

BYLAWS
OF
TUBE COLLECTORS ASSOCIATION, INC.

An Oregon Nonprofit Corporation
Dec. 3, 2012
Amended Sept. 30, 2006

ARTICLE I

Section A. Name. This organization shall be known as the "Tube Collectors Association, Inc.," hereinafter referred to as "TCA."

Section B. Offices. The principal business office shall be located at 1058 Linda Avenue, Ashland, Oregon 97520. The TCA may establish and maintain offices, temporarily or permanently, at such place(s) as the Board of Directors may determine.

Section C. Limitations.

1. The TCA shall be non-profit and non-political.
2. Neither the TCA, nor any officer nor director thereof, nor any member thereof in any official capacity or in conjunction with any recognized TCA activity shall discriminate against any other person or organization based upon considerations of race, religion, ethnic background, age or gender.

ARTICLE II

Objectives

The objectives of the TCA are:

1. To promote informed collecting, preservation, and use of electron tubes and related items.
2. To publicize the historical importance of electron tubes and to develop public interest pertaining thereto.
3. To establish and promote standards, guidelines and common courtesies for association members in buying, selling and trading tubes and related items.
4. To provide a means of communication between members.
5. To catalyze research and publication by members.
6. To structure events and activities necessary and proper for the accomplishment of the stated objectives.
7. To make effective use of suitable media to accomplish these ends. Such media may include, but are not limited to, a regularly produced bulletin, other publications as appropriate, and the World Wide Web.

ARTICLE III

Membership

Section A. Eligibility. Any person or organization sympathetic with the objectives of the TCA, and who/which agrees to abide by its Bylaws, shall be eligible for membership.

Section B. Election for Membership.

1. Election of Members. Any person interested in becoming a member of the TCA shall submit a [written and signed] membership request, with one year's dues, to the Secretary-Treasurer of the TCA.
2. Resignation. Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
3. Transfer of Membership. Membership in the TCA is not transferable or assignable.
4. Denial of Membership. Membership, initial or renewal, shall not be provided to an applicant having performed an act or conducted him/herself in a manner deemed by the Board of Directors to be contrary to the objectives of the TCA or to normal standards of conduct in dealing.

Section C. Annual Dues.

1. Dues are payable on January 1 of each calendar year.

2. The level of dues shall be set by the Board of Directors based on the funding necessary to meet financial obligations and to pursue the objectives in Article II.

Section D. Voting.

1. Each paid-up member shall be entitled to vote for the election of board members, to be conducted by mail ballot.
2. A proxy must be duly endorsed to a specific member of the TCA and must be executed with a letter in writing by the individual executing the proxy and filed with the Secretary-Treasurer. A proxy is valid for one full year. The individual executing the proxy may revoke it in writing before expiration of the full year.
3. In addition, each paid-up member shall be eligible to vote, either by proxy or in person, on matters before the annual meeting, generally designated as those items which are to be considered by the membership and not held to the sole domain of the Board of Directors.
4. At the direction of the board of Directors, an advisory vote of the membership may be taken at any time. Ballots on such advisory votes shall be mailed to each paid-up member along with a return mailer. The final count shall be ratified by the Board.
5. Associate and/or honorary memberships may be established by the Board of Directors. Terms and conditions of such membership shall be designated by the Board at open meetings and shall be duly recorded by the Secretary-Treasurer.

ARTICLE IV

Meetings

Section A. Annual Board Meeting.

1. A Board meeting shall be held annually. The date and location shall be determined by the Board of Directors and announced in the Bulletin.
2. In accordance with open-meeting policy, the Board shall cause to have posted notice of any meeting of the Board at least 72 hours in advance of such meeting. Notices may be posted for any TCA event, any approved meeting of the TCA, and/or in the TCA Bulletin.
3. In further accordance with this policy, all paid-up members of the TCA may attend meetings of the Board of Directors except during a time when the Board calls for Executive Session to discuss the hiring, reappointment or dismissal of personnel of the TCA.

Section B. Other Meetings. Other meetings of TCA may be called by the Board of Directors wherever and whenever necessary, including conference calling or electronic mail, providing a quorum of Directors is in attendance.

Section C. Voting. All business within the purview of the Board of Directors and conducted by the Board shall be approved only by a majority of a quorum of the Board of Directors. All matters of vote within the purview of the general membership shall be approved only upon vote of a majority of a quorum of the general membership.

Section D. Quorums. For the purposes of these Bylaws, a quorum is defined as:

1. Board of Directors. A quorum shall consist of one more voting person than one-half of the total number of directors and eligible voting officers.
2. General Membership. A quorum shall consist of ten percent (10%) of the paid-up membership.

Section E. Special Meetings. The general membership of the TCA may call a special meeting upon petition by twenty percent (20%) of the paid-up membership.

ARTICLE V

Board of Directors

Section A. Composition of the Board.

1. The TCA shall be governed by a Board of Directors. The Board of Directors shall consist of no less than three (3) and no more than five (5) Directors and the TCA President and Vice-President, for a total of seven (7) voting members.
2. The members of the Board of Directors shall be elected by a direct vote of the general membership based upon those individuals who receive the most votes consecutively until all vacancies have been filled.
3. All Directors shall be paid-up members in good standing.
4. Two (2) Directors shall be elected by mail ballot each year.
5. Directors shall serve three- (3-) year terms. The initial terms of the initial Directors shall be:

Ludwell Sibley 3 years

Jerry Vanicek 3 years
James Cross 2 years
John Walker 2 years
Philip A. Rheinschild 1 year

6. The Board of Directors shall elect one Director who will serve as Chairman of the Board for one year at the commencement of each newly constituted Board of two or more new members.

Section B. Duties of the Chairman.

1. The Chairman will serve as the Chief Executive of the TCA and shall preside over all meetings of the Board of Directors.
2. The Chairman shall be empowered to approve the daily activities of the TCA, as delegated to the Secretary/Treasurer, Bulletin editor, and/or other staff.
3. The Chairman, if unable to attend a meeting of the Board, shall appoint an Acting Chairman from among the Board Members to preside over the meeting.
4. No later than April 1 of each year, the Chairman shall appoint a Nominating Committee composed of members of the TCA for the purpose of nominating a slate of candidates from among the members to be voted upon to fill the impending expiring Director positions. The Chairman may set the size of the Committee.

Section C. The Nominating Committee.

1. The Nominating Committee shall nominate at least one candidate for each position available.
2. Members of the Nominating Committee shall not nominate themselves.
3. The Nominating Committee shall convey to the Secretary/Treasurer the names of Director nominees for publication in the TCA Bulletin no later than the issue distributed for June.

Section D. Term Limits. Board Members shall not serve more than two (2) terms consecutively, provided that this limit may be waived by a direct vote of the members, in the event of inability to locate sufficient candidates.

Section E. Vacancies. Vacancies on the Board of Directors which occur from other than normal expiration of elected terms, shall be filled by a majority vote of the whole Board of Directors, appointing a member to fill said vacancy until the normal expiration of said term.

Section F. Board Members Compensated, Limitations.

1. Member on the Board of Directors is a non-paid position.
2. Board members may not receive compensation for expenses incurred in attending TCA shows; however, Board Members may be reimbursed for authorized expenses incurred in conducting association business in an amount not to exceed \$200.00 (two hundred dollars) per year. Such reimbursement must include receipts for all claims.

ARTICLE VI

Officers

Section A. The Officers of the TCA shall be the President, Vice-President, and Secretary/Treasurer.

Section B. The President and Vice-President shall sit as voting members on the Board of Directors.

Section C. Officers shall be elected from the general membership. They shall serve a term of one year starting at the Fall Board Meeting.

Section D. Conduct of Meetings.

1. The President shall preside at all meetings of the general membership.
2. The Vice-President shall serve in the capacity of the President in his/her absence.

Section E. Election and Term of Office. The officers of the TCA shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualifies.

Section F. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the TCA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section G. Vacancies. Officer vacancies which occur prior to expiration of the normal term shall be filled by a majority vote of the whole Board of Directors, appointing a member to fill said vacancy until the next annual election.

ARTICLE VII

Fiscal Matters

Section A. The TCA shall use its funds only to accomplish the objectives specified in these Bylaws.

Section B. Items pertaining to the annual budget, including annual dues, expenditures for association personnel and all other monetary matters shall be determined by the Board of Directors consistent with the objectives of the TCA.

Section C. The Treasurer is authorized to make disbursements in accordance with the annual budget approved by the Board of Directors. *[Wording of this section approved in the Member Meeting of Sept. 30, 2006].*

ARTICLE VIII

Amendments to Bylaws

Section A. The Bylaws of the TCA may be amended at a business meeting or at any other meeting scheduled for the purpose of conducting general business of the TCA, providing the guidelines concerning the establishment of a quorum and voting by the membership are met.

Section B. Amendments to the Bylaws must be approved by a majority of the membership voting.

Section C. Voting shall be by those eligible members in attendance at approved meetings of the membership and/or by proxy properly submitted to the Secretary/Treasurer by eligible members not in attendance.

Section D. No vote of the general membership shall be taken on a matter, until the issue and any arguments in favor of, or against, have been published in the TCA Bulletin at least 30 days prior to the date of the final balloting.

ARTICLE IX

Liability

The TCA, being a duly incorporated organization, and its employees, directors, officers and members shall not be held liable or responsible for any incident (e. g., accident, damage, dispute, theft) which might occur in conjunction with any TCA activity to the extent allowed by law. This section is not intended to imply that any individual may be exculpated from any personal liability resulting from personal misconduct or negligence.

ARTICLE X

Annual Audit

Section A. The financial accounts of the TCA shall be audited at least annually.

Section B. The scope of the audit shall be determined by the Board of Directors.

Section C. The annual financial statement, as determined by the audit, shall be summarized in an official Board-approved report published in the TCA Bulletin.

ARTICLE XI

Dissolution

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation 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 1986 (or the corresponding provision 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 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributable to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.