25) years of age.

SECTION 2. ELECTIONS. Each of the officers shall be elected by the board of directors at the first meeting of the board of directors following the annual membership meeting. Each term of office shall be from the date of election to the date of the annual members meeting that is held in the following year.

SECTION 3. REMOVAL OF OFFICERS. Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served.

SECTION 4. COMPENSATION. The officers shall serve without compensation.

SECTION 5. PRESIDENT. The president shall have been a member of the association for at least two (2) years. The president shall preside at all meetings of the membership and the board, and the president shall appoint all committees, acting as an ex-officio member thereon. The president shall cause to be called regular and special meetings of the members and the directors in accordance with requirements of the statutes and these bylaws. The president shall have no overriding authority over the other officers of the corporation other than to insist upon detailed reporting of the status of the board. The president shall represent, or delegate at his/her discretion, the association in all dealings with outside organizations and agencies, and transact business and perform duties on a day-to-day basis on behalf of the corporation.

SECTION 6. VICE-PRESIDENT. The vice-president shall have been a member of the association for at least two (2) years. The vice-president shall act as president in the absence of that officer. In the event of the absence of both the president and the vice-president at any meeting of the membership or the board, another member or director, respectively, shall be chosen to preside at that meeting.

SECTION 7. SECRETARY. The secretary shall have been a member of the association for at least one (1) year. The secretary shall keep the minutes of meetings of the membership of the corporation and of the board of directors, compile records, conduct correspondence, and perform other duties as required. The secretary shall conduct, or delegate as necessary, all correspondence at the direction of the corporation or its officers.

SECTION 8. TREASURER. The treasurer shall have been a member of the association for at least one (1) year. The treasurer shall receive and disburse all funds and maintain a corporation bank account, provide financial reports to the board upon their request and provide annual financial reports to the board and the membership.

ARTICLE VII COMMITTEES

SECTION 1. ELECTION OF COMMITTEE CHAIRS. Each year, the president shall appoint, subject to ratification by the board of directors, a chair of each of the standing and special committees of the corporation. The president and a chair of each committee shall appoint, subject to ratification by the board of directors, the members of each committee. Nominated members of the committee may be chosen from those qualified persons as provided under these bylaws.

SECTION 2. STANDING COMMITTEES. Standing committees of the corporation shall be:

- Publication and Education
- Tripoli Motor Testing
- Contests and Records
- Research
- Elections
- Information Technology
- Technical Advisory Panel
- Lifetime Membership
- Insurance Committee
- Class 3 Review Committee

SECTION 3. COMMITTEE DUTIES.

Publication and Education:

The committee shall publish the official newsletter of the association, publish research and technical reports, develop and publish educational and training materials, and publish other documents required for and by the corporation, as directed by the board of directors.

Tripoli Motor Testing:

The committee shall develop and maintain a rocket motor testing program for the purpose of determining actual performance, reliability, and safety of commercially available motors.

Contests and Records:

The committee shall develop and maintain a competitive program, including appropriate rules for the governance thereof, and to certify and maintain performance records.

Research:

The committee will review new technologies for possible inclusion into Research launch activities.

Election:

The committee shall solicit candidates and oversee the balloting process for the election of directors. The committee shall handle the ballot process for election of members of the board of directors. The committee shall consist of three (3) natural person voting members of the corporation. No director or nominee may serve on the election committee.

Information Technology:

The committee is responsible for maintaining the information technological infrastructure of the corporation.

Technical Advisory Panel:

The committee of members is responsible for the pre-flight review and flight witness of member certification flights, specifically Level 3 certification flights.

Lifetime Membership

This committee shall operate autonomous from the Board of Directors. It is the committee's responsibility to seek out deserving Tripoli Members in good standing for a Lifetime Membership. The committee shall consist of a minimum of two (2) lifetime members. Awards will be limited to no more than two (2) per year. Typically they are awarded at the Annual Members Meeting.

Insurance Committee

This committee is responsible for obtaining and maintaining Tripoli's general liability and D&O insurance policies.

Class 3 Review Committee

This committee is responsible for review of class 3 flights and class 2 flights above 50,000ft. They are also responsible for liaison with the FAA and other AHJ's with authority over these flights.

SECTION 4. SPECIAL COMMITTEES. Special committees may be appointed by the president or board of directors at any time as required to aid in the business of the corporation.

SECTION 5. COMMITTEE REPORTS. Annual reports of all committees are to be provided to the president prior to the annual members meeting.

**ARTICLE VIII
MEMBERSHIP FEES, ASSESSMENT AND FINANCES**

SECTION 1. MEMBERSHIP FEES. Membership fees for all new members of the corporation shall be in an amount set by the board of directors. All new members of the corporation shall be required to pay the membership fees, unless otherwise provided under these bylaws. Membership fees are non-refundable.

SECTION 2. ANNUAL DUES. Annual dues shall be set by the board of directors during each year of the life of the corporation.

SECTION 3. ARREARAGE. A member or participant who fails to pay any monies due the corporation for fees, dues, or other sums due to the corporation shall be automatically suspended and denied the use of corporation facilities and equipment. The treasurer shall take immediate action to deny said member such use and shall strike all entitlement of this member from the books of the corporation.

SECTION 4. FINANCIAL REPORTS. The treasurer shall provide the membership with a breakdown of both fixed costs and operating costs at the annual members meeting.

SECTION 5. PROPERTY. All property and accounts of the corporation shall be in the corporation name.

**ARTICLE IX
AFFILIATIONS**

The corporation may be affiliated with any other profit or non-profit organization or natural person necessary or desirable to effect the goals of the corporation. The president of the corporation shall, upon ratification by the board of directors, enter into any affiliation with any such organization or person.

**ARTICLE X
DISSOLUTION**

Dissolution of the corporation shall take place in accordance with the provisions of the Alaska statutes under which the corporation is organized and the Articles of Incorporation.

**ARTICLE XI
AMENDMENTS**

The power to adopt, alter, amend or repeal bylaws is vested in the board of directors. The bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required by statute or by these bylaws, said notice may be waived in the manner provided by AS 10.20.116(b) and/or AS 10.20.690.

ARTICLE XIII MISCELLANEOUS PROVISIONS

SECTION 1. EXPENSES. No natural person or organization shall incur any expenses in the name of or on behalf of the corporation except with the authorization and approval of the board of directors. This includes but not limited to credit and debit cards and bank account authority.

SECTION 2. IDENTITY OF THE CORPORATION. The corporation may adopt an official seal, mark or other logo to identify the corporation. Use of the mark or logo shall not be required for the corporation to conduct business activity. Reproduction of the official seal, mark or logo shall be limited to official stationary, official publications, and any other official purpose of the corporation as directed by the board of directors with their authorization and approval.

SECTION 3. LIMITED AUTHORITY. No person or organization may act in the name of or on behalf of the corporation, except when specifically authorized to do so by the board of directors. This includes but not limited to credit and debit cards and bank account authority. No person authorized to perform an act in the name of or on behalf of the corporation may exceed the authority granted to that person to perform said act.

ARTICLE XIV HEADQUARTERS

SECTION 1. COLLECTION OF DUES AND FUNDS FOR THE CORPORATION. It is the responsibility of headquarters to collect dues and assessments for the corporation under the direction of treasurer.

SECTION 2. RECORDS. It is the responsibility of headquarters, under the direction of the treasurer, to correctly record accounting, addresses, and other pertinent information as seen on the applications and renewal slips of the corporation. It is also responsible to maintain the records as a historical document of the corporation. It is therefore the responsibility of headquarters to record the numbers of membership in perpetuity and never reassign numbers. Headquarters shall make available to each member copies of these bylaws and amendments thereto, operating rules and other matters as directed by the board.

SECTION 3. ARCHIVES. It is the responsibility of headquarters to act as repository for the Tripolitans, High Power Rocketry magazines, Tripoli Reports, and all other publications of the corporations.

TRIPOLI ROCKETRY ASSOCIATION, INC.