

TRA

A Non-Profit Association

By-Laws

By-Law I — PURPOSE

The By-Laws of TRA, a non-profit organization, also identified as The Association in these By-Laws, shall be as provided herein.

By-Law II — ORGANIZATION

Section 1. Officers and Directors

- A. The business and property of The Association shall be managed and controlled by the Board of Directors, which shall consist of Officers, the Immediate Past President and Directors-at-Large.
- B. The Association's Officers shall include a president, vice president, secretary, and treasurer.
- C. The Board of Directors may be expanded by the Board to include no fewer than four (4) Directors-at-Large and no more than nine (9), elected by the Members
- D. At no time will there be an even number of voting members on the Board of Directors
- E. All nominees for office in The Association must be Members in good standing.
- F. Any Officer or Director may be removed from office by a two-thirds vote of the entire Board of Directors.
- G. The Immediate Past President Office may be filled only by the President of the immediately preceding administration. The office will function as another Director-at-Large.

Section 2. Election and Term of Office

- A. By the fourth month of The Association year, the Board shall have appointed a nominating committee to consist of at least three Members of the Association, whose task is to recruit Members in good standing as candidates for TRA offices. At least five months before the installation meeting, the nominating committee shall inform the secretary of its slate of candidates for The Association offices. A ballot listing the candidates shall be mailed by the secretary to the Members of TRA no less than four months before the next installation meeting. The Secretary will request Members to return their ballots within 30 days of their receipt. Write-in votes shall be permitted for any office. Winning candidates will be notified of their election no later than two and one half months before the next installation meeting.
- B. Election of the Board of Directors shall be by ballot of the Members. The person, or in the case of Directors-at-Large, the persons, receiving the most votes shall be deemed to be elected. In the event of tie votes, the Board shall fashion a process for selecting a winner. The Officers and Directors-at-Large shall hold office until their successors have been elected and installed. In the event the Immediate Past President Office is vacated the position may be filled as another Director-at-Large.
- C. The President, Vice President and Secretary of the Association shall serve for a one year term and may succeed themselves for no more than one term. The Treasurer shall serve for a one year term and may succeed himself/herself up to four times so long as his/her candidacy for reelection is endorsed by a majority of the Board after consultation with the Finance Committee.
- D. Directors-at-Large shall serve for a two year term. One half of the Directors-at-Large shall be elected each year, and may serve a maximum of six consecutive years.
- E. Vacancies among the Officers and Directors-at-Large shall be filled by appointment by the President with the approval of a majority of the Board.

Section 3. Executive Committee

- A. The Board of Directors may designate three of its members and the Immediate Past President as an executive committee, and may delegate to this committee powers to transact business of The Association

when the Board is not in session.

B. Meetings of the executive committee may be called by any of its members as deemed necessary.

C. The executive committee shall not overrule, rescind or revoke any actions previously voted by the full Board. Actions taken shall be fully reported in minutes circulated to the Board of Directors prior to the next meeting of the Board.

Section 4. Management of Association Property

Property of The Association may be used or disposed of in accordance with the directions of the Board of Directors. The Board shall not incur any debt or liability exceeding the net assets of the Association.

Section 5. Insignia Colors Badges and Flags

The Board may adopt and register insignia, colors, badges and flags for The Association as it deems desirable.

Section 6. Employees and/or Consultants

The Association from time to time may engage consultants and/or employees to perform such duties as executive secretary, executive director, office manager, parliamentarian, corresponding secretary, counsel, or other functions approved by the Board.

Section 7. Chapters

Any group of TRA retirees residing outside the Space Park environs who want to form an association of fellow retirees may adopt the Articles and By-Laws of TRA and, as long as they abide by them, may share in the benefits, privileges and responsibilities of TRA. Chapter authorization may be requested by petitioning the Board of Directors.

By-Law III — POWERS

Section 1. Board of Directors

The Board of Directors shall manage and control the affairs and property of The Association and shall have full power by majority vote of the Board to adopt rules and regulations governing the action of the Board and The Association. The Board shall have full and complete authority with respect to the collection, distribution and payment of moneys received by The Association; except that the fundamental and basic purposes of The Association, as expressed in the Articles, shall not thereby be amended or changed; and, except further, that the Board shall not permit any part of the net earnings or capital to inure to the benefit of any donor or member or private individual or corporation. The outgoing Board of Directors shall issue an annual report to Members. The report shall contain a summary of the activities of The Association for the past year, program suggestions for the coming year, financial statements for the past year and a proposed budget for the coming year.

Section 2. Bonding

The Board of Directors may require all Directors, Officers and employees to be bonded, at Association expense, in an amount that will afford full protection of the Association. The Board also may authorize the purchase of Directors and Officers Insurance to provide liability protection for the Board and Association committee members.

Section 3. Rules and Regulations

The Board of Directors shall have all necessary powers to conduct the business of The Association within established policies and in conformance with the TRA Articles and By-Laws.

By-Law IV — DUTIES OF OFFICERS

Section 1. President

A. The President shall be the executive officer of the Association and preside over all regular and special meetings of The Association and perform all duties expected of the office and required by The TRA Articles and By-Laws.

B. The President, with the concurrence of the Board, shall appoint members to all committees of TRA and the Board, unless it is specifically provided or ordered otherwise.

C. Except when serving as a member of the Executive Committee, the President shall be a member, ex-officio, of standing committees and shall not be counted in determining a quorum or a vote.

Section 2. Vice President

In the absence of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of, and be subject to all restrictions on, the President.

Section 3. Secretary

The Secretary shall keep a complete record of all proceedings and correspondence of The Association and the Board. The Secretary shall send notices of meetings to Members of The Association and Board as required, shall perform all other duties usually assigned to this office.

Section 4. Treasurer

The Treasurer shall be responsible for maintaining accurate financial records in accordance with accepted accounting principles and for arranging for audits of the records when ordered by the Board. Financial statements shall be prepared in time for distribution at the annual meeting. Also, the Treasurer will be responsible, where applicable, for the completion and filing of reports to local, state and Federal revenue and regulatory agencies. The Treasurer will be a member of the Finance Committee and shall perform the duties usually assigned to this office.

By-Law V — MEETINGS

Section 1. Place of Meetings

Meetings of The Association shall be held at such suitable time and places as may be designated by a majority vote of the Board of Directors.

Section 2. Installation Meeting

An installation meeting shall be held during the first month of the fiscal year on a date designated by the Board of Directors. At such meetings Officers-Elect and other members of the Board shall be installed. There may also be transacted at the annual meeting such other business as may properly come before the meeting.

2.1 Notice of Installation Meeting

Notice of the time and place of the installation meeting, together with an agenda of all known, business to come before the meeting shall be given by The Association Secretary to the Members by mail or other means not less than 30 days before the meeting.

2.2 Quorum

At the installation meetings, twenty-five (25) Members or five (5) percent of the Membership present and/or represented by proxy, whichever is less, shall constitute a quorum for the transaction of business.

2.3 Order of Business for Installation Meeting

- A. Roll call
- B. Proof of notice of meeting or waiver of notice
- C. Reading of minutes of the preceding installation meeting
- D. Report of Officers
- E. Report of mail-in votes and election winners
- F. Installation of Officers and Directors
- G. Unfinished business
- H. New business

Section 3. Parliamentary Procedure

Parliamentary procedure for meetings of The Association shall be in accordance with the current edition of Robert's "Rules of Order".

By-Law VI — COMMITTEES

Standing, ad hoc, and other committees shall be formed and disbanded by the Board of Directors to carry out the functions of The Association.

By-Law VII — FISCAL

Section 1. Dues

Members, as defined in Article 4, Section A-2 (Articles of Association), shall pay annual dues in an amount established by the Board of Directors. Chapters of The Association may assess additional dues to local active

members to support their operations.

Section 2. Fiscal Year

The fiscal year of The Association shall be the calendar year.

Section 3. Budget

The ~~then~~-current Board of Directors in consultation with the newly elected Board, is responsible, through delegation, for developing the annual TRA operating budget. On approval by the Board, the president shall operate within the limitations of the budget and, at all times, in support of the best interests of the Association.

Section 4. Fiscal Records

The Treasurer shall be responsible for maintaining accurate financial records.

Section 5. Contracts

The President and one other officer designated by the Board jointly are authorized to sign contracts on behalf of TRA. Should an executive secretary be hired, the Board may extend one of the contract signing authorizations to that employee.

Section 6. Signing of Checks

All checks for payment of obligations and expenses of The Association shall bear the signature of the President or Vice President in addition to that of the Treasurer. In the absence or incapacity of the Treasurer, the power to sign checks may be delegated by the Board to one of its members. The Board may extend the check-signing authority to an executive secretary, should one be hired.

By-Law VIII — AMENDMENTS

These By-Laws may be amended by the affirmative vote of a majority of the Members voting by regular ballot or proxy ballot in person at any regular, annual, or special meeting of The Association, provided notice of such proposed amendment or amendments and the nature thereof shall have been given to the Members of The Association at least 30 days prior to the date of the meeting. Any duly adopted amendments to the By-Laws shall be binding on all Members, including those who voted against them.

(Adopted: March 29, 1990. Publication date: July 25, 1991. Amended: January 15, 1995. Amended October 19, 2000. Amended October 25, 2005)