

**BYLAWS
of the
TWIN CITY AMATEUR ASTRONOMERS, INCORPORATED**

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, Privileges, 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, 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. Honorary Members shall be entitled to the same privileges as members in good standing.

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:

- b) Any full-time student
- c) Adult
- d) Family
- e) Age 60 or over

Membership shall be terminated, on prior notice from the Newsletter Editor, for any member delinquent in dues. Such members may be reinstated upon payment of dues for the year in which reinstatement is sought.

Section 3: Voting Rights and Other Privileges

Each member in good standing is vested with a legal vote that shall be used exclusively for the purposes of electing officials, or amending these Bylaws. This legal vote shall be cast, if any one member of the organization deems fit, by secret ballot.

Each member shall have equal rights of holding office with the exceptions as set forth herein, and the same rights to use equipment and facilities owned by or under the supervision of the TCAA, with such exceptions as the Board of Directors shall deem necessary to the proper use and safety thereof.

Section 4: Use of the Pronoun "He"

The use of the pronoun "he" and its related forms ("his", "him", etc.) in this document is not meant to specify

gender. The use of such terms is generic in nature and does not indicate that the subject is necessarily male.

Section 5: Member in "Good Standing"

A member is said to be in "good standing" if he has attended at least three general meetings of the TCAA within the preceding twelve months.

Also, any individual who has maintained continuous membership with the TCAA for a period of twenty years shall be considered a "member in good standing" regardless of attendance at general meetings.

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

Purely procedural matters may be decided by the membership present at any general meeting through the creation of standing rules. Standing rules may be created or abolished by a majority decision of the members present at any general meeting. The Board of Directors possesses the right to abrogate any such rule that it perceives as infringing upon its rights and responsibilities. The Board of Directors also possesses the right to establish standing rules for the benefit of the membership during any of its meetings.

ARTICLE IV - Directors and Officers

Section 1: Directors

The number of Directors shall be five.

Section 2: Election and Installation of Directors

At the February Annual meeting, an election shall be held to select Directors for the TCAA. Directors shall serve for a term of one year or until successors have been duly elected. Installation of Board members occurs with the end of the Annual meeting. No member shall be eligible to serve as a Director who is not a member in good standing.

Section 3: Appointment and Installation of Officers

The Officers shall be President, Vice-President, Secretary, Treasurer, and Minor Officers. The minor Officers shall be Property Manager, Historian, Newsletter Editor, Astronomical League Correspondent, and Registered Agent. The Board of Directors may appoint additional Minor Officers as it deems necessary. The President and Vice-President must be members of the Board of Directors except during a transitory interim period as set forth in the next paragraph. 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 has the ~~right~~ authority to appoint a qualified member as an Acting Officer in the post until the absentee officer returns. The Board of Directors may remove and replace any Officer due to inability to serve or laxity in service. No member shall be eligible to serve as an Officer who is not a member in good standing.

All officers will be installed in office at the close of the Board meeting at which they are elected or appointed. The terms of previous officers will end only at the conclusion of this Board meeting.

Section 4: Removal of Directors

Any Director may be removed in accordance with ARTICLE XV of these Bylaws. In the event of removal of a Board member from office, a special election shall be held at the next general meeting of the membership for the purpose of replacing said Director.

ARTICLE V - Duties of Officers and Minor Officers

Section 1: Duties of the Officers

The President shall preside at all membership meetings. He shall be, by virtue of his office, Chairman of the Board of Directors. He shall present at each Annual meeting of the TCAA an annual report of the work of the TCAA. He shall appoint all committees, temporary or permanent. He 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. It shall also be his duty to take charge of the program committee appointed by the President, if any. Furthermore, the Vice-President shall be in charge of all TCAA publicity, regularly advertising all TCAA meetings and public functions. His duties shall also extend to regular membership recruitment.

The Secretary shall keep minutes and accurate attendance records of all meetings of the TCAA. He shall be authorized to sign checks or drafts of the TCAA in the absence of the Treasurer. The Secretary shall secure and hold all official papers of the TCAA, shall maintain records of all official acts and standing rules. The Secretary shall present at meetings the correspondence received by him and shall conduct such correspondence as directed by the President or the Board. The Secretary shall keep vitally important records (Bylaws, incorporation articles, contracts, and documents of ownership, etc.) in a safe and secure location. All ordinary records in the keeping of the Secretary shall be turned over to his successor in office at the close of his term.

The Treasurer shall receive all monies keeping an accurate record of the same. He shall cooperate with the Newsletter Editor in maintaining accurate membership lists. He shall report all transactions of his 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 normally shall sign 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 secure by the Secretary.

Section 2: Duties of the Minor Officers

The Property Manager shall serve as observatory director and librarian. He shall keep and hold secure all club properties, and shall gather literary items of astronomical interest from various sources and take charge thereof. All items consigned to the library shall be cataloged in such a manner as to be readily accessible for reference and use by TCAA members. It shall also be his duty to maintain and monitor the location of any and all TCAA equipment.

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 term to his successor in office.

The Newsletter Editor shall produce a newsletter in a timely and responsible fashion. For the purpose of newsletter mailing, he shall cooperate with the Treasurer in maintaining accurate membership lists including membership renewal dates. He shall also be responsible for notifying in writing all members delinquent in dues.

The Astronomical League Correspondent (ALCOR) shall maintain regular communications with the Astronomical League.

The Registered Agent shall serve as the legal representative of the corporation to the State of Illinois.

ARTICLE VI - 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 at TCAA meetings.

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

Meetings of the Board of Directors shall be held at least once every two months for a minimum of six meetings during the year. Special Board Meetings may be called by the President or at the request of three members of the Board. Dates and times for these meetings shall be decided upon by the majority of the Directors.

The President of the TCAA shall be the chairperson of 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 in the said Board of Directors shall be filled under the provisions of ARTICLE IV, Section 3. Board Meetings shall be open to all TCAA members, who shall be entitled to a voice but no vote.

ARTICLE VII - 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 VIII – Meetings

General membership meetings of the TCAA shall be held on dates and times decided upon by the Board of Directors.

The general meeting held in February shall be designated the Annual Meeting and shall be for the purpose of electing officers, receiving annual reports of officers and committees, and for the transaction of such other business as may regularly come before it.

When a legal vote is to be taken, a quorum shall consist of five members in addition to a presiding officer, all in good standing.

ARTICLE IX - 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 X - Fiscal Year

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

ARTICLE XI - 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. Any member of the TCAA who knowingly violates this provision of the Bylaws shall have his membership immediately revoked for a period not to exceed one year.

ARTICLE XII - 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 XII - 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 XIV - 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 XV - Parliamentary Procedure

The rules contained in the latest issue of Robert's "Rules of Order" shall govern the procedure of the TCAA in all cases to which it is applicable, provided that they are not inconsistent with the Bylaws or Standing Rules set forth by the TCAA.

ARTICLE XVI - Interpretation of Bylaws

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

ARTICLE XVII – 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 members of the Board shall be required before presentation to the membership for a vote.

Written notice of a proposed amendment shall be published in the "Observer of the Twin City Amateur Astronomers" 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 this 16th day of February, and in the year of our Lord 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

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 membership in the TCAA automatically becomes a member of the Schuette Society.

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

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
- 4) Newsletter subscription only \$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.

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.