

# **AEROSPACE EMPLOYEES ASSOCIATION**

## **AEROSPACE RETIREES CLUB**

### **BYLAWS**

#### **ARTICLE 1: NAME**

##### Section 1.1

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

#### **ARTICLE 2: OBJECT AND PURPOSE**

##### Section 2.1

The object of the Club 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 Club, 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 limited to retirees from active service with The Aerospace Corporation and to retired vested-term employees. Continuing membership is extended to the spouses of deceased retirees.

##### Section 3.2

Annual dues are established by the Executive Committee of the Club 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 officers of the Club 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 Club. Such property belongs to the AEA.

#### Section 3.5

Willful failure to abide by the Club rules and bylaws, or disregard for Club 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 Club nor the AEA assume any liability for members who are participating in Club or AEA sponsored activities.

### **ARTICLE 4: OFFICERS**

#### Section 4.1

The officers shall consist of a President, Vice President, Treasurer, Secretary, and three officers-at-large. These officers shall constitute the Executive Committee. A quorum comprises four members of the Executive Committee.

#### Section 4.2

The President is the chief executive officer of the Club and will have general supervision and control of the affairs of the Club. 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 activities of the Club during the preceding year and providing recommendations for the following year. The President or designated representative will represent the Club at AEA functions, and will be responsible for notifying and coordinating Club 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 Club and its officers at official meetings.

#### Section 4.5

The Treasurer will receive and disburse funds at the direction of a majority of the Executive Committee. He/she will maintain a bank account and will render an annual written accounting of funds in a financial report to the members at the annual meeting. The Treasurer will also prepare a budget for the next year.

That report and budget will also be delivered to a Director of the AEA after approval by a majority of the Executive Committee of the Club.

All financial records will be subject to annual audits by the AEA.

#### 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 one month 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 President/s 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

As a minimum an annual general meeting of the membership will be held. Items of general interest to retirees will be reported by the officers of the Club and invited officials of The Aerospace Corporation. Notice of general meetings will be by mail.

#### Section 5.2

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 Club. The Club 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 Club members voting at a general meeting.

### Section 6.2

Amendments of 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 Club bylaws annually.