

AEROSPACE EMPLOYEES ASSOCIATION AEROSPACE RETIREES' CLUB BYLAWS

ARTICLE 1: NAME

Section 1.1

The organization will be known as the AEA Aerospace Retirees Club (ARC), an affiliate of the Aerospace Employees Association (AEA), a non-profit organization.

ARTICLE 2: OBJECTIVE

Section 2.1

The objective of the ARC is to promote the common interests of the retirees of The Aerospace Corporation by initiating and implementing educational, scientific, community service, and social activities of interest to its membership. Close ties will be maintained with The Aerospace Corporation for mutual benefit and service. The activities of the ARC, its officers and membership, and these bylaws will in no way conflict with the policies and practices of The Aerospace Corporation.

ARTICLE 3: MEMBERSHIP

Section 3.1

Membership is *normally* limited to retirees from The Aerospace Corporation. Continuing membership is offered to the spouses and family of deceased ARC members. Those survivors may continue membership to the end of any pre-paid years and then initiate their own membership with a new dues payment.

Although the ARC is primarily an organization to promote the common interests of the retirees of the Aerospace Corporation, requests for associate membership may be granted to others with the approval of the Board of Directors. As required by the AEA bylaws, dues for associate members will be higher than those of regular retiree members.

Section 3.2

Annual dues are established by the ARC Executive Committee with approval of the AEA. The dues are based on a fiscal year beginning October 1. Any member whose dues are three months in arrears will automatically be dropped from membership.

Section 3.3

Voting in the election of ARC officers is limited to members in good standing.

Section 3.4

No member will be entitled to any right or interest in any property, real or personal, tangible or intangible of the AEA or the ARC. Such property belongs to the AEA.

Section 3.5

Willful failure to abide by the ARC rules and bylaws, or disregard for ARC property or safety or welfare of other members will be grounds for the summary expulsion of any member by a majority vote of the Executive Committee.

Section 3.6

Neither the ARC nor the AEA assume any liability for members who are participating in ARC or AEA sponsored activities.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1

The property, business and affairs of the ARC shall be managed and controlled by its Board of Directors. The Board of Directors shall consist of elected officers and appointed Board members.

The elected officers shall consist of a President, Vice President, Treasurer, Secretary, and three officers-at-large (Membership, Newsletter, and Program Directors). These officers shall constitute the Executive Committee. A quorum comprises four members of the Executive Committee.

In addition, the Executive Committee may select and appoint an appropriate number of Board members to meet the needs of the organization.

Section 4.2

The President is the chief executive officer of the ARC and will have general supervision and control of the ARC affairs. The President will prepare an agenda for semi-annual meetings of the members, and may call special meetings at his/her discretion. The President will deliver a report to the members at the annual meeting, summarizing the ARC activities during the preceding year and providing recommendations for the following year. The President or designated representative will represent the ARC at AEA functions, and will be responsible for notifying and coordinating ARC activities with a Director of the AEA.

Section 4.3

The Vice President will act for the President in all matters in the absence of the President.

Section 4.4

The Secretary will maintain adequate and correct records of the actions taken by the ARC and its officers at official meetings. At the end of each fiscal year, the records will be forwarded to The Aerospace Corporation archivist.

Section 4.5

The Treasurer has a fiduciary responsibility to the AEA and to the members of the ARC. The Treasurer will receive and disburse funds at the direction of a majority of the Executive Committee. The Treasurer will maintain a checking account and an interest bearing account. A written financial report will be prepared for the ARC members at the end of each fiscal year. The Treasurer will also prepare a budget for the next fiscal year.

The Treasurer will prepare a report consistent with AEA requirements, and a budget request for the coming fiscal year. This report will be developed with concurrence of the ARC Executive Committee and will be delivered to a Director of the AEA.

All financial records are subject to annual audits by the AEA, and will be audited periodically by another Executive Committee member.

Section 4.6

The officers will be elected by a majority of the members voting in the annual election. The term of office will be two years, and will commence and end on October 1. All officers will be limited to two terms in the same office.

Section 4.7

A list of candidates will be drafted by a nominating committee comprising four members appointed by the Executive Committee. A ballot with that list of candidates will be sent to all members at least two weeks prior to the election. The list of candidates shall be as representative of the retiree population as possible. The ballot will also provide space for write-in candidates.

Section 4.8

The election will be conducted annually by mail ballot by majority vote of the members voting. The deadline for return of the ballot will be two weeks after it is distributed. The votes will be counted by a committee appointed by the President. In the event of a tie, the candidate receiving the most votes from the members of the Executive Committee will be declared elected.

Section 4.9

Interim vacancies on the Executive Committee will be filled by appointment by a majority of the officers voting; such appointments being for the remainder of the unexpired term.

Section 4.10

The previous Presidents will serve as Ex-Officio members of the Board. Ex-Officio members do not serve on the Executive Committee. Ex-Officio members serve on the Board in an advisory capacity to the President and Executive Committee.

ARTICLE 5: MEETINGS

Section 5.1

Regular meetings of the ARC Board of Directors for the purpose of transacting Board business shall be held monthly or as deemed necessary by the President.

Section 5.2

Normally, two semi-annual general meetings of the membership are held. As a minimum, an annual general meeting of the membership will be held. Items of general interest to retirees will be reported by the ARC officers and invited officials of The Aerospace Corporation. Notice of general meetings will be by mail.

Section 5.3

Special meetings may be called by the President, or at the request of a majority of the Executive Committee. The notice for a special meeting will state the purpose for which it was called; no other business will be transacted at such a meeting.

ARTICLE 6: BYLAWS

Section 6.1

The bylaws of the AEA shall govern the activities of the ARC. The ARC bylaws will be prepared by the officers and approved by a majority of the Executive Committee and submitted to a Director of the AEA for final approval after being approved by the majority of ARC members voting at a general meeting.

Section 6.2

Amendments *to* the bylaws may be proposed by any member and submitted to the Executive Committee for review. A Director of the AEA will be provided an updated copy of the ARC bylaws annually.