

Bylaws of Hughes Aircraft Retirees Association (HARA)

Article I - Name

Section 1. This organization shall be known as the Hughes Aircraft Retirees Association (HARA), a non-profit organization.

Article II - Purpose

Section 1. The purpose of HARA is to provide an educational and social forum for the exchange of information, experiences and ideas in areas of mutual interest, opportunities for participation in planned activities, and to engage in community services when appropriately authorized.

Section 2. It is the express purpose of HARA to comply fully with all local, state and federal laws and regulations, which pertain to an organization of this type.

Section 3. An additional purpose of the HARA organization is to provide a forum to perpetuate and preserve the legacy of Howard Hughes and the Hughes Aircraft Company.

Article III - Membership

Section 1. Eligibility: Eligibility for membership in HARA is extended to all retirees, former employees, their spouses, surviving spouses, and friends thereof, of Hughes Aircraft Company, Hughes Electronics, or any current organization with a Hughes Legacy such as Raytheon, Boeing or Kinecta Federal

Credit Union. All individuals eligible for membership are encouraged to attend all HARA activities.

Section 2. Membership: An "individual" becomes a member of HARA upon application and payment to HARA of annual dues as approved by the Board of Directors. Membership continues as long as the dues remain current. Members shall be included on the mailing list for all HARA publications, shall be eligible to nominate HARA members to serve as Executive Board Members and shall be eligible for election to office.

Article IV - Governing Bod Directors

Section 1. HARA is governed by a Board of Directors drawn from the Membership of HARA.

Section 2. Directors: the HARA Board consists of the Executive Committee, Chairs of Standing Committees, and others appointed by the president and approved by the Board of Directors to be Directors. Past Presidents are Directors Ex-Officio and may vote.

Section 3. Duties: The Board of Directors shall approve, provide directive guidance to, and oversee all HARA operations and activities.

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Section 4. Term of Office: Directors serve at the pleasure of the Executive Committee.

This normally results in serving for a term concurrent with that of the Executive Committee.

Article V - Executive Committee - Officers

Section 1. The officers of HARA, who constitute its Executive Committee, are its President, 1st Vice President, 2nd Vice President, Treasurer, Secretary and immediate Past President.

Section 2. The President is HARA's Chief Executive Officer who shall preside over all Board and General Membership meetings, and shall perform such other duties as are ordinarily associated with this office.

The President shall make and present to the Board of Directors for approval all appointments to Chair committees and/or to serve as a Director.

The President shall vote on matters being considered by the Board of Directors only to break or make a tie. The President shall exercise oversight of the Legal, Nominating, and Audit committees and shall assign, subject to approval of the Board of Directors, responsibility for oversight of all ad hoc committees.

Section 3. First Vice President: The First Vice President shall exercise oversight over those committees as assigned by the President. In the absence of the President, the duties shall be performed by the First Vice President.

Section 4. Second Vice President: The Second Vice President shall exercise oversight over those committees as assigned by the President. In the absence of the President, the duties shall be performed by the Second Vice President.

Section 5. Treasurer: The Treasurer as the Chief Financial Officer of HARA and member, ex-officio of the Financial Committee, shall perform such other duties as are ordinarily associated with this office. All financial transactions and accounts and financial statements relating thereto shall be made in accordance with policies and practices approved by the Board of Directors. The Treasurer shall also maintain inventory of the HARA Safe Deposit box at Kinecta Credit Union.

Section 6. Secretary: The Secretary shall keep a record of the proceedings of meetings of the Executive Committee and Board of Directors and shall perform such other duties as are ordinarily associated with this office. At least ten days prior to a scheduled meeting, the Secretary shall send to each board member a copy of the minutes of the preceding meeting, together with additional information as appropriate for the upcoming meeting.

Section 7. Terms of Office: Officers serve a term of one year. There is no limit to the number of terms an individual may serve.

Section 8. Vacancies: Board of Directors is empowered to appoint members for an unexpired term of office.

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Article VI – Committees

Section 1. The committees named in this article are the Standing Committees, which, together with their subcommittees, are responsible for the basic management, operating, and activity related functions of HARA. The Board of Directors may create additional ad hoc committees as deemed advisable. All committee Chairs and members serve at the pleasure of the President as approved by the Board of Directors.

Section 2. Standing Committees: Audit, Corporate Liaison, Facilities, Financial, Health & Fitness, Hospitality, Legal, Membership, Nominating, Program, Publicity, Special Events, Sports and Travel

Article VII – Meetings

Section 1. A goal of HARA is to have periodic General Membership Meetings at which items of interest to retirees will be presented. These meetings will be both educational and social in nature.

Section 2. HARA Board of Directors will meet monthly, or as needed, to conduct the business of the organization and to assist in planning for General Membership Meetings.

Article VIII - Elections

Section 1. Officers shall be elected annually by a majority of the voting members of the HARA Board of Directors from a slate of candidates prepared by the Nominating Committee. An expressed statement of willingness to serve, if elected, must be obtained from each candidate.

Article IX – Dissolution

Section 1. The members of the Association have no property rights in any of the assets of this Association upon dissolution or otherwise.

Section 2. Upon dissolution of HARA, all assets held in its name shall be used first to meet all unpaid commitments. All remaining assets shall be distributed to a successor or other educational, social and/or recreational club or to a tax-exempt charitable organization.

Article X - Amendments

Section 1. These Bylaws may be amended or altered in the following manner: These Bylaws may be amended by a majority of the voting members of the HARA Board of Directors.

Article XI - Rules of Order

Section 1. Roberts Rules of Order may be used as a "guide" by this Association at the discretion of a majority vote by the HARA Board of Directors. .

Article XII - Dates of Adoption and Certification

Section 1. Adopted: Date
May 12, 2005

Section 2, Certified:
Fran Dailey President
Date: **May 12, 2005**
Charles B. Clark, Secretary
Date: May 12, 2005