

Bylaws

Aerospace Employees' Association Aerospace Retirees' Club Bylaws

ARTICLE 1: NAME

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

ARTICLE 2: OBJECTIVE

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 shall not conflict with the policies and practices of The Aerospace Corporation or the AEA bylaws.

ARTICLE 3: MEMBERSHIP

Section 3.1. Eligibility

There are two categories of membership in the ARC.

Section 3.1.1 Regular Members

- a. Membership is granted to any individual retired from The Aerospace Corporation who applies for membership.
- b. Continuing membership is offered to the spouses and family of deceased ARC Members in the same category as the deceased Member. Those survivors may continue membership to the end of any pre-paid year(s) and then initiate their own membership with a new payment of dues.

Section 3.1.2 Associate Members

Associate membership may be granted to others by the Board of Directors with the same rights and responsibilities as Regular Members except for the following:

- a. Associate membership cannot be passed on to a spouse upon the death of the associate member.
- b. Associate members are not eligible for lifetime membership.
- c. As required by the AEA bylaws the dues for associate members shall be higher than for regular members.

Section 3.1.3 Use of the Term “Membership” and “Member”

For the purposes of these bylaws, the terms “membership” and “member” include both Regular Members and Associate Members.

Section 3.1.4 Definition of “Members in Good Standing”

For the purpose of these bylaws, members are considered to be in good standing when their dues are current and they abide by ARC bylaws.

Section 3.2 Annual Dues

Annual dues are established by the ARC Executive Committee and approved by the ARC Board and the AEA. The dues are based on a fiscal year beginning October 1. Any member whose dues are three months in arrears shall be removed from membership.

Section 3.3 Voting

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

Section 3.4 Ownership of Property

No member shall be entitled to any right or interest in any property, real or personal, tangible or intangible of the AEA or the ARC. As per the AEA bylaws, such property belongs to the AEA.

Section 3.5 Termination

Failure to abide by the ARC rules and bylaws, disregard for ARC property or safety and welfare of other members shall be grounds for termination by a majority vote of the Executive Committee.

Section 3.6 Liability

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

ARTICLE 4: BOARD OF DIRECTORS

The property, business and affairs of the ARC shall be managed and controlled by its Board of Directors.

Section 4.1 Board Composition

The Board of Directors shall consist of the Executive Committee and Appointed Board Members.

Section 4.2 Executive Committee

The Executive Committee shall consist of seven Elected Officers: President, Vice President, Treasurer, Secretary, and three officers-at-large (Membership, Newsletter, and Program Chairs). These officers shall constitute the Executive Committee.

4.2.1 President

The President is the chief executive officer of the ARC and shall have general supervision and control of the ARC affairs. The President shall prepare an agenda for annual meetings of the members and may call special meetings at his/her discretion. The President shall deliver a report to the membership annually, no later than December, summarizing the ARC activities during the preceding year and any plans or recommendations for the following year; the report may be delivered through a combination of meetings and/or through current communication methods.

The President shall interact with the AEA as follows:

- a. Ensure the annual ARC financial report/budget request is submitted to the AEA.
- b. Attend, or designate an alternate to attend, the AEA annual club meeting.
- c. Notify AEA of current Executive Committee members after the annual election.
- d. Notify AEA of changes to ARC bylaws.

4.2.2 Vice President

The Vice President shall act for the President in all matters in the absence of the President and, with Board concurrence, perform other functions on behalf of the ARC.

4.2.3 Secretary

The Secretary shall prepare and maintain records of the actions taken by the ARC and its officers at official meetings. The records shall be maintained in the ARC archives, and at the end of each fiscal year, the records shall be forwarded to The Aerospace Corporation archivist.

4.2.4 Treasurer

The Treasurer has a fiduciary responsibility to the AEA and to the members of the ARC. The Treasurer shall receive and disburse funds at the direction of a majority of the Executive Committee. The Treasurer shall maintain a checking account and an interest-bearing account. A written financial report shall be prepared for the ARC members at the end of each month. The Treasurer shall also backup the financial records in the ARC archives.

The Treasurer shall submit to the AEA an annual financial report and budget request, per AEA bylaws. The report and budget shall be developed under the guidance of and approval by the Executive Committee.

All financial records shall be audited monthly by an auditor, appointed by the Executive Committee. The auditor shall have independent access to bank accounts and statements.

4.2.5 Membership Chair

The Membership Chair shall collect and process applications for membership, submit dues payments to the Treasurer, prepare and update the membership database on an ongoing basis, and prepare membership status reports for the monthly board meetings. To the extent that the corporation provides the information, the chair will invite Aerospace employees who are near retirement to join the ARC. The chair shall also prepare and send dues payment reminders for memberships that expire at the end of the fiscal year.

The records shall be maintained in the ARC archives, and at the end of each fiscal year, a roster of the current membership shall be forwarded to The Aerospace Corporation archivist.

4.2.6 Newsletter Chair

The Newsletter Chair is the editor for the club's newsletter. The newsletter shall be published twice annually, usually in the spring and the fall.

The Newsletter Chair solicits and edits input from the club membership and creates content as appropriate. The chair vets the draft newsletter with Board members. The chair shall then send the newsletter to club membership by current communication methods.

The newsletters shall be maintained in the ARC archives, and at the end of each fiscal year, the newsletters shall be forwarded to The Aerospace Corporation archivist.

4.2.7 Program Chair

The Program Chair is responsible for the management of various ARC-wide on-line events agreed upon by the ARC Board. This is accomplished through coordination with the Board to develop requirements and identify a support committee for each event, if needed.

Section 4.3 Appointed Members

The Executive Committee may appoint Members to the Board to perform assigned tasks.

Section 4.4 Interim Vacancies

Interim vacancies on the Executive Committee shall be filled by appointment and approved by a majority of the Executive Committee. The duration of appointments to interim vacancies shall be for the remainder of the unexpired term.

Section 4.5 Ex-Officio Members

The previous Presidents 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 5.0. ELECTION OF OFFICERS

The election shall be conducted annually by a ballot of the membership. The term of office shall be two years commencing on October 1 and ending two years later on September 30. All officers shall be limited to two terms in the same office.

Section 5.1 Nominating Committee

The Executive Committee shall appoint a Nominating Committee comprised of a chair and three other members. The nominating committee shall identify a list of candidates for the open Board positions and present the slate of candidates to the Board for approval.

Section 5.2 Voting Process

Ballots shall be prepared and distributed by the Nominating Committee via current communication methods that reach all members. All positions on the ballot shall allow for write-in candidates. The deadline for return of the ballot shall be two weeks after it is distributed. The votes shall be counted by the Nominating Committee and reported to the Board. In the event of a tie, the candidate receiving the most votes from the members of the Executive Committee shall be declared elected.

ARTICLE 6: MEETINGS

Section 6.1 Board Meetings

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. A quorum comprises four members of the Executive Committee.

Section 6.2 Membership Meetings

The state of the ARC shall be reported to the membership annually by the President. The report shall be presented at a general meeting of the membership, either virtual or in-person, or in writing at the determination of the Executive Committee. The date and format of the meeting

shall be announced to the membership by current communication methods that reach all members. The information shall also be publicized on ARC's social media.

Section 6.3 Special Meetings

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 shall state the purpose for which it was called; no other business shall be transacted at such a meeting.

ARTICLE 7: BYLAWS

Section 7.1 Purpose of Bylaws

The bylaws of the ARC govern the organization, leadership structure, membership and activities of the club. The bylaws also govern the process for modification of the bylaws. The ARC bylaws must be consistent with the AEA bylaws.

Section 7.2 Amendments

Amendments to the bylaws may be proposed by Board members in response to changing operating conditions. Amendments may also be proposed to the Board by any member. The Board may appoint a bylaws committee to consider the proposed changes and to draft an update to the bylaws. The revised bylaws shall be approved by the Board of Directors and then by the ARC members by a ballot vote. The approved amended bylaws shall then be submitted to the AEA for final approval.

Revised July 7, 2022