

BYLAWS

of the

TWIN CITY AMATEUR ASTRONOMERS, INC.

(As amended February 11, 2017)

ARTICLE I – Name

The name of this organization shall be the Twin City Amateur Astronomers, Incorporated. It shall be referred to herein as the TCAA.

ARTICLE II – Purposes

The purposes for which the TCAA is formed are: to promote in every way among its members and the general public an interest in, and knowledge of, astronomy and its allied sciences; to advance amateur astronomy and observational techniques; to render assistance to other individuals or organizations working in the same or related fields; and to do everything necessary and proper to further such on a formal or informal basis.

The TCAA is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - Membership, Dues, Voting Rights and Other Privileges, Conduct, and Definitions

Section 1: Membership

Membership shall be open to anyone, so long as such is in sympathy with the stated purposes of the TCAA and fulfills obligations of membership. No eligible person shall be denied membership on the basis of race, sex, religion, age, sexual preference or national origin.

Membership shall be granted to any eligible person as set forth in these Bylaws, who has made application accompanied by the appropriate dues to any officer of the TCAA.

Honorary Lifelong Membership may be granted with no dues assessed, as the Board of Directors sees fit, to any person or persons who have rendered valuable or exceptional service to the TCAA.

Section 2: Dues

Dues shall be revised, if necessary, at the Annual Meeting. The total fees assessed each member annually shall cover operating expenses. The dues structure shall include considerations for:

Student:	A full-time student
Adult:	An individual age 18 or over
Family:	Up to two adults and their children or grandchildren who are under the age of 18 or are full-time students.
Senior:	An individual age 65 or over

Membership shall be terminated for any member whose annual dues are not paid by the last day of the month of renewal. A person whose membership has terminated for nonpayment may reinstate membership upon payment of dues for the current year.

Section 3: Voting Rights and Other Privileges

Each Member in Good Standing who is at least 18 years of age shall be entitled to one vote at any General Meeting of the TCAA at which the member is present. Each Member in Good Standing who is at least 18 years of age shall be entitled to one vote at the Annual Meeting of the TCAA at which the member is present. Proxy voting will not be permitted at any TCAA meeting or election.

Each member who is at least 18 years old shall have equal rights of holding office with the exceptions as set forth herein.

Each member may use the equipment and facilities owned by or under the supervision of the TCAA, with such exceptions as the Board of Directors shall deem necessary for the proper use and safety thereof.

Section 4: Conduct

While participating in TCAA events members shall conduct themselves in a manner that:

1. Reflects well on the TCAA
2. Supports and promotes the purposes of the TCAA as specified in Article II of these Bylaws.
3. Demonstrates regard for the safety of themselves and others, and the safe and proper use of property, equipment, and facilities owned or operated by the TCAA

No member shall state or imply that the member is a representative of the TCAA, acting on behalf of the TCAA, or communicating on behalf of the TCAA, without prior approval from the Board.

Any member who commits gross or repeated violations of Section 4 may be subject to discipline up to and including suspension of privileges, suspension of membership, and termination of membership. A person whose membership or privileges have been suspended or terminated is not entitled to reimbursement of dues paid.

A member of the TCAA may have his or her membership terminated for gross or repeated violations of Section 4 by motion carried by a three-fourths majority vote of the members present at a General Meeting.

Section 5: Member in Good Standing

A Member in Good Standing is an individual whose dues are paid for the current year and whose membership or privileges described in this article have not been suspended or terminated.

Section 6: Advisory Votes

The Board of Directors may seek the opinion of the assembled membership at any meeting of the membership. These votes are advisory as such and are not binding upon the Board.

Section 7: Standing Rules

Standing rules may be presented at any TCAA meeting. All standing rules in effect shall be published on the TCAA website.

ARTICLE IV - Directors and Officers

Section 1: Directors

The number of Directors shall be five (5).

Section 2: Election and Installation of Directors

At the Annual Meeting, an election shall be held to select Directors for the TCAA. Directors shall serve for a term of one year and until successors have been duly elected. The five nominated candidates who receive the greatest number of votes shall be declared elected.

Installation of Directors occurs with the end of the Annual meeting.

No person shall serve as a Director who is not a Member in Good Standing

Section 3. Nominations

No person may be a candidate in a TCAA election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members of their selection. The Board shall name a Chair for the committee. The chair shall call a committee meeting which shall be held on or before the fifteenth day of November.

1. The Committee shall nominate at least five (5) candidates for positions on the Board, and, after securing the consent of each person nominated, shall immediately report their nominations to the Vice President in writing.
2. Upon receipt of the Nominating Committee's report, the Vice President shall before the 15th day of January notify each member in writing of the candidates who were nominated.
3. Additional nominations may be made at the Annual meeting by any member in attendance provided that the person so nominated does not decline when that person's name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, the proposer shall present to the Vice President a written statement from the proposed candidate signifying the candidate's willingness to be a candidate.
4. The Vice President shall invite each candidate to prepare a short statement of interest explaining the candidate's background, and describing their participation in TCAA activities. The Vice President shall make the statements available for review by members at the Annual Meeting before the election.
5. Nominations cannot be made in any manner other than as provided in this Section.

Section 4: Appointment and Installation of Officers

The Officers shall be President, Vice President, Secretary, and Treasurer. The President and Vice President must be members of the Board of Directors. All Officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. In the event that an Officer is temporarily absent from an office, The President may appoint a Member in Good Standing to fill the vacancy until the absent officer returns.

Officers shall take office at the close of the meeting at which they are appointed. Each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days thereafter.

Section 5: Removal of Directors

In the event of removal of a Director from office, a special election shall be held at a General Meeting of the membership for the purpose of replacing the Director.

ARTICLE V - Board of Directors

The affairs and business of the TCAA shall be managed by a Board of Directors. The Board shall have the power and authority to perform all acts and functions related to the transaction of TCAA business in accordance with these Bylaws and the laws of the State of Illinois. The Board, as it deems necessary, shall prepare recommendations for presentation to the membership.

Three Directors of the Board shall constitute a quorum. Each Director shall have one vote and voting shall not be done by proxy.

The President of the TCAA shall chair the Board of Directors. The next ranking officer shall be the Vice-president.

The Board of Directors may make such rules and regulations governing its meetings as it may in its discretion determine necessary.

Vacancies on the Board of Directors shall be filled under the provisions of ARTICLE IV.

Board Meetings shall be open to all TCAA members, who shall be entitled to a voice but no vote.

ARTICLE VI - Duties of Officers

The President shall preside at all meetings of the TCAA and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws. The President shall chair the Board of Directors and shall present at each Annual Meeting of the TCAA an annual report of the work of the TCAA. The President shall ensure that all reports and forms that are required by Law are properly kept and filed with the appropriate authorities. The President shall also declare the name and address of the legal Registered Agent of the TCAA at the Annual Meeting. The President shall manage the day-to-day operations of the TCAA, including supervision of all education and public outreach events. The president shall maintain regular communication with the membership through *The OBSERVER* newsletter, and through the association's listserv.

The Vice President shall assist the President in the discharge of the duties of his office, assuming those duties in the absence of the President or in the event of his inability to act. The Vice President shall oversee the program committee appointed by the President, if any. The Vice President shall oversee TCAA publicity, advertising, TCAA meetings and public functions, and membership recruitment.

The Secretary shall keep minutes and attendance records of meetings of the TCAA. The Secretary shall be authorized to sign checks or drafts of the TCAA in the absence of the Treasurer. The Secretary shall secure and hold official papers of the TCAA, shall maintain records of official acts and standing rules. The Secretary shall present at meetings correspondence received and shall conduct such correspondence as directed by the President or the Board. The Secretary shall keep records, including, but not limited to: Bylaws, incorporation articles, contracts, and documents of ownership, in a safe and secure location.

The Treasurer shall receive all monies keeping a record of the same. The Treasurer shall cooperate with the Newsletter Editor in maintaining membership lists. The Treasurer shall report the transactions of the office, as required by the President, in the form of Treasurer's Reports prepared prior to the meetings. The report shall be a part of the Secretary's Minutes of the meetings. Disbursements, other than routine, shall be subject to the approval of the Board of Directors. The Treasurer signs checks or drafts of the TCAA. The Treasurer's accounts shall be audited at the end of each fiscal year (using a balance sheet prepared in the same manner as those contained within state and federal forms for tax exemption) by a member selected by the President or by the Board of Trustees if active. This record shall be kept by the Secretary.

ARTICLE VII – Committees

Section 1: Appointment of Committees

The Board may each year appoint committees of one or more persons to advance the work of TCAA. Such committee shall be subject to the final authority of the Board.

Any committee appointment may be terminated by a majority vote of the Board and the Board may appoint successors to those persons whose services have been terminated.

Committees shall include but are not limited to: Property Manager, Historian, Newsletter Editor, Astronomical League Correspondent, and Registered Agent.

Section 2 – Duties of Committees

1. The Property Manager has responsibility for TCAA structures and equipment. The Property Manager's duties include security and maintenance of structures and equipment, disposition of equipment, and inventory. Security of structures includes activities such as assurance that all locks and lighting (inside and outside) of the observatory structures are maintained and replaced as needed. Maintenance of property includes activities such as inspecting and clearing areas in and around the properties to maintain a safe environment and assuring that the observatory structures are clean, organized and structurally sound. Maintaining equipment includes activities such as organizing equipment to be readily accessible for use by TCAA members, maintaining procedures recommended by the Property Manager and approved by the Board for training and use of equipment as well as check-out and return of equipment. Any member intending to use equipment which has been determined to require training for use (either by the Board or the owner of the equipment) must fulfill those requirements to the satisfaction of the Property Manager or a designee.

The Property Manager may dispose of old, broken or unused equipment as approved by the Board. An updated inventory of all purchased, donated, checked out or disposed of equipment will be maintained and forwarded annually (January) to the Board prior to the TCAA annual meeting.

The Property Manager maintains an inventory of key holders to TCAA properties.

The Property Manager may request assistance in the conduct of the position's responsibilities and assign duties to volunteer members as required.

2. The Historian shall gather items of historical interest to the TCAA. These include, but are not limited to, pictures, slides, and written descriptions of TCAA activities. The Historian shall prepare and keep a journal of all such memorabilia, to be made available to members upon request. The Historian shall also prepare a synopsis of the past year's events, to be reviewed verbally at the Annual meeting. The Historian shall keep and hold secure all materials of historical interest and shall turn over said holdings at the end of his or her term to the successor in office.
3. The Newsletter Editor shall produce a newsletter in a timely and responsible fashion. For digital mailing of the newsletter, the Newsletter Editor shall cooperate with the Treasurer in maintaining accurate membership lists and email addresses, including membership renewal dates. The Newsletter Editor shall send each member a statement of dues for the ensuing year.
4. The Astronomical League Correspondent (ALCOR) shall maintain regular communications with the Astronomical League.
5. The Registered Agent shall serve as the legal representative of the corporation to the State of Illinois.

ARTICLE VIII - Board of Trustees

A Board of Trustees shall be appointed by the Board of Directors at the time of the dissolution of the TCAA for the express purpose of handling disbursements and assets as specified in ARTICLE XIV.

The Board of Trustees may be activated sooner, upon need, for handling assets and auditing the Treasurer's accounts. Activation shall be by amendment to these Bylaws and shall specify election of Trustees from among members not already officers.

ARTICLE IX – Meetings

Section 1. General Meetings

General Meetings of the TCAA may be held on dates and times decided upon by the Board of Directors.

When a vote is to be taken at a General Meeting, a quorum shall consist of four (4) Members in Good Standing in addition to a presiding officer.

Section 2. Annual Meeting

The Annual Meeting shall be held in the month of February at which the Directors for the ensuing year shall be elected by secret ballot.

Section 3. Board Meetings

Meetings of the Board of Directors shall be held a minimum of six times during the year. A quorum is a majority of the board.

Section 4. Special Board Meetings

Special Board Meetings may be called by the President or at the request of a majority of the Board. Dates and times for these meetings shall be decided upon by the majority of the Directors. Written notice of such meeting shall be sent by the Secretary at least 3 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted. A quorum for such meeting shall be a majority of the Board.

Section 5. Form of meetings

General meetings and Annual Meetings are conducted in person. All other meetings may be conducted either in person, or electronically via teleconference, video conference, or e-mail.

ARTICLE X - Other Activities and Operational Limitations

Section 1: Legislative or Political Activities

No part of the activities of the TCAA shall be the creation, publication, or distribution of statements, endorsements, or propaganda, or otherwise, attempting to influence legislation. The TCAA shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 2: Operational Limitations

Notwithstanding any other provisions of these articles, the TCAA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a

corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI - Fiscal Year

The fiscal year shall commence on January 1 and end on December 31 of the same calendar year.

ARTICLE XII - Membership Lists

Membership lists are the exclusive property of the TCAA. They shall not be given or sold to any outside agent, commercial or otherwise without prior approval of the Board of Directors in consultation with the membership. A knowing violation of this Article XII is a gross violation for purposes of Section 4 of Article III of these Bylaws.

ARTICLE XIII - Indemnification of Members

Any Member (and heirs, executors, and administrators of such person) made or threatened to be made party to any action, suit, or proceeding by reason of the fact that he is or was acting on behalf of this corporation shall be indemnified against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or his heirs, executors, and administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearances therein, except in relation to matters as to which it shall be adjudged by the Board of Directors in such action, suit, or proceeding that such member is liable for gross negligence or misconduct in the performance of duties.

The TCAA shall share limited liability for loss or damage to equipment or materials used on behalf of the TCAA. The Board of Directors shall determine if and how much compensation should be paid to the member in the event of such loss. The TCAA shall maintain liability insurance on behalf of the club and membership.

ARTICLE XIV - Inurement of Income

No part of the net earnings of the TCAA shall inure to the benefit of, or be distributed to its members, be they officers, board members, trustees, or other private persons, except that the TCAA shall be authorized and empowered to make payments and disbursements in furtherance of the purposes set forth in ARTICLE II hereof. An Officer or Director shall not be entitled to receive, by virtue of his position any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the TCAA for duties other than as an Officer or Director.

ARTICLE XV - Disbursement of Property

Upon the dissolution of the TCAA, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the TCAA, dispose of all of the assets of the TCAA. Disposal of said assets shall be made to any organization or organizations operated in accord with the stated purposes of the TCAA, and organized and operated exclusively for educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Any such assets not so disposed of by the Board of Trustees shall be disposed of by the Court of Common Pleas of the County of McLean, in the State of Illinois, in accordance with the above stated provisions.

ARTICLE XVI - Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the TCAA in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any Standing Rules the TCAA may adopt.

ARTICLE XVII - Interpretation of Bylaws

The authority to interpret the meaning of these Bylaws rests solely with the Board of Directors.

ARTICLE XVIII – Amendments

The Bylaws of the corporation, as herein set forth, may be changed, altered, or deleted in whole or in part, only at the Annual Meeting of the membership.

Proposed amendments to these Bylaws shall be presented in writing to the Board of Directors for consideration and final recommendations. Approval of the majority of the Board of Directors shall be required before presentation to the membership for a vote.

Written notice of a proposed amendment shall be published in the newsletter prior to the date of presentation at the Annual Meeting.

Adoption of an amendment shall require the approval of two-thirds of the TCAA members present and voting.

APPROVAL AND ADOPTION

Approved by action of the TCAA on February 16, 1991

(James C. Moncher) President
(Michael Miller) Vice-President
(Garth L. Bock) Treasurer
(Avo Vill) Fourth Director
(Jim Wall) Fifth Director

As amended by action of the TCAA on February 7, 2009

As amended by action of the TCAA on February 6, 2010

As amended by action of the TCAA on February 23, 2013

As amended by action of the TCAA on February 1, 2014

As amended by action of the TCAA on February 20, 2016

**STANDING RULES
Of the
TWIN CITY AMATEUR ASTRONOMERS, INC.**

I - The G. Weldon Schuette Society

WHEREAS donations have been made to the Twin City Amateur Astronomers on behalf of the memory of G. Weldon Schuette and WHEREAS G. Weldon Schuette was in his life and association with this organization an outstanding amateur astronomer,

BE IT RESOLVED that an exclusive society be created and membership conferred to perpetuate his memory.

The society, to be known as the "G. Weldon Schuette Society", shall induct annually, if appropriate, the one TCAA member who most exhibits the exemplary characteristics of an outstanding amateur astronomer. Membership in the Society shall be for life. The inductee's name shall be attached to a suitable plaque that shall be displayed in a prominent location as determined the Board of Directors. Associated with the award shall be a certificate noting membership in the G. Weldon Schuette Society.

The recipient of the award must have:

- 1) Participated vigorously in TCAA activities for a time of not less than three years.
- 2) Given service to the TCAA by performing as an outstanding elected official, newsletter editor, committee chairperson, or in some other official capacity.
- 3) Demonstrated the abilities and enthusiasm expected of any skillful and knowledgeable observer of the heavens.

Rules governing the selection of the recipient are as follows:

- 1) The winner shall be selected by a majority of the Board of Directors.
- 2) Nominations for the award must be submitted in writing. Nominations must contain a description of how the nominee satisfies the criteria for reception of the award. The nomination must be submitted to the Board of Directors by the date of the club's December meeting. The Board shall then determine whether or not the candidate satisfies the criteria set forth above and shall certify all names appearing on the ballot.
- 3) Recipient's name shall be announced only at the Annual Meeting.
- 4) Any member receiving lifelong honorary membership in the TCAA automatically becomes a member of the Schuette Society.

II - Current Dues and Fees (makes section consistent with Bylaws)

As amended by action of the TCAA on February 1 2014

The annual membership dues currently assessed shall be as follows:

- 1) Full-time student. \$25
- 2) Individual, family, or household. \$40
- 3) Individual aged 60 or over (and family). \$25

III - Dues Renewal Dates

Memberships shall run one calendar year from the date of dues payment. Dues shall not be prorated to any particular date.

IV - Format for Debate

Any issue requiring debate shall have a time limit of three minutes per person for the initial statement and two minutes for rebuttal from the same person. If the time of the meeting does not allow for each member of the assembly to speak, the discussion shall be suspended until the next regular scheduled meeting or a special meeting can be called by the proper officers.

V - Loan of Club Materials

The club telescopes are available to all members in good standing on the basis of a lottery drawing if necessary. After using borrowed equipment for a period of two months, the borrower shall surrender its use if any other eligible member desires to use said equipment.

Library materials are available on a first-come, first-served basis to all members in good standing or to any current member who has paid dues for the immediately previous two years.

VI - Abrogated

VII - Abrogated

VIII - Use of Club Materials

No member shall sell, loan, or modify club equipment without the written consent of the Board of Directors.

IX - Messier Observations

Certification of Messier observations can be made only by the Board of Directors, the ALCOR, or a Messier Club member.

X - Selection of TCAA Awardees (passed by Board 1/27/2009)

All Board members and officers present at the meeting to determine who will receive various club awards (e.g., Schuette, Kieviet, Miller) shall have a voice and a vote.

XI - TCAA Plaques and Certificates (passed by Board 1/27/2009)

TCAA awards, when conferred, will include a certificate suitable for framing. The associated plaques will remain in the possession of the club.

XII – Placement of Personal Equipment in the Observatories (passed by the Board 9/16/2014)

All members of the organization are free and welcome to use equipment in the observatories with adequate training. Unless members intend to donate equipment, place it under TCAA's complete control, and if the TCAA Board of Directors accepts the donation, there are no grounds for members to place equipment within either of the club's observatories.