

**AMENDED AND RESTATED  
BYLAWS OF TRIPOLI VEGAS,  
the 24<sup>th</sup> Prefecture of the  
TRIPOLI ROCKETRY ASSOCIATION**

**I. ORGANIZATION**

A. Tripoli Vegas (also referred to as the “club,” or the “Association”), formed under the auspices of the Tripoli Rocketry Association (“TRA”), is an unincorporated nonprofit association with an underlying educational purpose;

B. Tripoli Vegas is authorized to operate in this manner under the provisions of *Chapter 81* of the *Nevada Revised Statutes*, known as the *Revised Uniform Unincorporated Nonprofit Association Act of 2008* (“*Chapter 81*”);

C. Tripoli Vegas functions as a tax-exempt organization under *Section 501(c)(3)* of the *Internal Revenue Code*, without having formally applied for such recognition;

D. All launch activities Tripoli Vegas sponsors shall be in full compliance and accordance with the standards established by the TRA as described in its SAFETY CODE (the “CODE”);

E. Tripoli Vegas reserves the right to seek formal recognition of tax-exempt status at any time necessary and expedient to its operations;

F. These AMENDED AND RESTATED BYLAWS (these “BYLAWS”), pertinent TRA operational provisions, *Chapter 81*, and *Section 501(c)(3)* shall govern the operations of Tripoli Vegas.

**II. PURPOSE**

A. Tripoli Vegas was originally established and operated, and shall continue to operate, in furtherance of the educational purpose of the TRA;

B. Tripoli Vegas shall promote the educational purpose of the TRA by providing a venue and the opportunity for the instruction, training, and participation of club members (and qualified non-members) in the safe design, changing technology, building, and launching of model and high power rockets;

C. Tripoli Vegas shall further promote the educational purpose of the TRA by supporting STEM-related activities in the context of rocket science and engineering;

D. Tripoli Vegas shall support the independent study and application of specialized areas of interest when members (or qualified non-members) express a desire for advanced learning;

E. Tripoli Vegas' monthly and regional rocket launch activities shall provide the customary venue for Tripoli Vegas to educate, instruct, assist, and encourage club members (and qualified non-members) in their pursuit of model and high power rocketry interests;

F. Tripoli Vegas shall support and assist the TRA in carrying out its programs related to the education, advancement, and safe operation of amateur high power rocketry.

### III. MEMBERSHIP

A. All voting members of Tripoli Vegas must be members of the Tripoli Rocketry Association, Inc.;

B. Membership with full privileges and responsibilities in Tripoli Vegas is open to those 18 years of age or older;

C. Junior members can fly under the rules of the Tripoli Mentoring Program;

D. All members of Tripoli Vegas will conduct all rocket activities in compliance with the codes, standards, and safety procedures set by the Tripoli Rocketry Association, Inc., and any agency having jurisdiction;

E. As a volunteer organization, all Tripoli Vegas members in attendance are expected to participate in the set-up, tear down, and range duties at all Tripoli Vegas regional launches. The only exception is the club President, whose duties shall be limited to the control and administration of the regional launch. NOTE: A Tripoli Vegas member may be excused from any club activities with the pre-arrangement and approval of the club President;

F. All Tripoli Vegas members in attendance shall participate in set-up, tear down, and range duties at all Tripoli Vegas monthly launches;

G. A Tripoli Vegas membership may be terminated under any of the following conditions:

1. Membership with the Tripoli Rocketry Association, Inc., has been revoked;
2. The member conducts a gross violation of any Tripoli Rocketry Association, Inc., safety codes;
3. The member conducts a violation of any Tripoli Vegas safety codes;
4. The member threatens or inflicts physical violence on another member or spectator;
5. The member elects non-participation in operations during Tripoli Vegas club activities;

H. Tripoli Vegas membership termination process:

1. A Tripoli Vegas club officer must give the member a verbal reminder of club obligations or a verbal warning of a specific safety code violation;
2. The Tripoli Vegas club President will provide a written notice to the member stating all specific details of the violation of the Tripoli Rocketry Association, Inc., safety codes, or Tripoli Vegas club Bylaws or safety codes;
3. A Tripoli Vegas club officer may present a proposal for membership termination at a club meeting. This proposal is open to discussion by all members in attendance;
4. A membership termination vote may be conducted at a club meeting;
5. A two-thirds negative vote of members present shall constitute revocation of the notified member's Tripoli Vegas membership and loss of privileges;

I. A Terminated member can request a reinstatement of their Tripoli Vegas membership as follows:

1. A period of one year from the date of termination must precede the terminated member's reinstatement request;

2. The terminated member's reinstatement request may be made to any Tripoli Vegas club officer. Current Tripoli Vegas club officers will review the reinstatement request;
3. A Tripoli Vegas club officer may present a proposal for reinstatement to the membership at a club meeting. This proposal will be open to discussion by all members in attendance;
4. A membership reinstatement vote may be conducted at a club meeting. A two-thirds positive vote of the members present shall constitute reinstatement of Tripoli Vegas membership with full privileges. Dues for the current year and fees shall be paid prior to reinstatement.

#### IV. DUES and FEES

A. All persons joining Tripoli Vegas shall pay the organization's annual dues and applicable launch fees.

#### V. MEETINGS and LAUNCHES

A. Tripoli Vegas club meetings shall be announced on the club's website and/or email list server;

B. A two-thirds vote of members present shall constitute a quorum at all club meetings.

#### VI. OFFICERS and DUTIES

A. These BYLAWS hereby adopt the "Fiduciary Duties of Loyalty and Care," expressed in *Section 81.840 of Chapter 81*;

B. These BYLAWS hereby adopt the "Good Faith" and "Prudent Person" standards of care, expressed in *Section 81.840 of Chapter 81*;

C. Tripoli Vegas officers shall consist of a President, Vice President, Secretary, Treasurer, Membership Chairman, Communications, and Prefect. Any member may hold more than one office, except the office of President. If the club President is not available to conduct the duties of the office, the President's duties shall be temporarily moved to the next available senior officer;

D. If a member serves five years, he or she is eligible for lifetime membership status with the approval of the club officers;

E. At all times, the President shall have complete control of all club meetings. The President shall be aware of the status of all business related to Tripoli Vegas. These BYLAWS hereby convey to the President the full and complete authority to make a records request at any time upon any other officer in possession of club records. The President shall maintain order at all club meetings and keep all discussions in line with the current topic on the club meeting floor. The President shall conduct and oversee, on a semi-annual basis, the inspection and maintenance of club facilities and equipment, and shall maintain an inspection and maintenance record;

F. The Vice President shall assume the President's seat at all club meetings if the President is unable to attend. Upon assuming the President's seat, the Vice President shall have all the powers and responsibilities of the President. The Vice President shall also be responsible for filing the waivers and NOTAMs, and raffle prize coordination;

G. The Secretary shall keep a record of all business conducted at all club meeting and shall provide the minutes of such club meetings at the next club meeting. In the event the Secretary, during the normal and customary course of carrying out the duties of the office, produces any Association documents other than meeting minutes, such documents, belonging to the Association, shall be subject to the policies and procedures expressed below in Section II of the ADDENDUM to these BYLAWS, pertaining to a records request;

H. The Treasurer shall manage the financial affairs of the club. The Treasurer's duties are more detailed than those of other officers and are summarized in the ADDENDUM to these BYLAWS;

I. The Membership Chairman shall maintain the club membership roster and perform the following duties:

1. Collect the annual dues;
2. Maintain a record of all membership expirations and inform members of their expiration;
3. Provide a list of all new members to the club Secretary;
4. Collect all monetary funds from club dues, sales, donations, and gifts;
5. Present all monetary funds and dues to the club Treasurer in a timely manner;

J. The Communications officer shall maintain the club's digital communication methods, such as websites, domains, email, and conferencing systems;

K. The Prefect shall interact with the Tripoli Rocketry Association, Inc., as follows:

1. Update local members on new or pressing news and/or progress on the national level;
2. Monitor the club's compliance with all national codes and regulations related to advanced high-power rocket activities;
3. Administer the proper testing related to certification of Level 1 and Level 2;
4. Forward the results of testing and level certification to the Tripoli Rocketry Association, Inc.;

L. In the event a currently serving President, Secretary, or Treasurer, becomes unable, for any reason, to serve out the remaining part of the term for which the officer was elected, the remaining officers shall ratify the appointment of a successor by motion at the next regular monthly meeting, or as soon as practicable thereafter. In the event a currently serving officer not enumerated above becomes unable, for any reason, to serve out the remaining part of the term for which the officer was elected, the remaining officers, at their sole discretion, may ratify the appointment of a successor by motion at the next regular monthly meeting, or as soon as practicable thereafter, or may defer the appointment to the next annual meeting at which time a replacement will be determined by election.

In the event the foregoing officer replacement procedures fail, for any reason, to operate as intended, these BYLAWS hereby convey upon the remaining officers the authority to replace a vacant officer position by any reasonable means consistent with *Chapter 81*.

## VII. ELECTIONS, SERVICE TERMS, and TERM LIMITS

A. The election of Tripoli Vegas club officers shall take place once each year during the August club meeting;

B. A nomination for a club officer may be made by any Tripoli Vegas club member in good standing;

C. The nominee for club officer must be a current member of Tripoli Vegas;

D. A Tripoli Vegas club member is elected to the specific office upon receiving the maximum number of votes for the office;

E. An elected Tripoli Vegas club officer's service term will for a period of one year, serving from August to August;

F. There will be no service term limits for Tripoli Vegas club-elected officers.

#### VIII. LIABILITY INSURANCE

A. Tripoli Vegas is designated as the 24<sup>th</sup> Prefecture of the TRA;

B. The TRA maintains a general liability insurance policy (the “policy”) on behalf of its Prefectures;

C. Tripoli Vegas qualifies as a covered party under the terms and conditions of the policy;

D. For purposes of *Chapter 81, Section 81.770* and *Section 81.780*, Tripoli Vegas, during its existence, shall endeavor to maintain its qualification for liability coverage under the policy in the ordinary course of business.

#### IX. GOVERNING LAW

If any part of these BYLAWS is subsequently determined to be inconsistent with *Chapter 81*, then the applicable statute expressed therein shall be deemed to control the resolution of the matter.

#### X. CHANGES TO BYLAWS

A. The Tripoli Vegas BYLAWS may be changed or altered only at a club meeting announcing such changes and having a quorum present. Any and all items within the Tripoli Vegas BYLAWS may be changed, except Article XI, DISSOLUTION.

#### XI. DISSOLUTION

A. Tripoli Vegas will continue to operate as long as there are at least three members of the Tripoli Rocketry Association, Inc., interested in its continuance;

B. In the event of dissolution, any and all funds shall be turned over to the Tripoli Rocketry Association, Inc., Legal Fund, and all properties shall become the property of the Tripoli Rocketry Association, Inc.

# **ADDENDUM TO AMENDED AND RESTATED BYLAWS**

## **I. DETAILED DESCRIPTION OF DUTIES OF TREASURER**

In addition to the Treasurer's normal duties (i.e., deposits, bill paying, record keeping,...), those duties also include, but not necessarily limited to, carrying out the following acts in a timely manner:

- A. Presenting monthly (at the monthly meeting) financial reports that summarize the club's financial status, and presenting any other items of financial interest to the club;
- B. Compiling and distributing (to the other officers) quarterly club financial reports, including: checking/savings account reconciliation, income/expense statement, and balance sheet;
- C. Compiling and presenting (at the August meeting) annual club financial reports, including: checking/savings account reconciliation, income/expense statement, and balance sheet;
- D. Preparing any state and/or federal tax-related documents due on an annual basis;
- E. Any other duty the officers subsequently determine is germane to the office.

The Treasurer, along with the President and Secretary, shall be signatories on the club's bank account, and shall have equal access to all club financial records originating from the bank, including, but not limited to, monthly bank statements.

## **II. RECORDS ACCESS AND REQUEST POLICY**

- A. Any and all records an officer creates or receives in the capacity of officer during the term of service shall be deemed the property of the club and belonging to the club;
- B. Pursuant to *Chapter 81, Section 81.850*, and Article VI., Paragraph E. of these BYLAWS, any officer-in-possession of club records shall, without undue delay (defined below), provide such records to the President, or any other officer the President designates, upon request;
- C. Such request shall be made in writing and provide the officer-in-possession with a reasonable amount of time to comply, but not more than seven (7) days, if made by email, and not more than fourteen (14) days, if made by regular mail, from the date of the request. One extension, for an additional seven (7) day period, requested on the basis of good cause, may be granted, depending on the circumstances. The remaining officers will evaluate the request and determine, in their sole discretion, whether there has been a showing of good cause;
- D. The failure or refusal to comply with a records request will constitute grounds for the immediate removal, by vote of the other officers, of the club member serving as the officer-in-possession;
- E. Upon written notice of such removal, the club member serving as the officer-in-possession shall, within a period of seven (7) days, forfeit any and all club documents to the possession of the President or any other club officer designated to take possession;
- F. Upon written notice of such removal, the club member serving as officer-in-possession shall participate in any and all bank institutional procedures necessary to update the bank account signature card;

G. Pursuant to *Chapter 81, Section 81.840*, failure or refusal to comply with a records turnover request and/or failure or refusal to participate in the signature card updating process may result in legal action brought against that club member, including, but not limited to, a claim for court costs, attorney's fees, and any other damages the club suffers as a result of such failure or refusal.

ADDENDUM TO AMENDED AND RESTATED BYLAWS Ratified on July 16, 2025.