

**BYLAWS
of the
HUGHES AIRCRAFT and RAYTHEON RETIREES ASSOCIATION
(HARRA)**

Amended March 2020

HARRA (“the association”) is organized for the purpose of providing a common gathering and social focal point for retired Hughes Aircraft Company and Raytheon Technologies Corporation employees, retired employees of affiliated aerospace companies, and their spouses generally, but not exclusively, residing within the Rocky Mountain region.

ARTICLE I – OFFICES

The principal office of the association in the State of Colorado will be located in the City of Aurora, County of Arapahoe.

ARTICLE II – MEMBERSHIP

1. MEMBERSHIP

HARRA membership shall be open to all Hughes Aircraft Company and Raytheon Technologies Corporation retirees, company employees meeting retirement eligibility requirements, their spouses, and their widows/widowers generally, but not exclusively, residing in the Rocky Mountain region. Membership shall also be open to former Hughes and Raytheon employees (and their spouses/partners/widows/widowers) who have retired from other aerospace companies. Employees of aerospace companies may join prior to retirement, if they are eligible for retirement or within three years of being eligible for retirement. All members will be entitled and welcome to attend all general, annual, and special meetings. A member’s status will be either Active or Inactive, as described below:

- a) Active Status. Upon payment of annual dues in the amount determined by the Board of Control, a member attains Active Status and shall be entitled to receive mailing lists, minutes and/or newsletters, announcements of activities and events, and the like. Only Active members are entitled to vote and to hold office.
- b) Inactive Status. A member who has not paid the annual dues by 1 July is considered to be in Inactive Status. Inactive members remain entitled and welcome to attend all general, annual, and special meetings. Inactive members may not vote or hold office. Inactive members are not entitled to receive mailing lists, minutes and/or newsletters, announcements of activities and events, and the like.

2. MONTHLY MEETING

The monthly meeting of the members shall be held on the first Tuesday of each month, unless otherwise determined by the Board of Control, and shall be for the purpose of fellowship, dining, and the transaction of such business as may come before the meeting.

3. ANNUAL MEETING

The February meeting each year shall also be the annual meeting of the association. Election and installation of new association officers will occur at the annual meeting.

4. SPECIAL MEETING

Special meetings of the membership for any purpose or purposes, unless otherwise prescribed or proscribed by these Bylaws or the laws of the State of Colorado, may be called by the President or by the Board, and shall be called by the President at the request of at least 50 percent of the members of the association entitled to vote at the meeting (Active members).

5. PLACE OF MEETING

The Board of Control will designate the time and place of regular monthly meetings, the annual meeting, and any special meeting.

6. NOTICE OF MEETING

A meeting announcement, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days before the date of the meeting, by mail or e-mail, at the direction of the President or a Secretary to each Active member. The notice shall be deemed delivered when deposited in the United States mail, addressed to the member at the member's address on record with the association, and postage thereon prepaid or, with e-mail, when addressed to the member's e-mail address on file with the association and transmitted, with no "delivery failure" message received within 20 minutes.

7. MEMBERSHIP LIST

A Secretary of the association shall make and maintain current a complete list of association members. This list will include the member's name, spouse's/partner's name (if available), address, telephone number (if available), e-mail address (if available), and dues payment status. No officer of the association shall release the membership list to outside parties or sanction such release without prior approval by the Board of Control and prior announcement of such release to the membership through the association newsletter.

8. VOTING

Each Active member shall be entitled to one vote and shall be eligible to hold office. All elections for directors shall be decided by plurality vote of those present and voting; all other questions shall be decided by majority vote of those present and voting.

ARTICLE III – BOARD OF CONTROL

1. GENERAL POWERS

The business and affairs of the association shall be managed by its Board of Control, consisting of the association officers. Members of the Board of Control shall in all cases act as a board and adopt such rules and regulations for the conduct of their meetings and management of the association as they deem proper, not inconsistent with these Bylaws and the laws of the State of Colorado.

2. NUMBER AND TENURE OF BOARD MEMBERS

The number of members of the Board of Control shall be seven (7). The terms of office for the President and the Vice Presidents shall be one year, and the terms of office for the Secretaries, Treasurer, and Assistant Treasurer shall be for two years. The terms of the Treasurer and Assistant Treasurer shall be offset by one year.

3. REGULAR BOARD MEETINGS

A regular meeting of the Board of Control shall be held, without other notice than this Bylaw, immediately after and in the same place as the annual meeting of the association. The Board of Control may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

4. SPECIAL BOARD MEETINGS

Special Board Meetings (as distinct from Special Meetings of the general membership, Article II, Paragraph 4) may be called by or at the request of the President or any two other members of the Board. The President or persons authorized to call special meetings of the Board may fix the place and time for holding the Special Board Meeting.

5. NOTICE OF SPECIAL BOARD MEETINGS

Notice of any Special Board Meeting shall be given to all Board members, whenever practical, at least one day in advance by telephone, e-mail, or in person.

6. QUORUM

At any meeting of the Board, four (4) members in attendance shall constitute a quorum for the transaction of business, but, if less than said number is present at the meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING

The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

8. VACANCIES

Vacancies occurring by resignation, removal, or inability to act shall be filled by action of the Board.

9. COMPENSATION

No compensation shall be paid to members of the Board of Control.

10. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution, may designate from among the Board members an executive committee, and, from the association membership, any other committee. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV – OFFICERS

1. NUMBER

The officers of the association shall be a President, two Vice Presidents, two Secretaries, a Treasurer, and an Assistant Treasurer, each of whom shall be elected from and by the Active members present and voting at the annual meeting.

2. ELECTION AND TERM OF OFFICE

Association officers shall be elected at the annual meeting of the association. Each officer shall hold office until a successor shall have been duly elected and qualified or until resignation, removal (in the manner hereinafter provided), or inability to act.

3. REMOVAL

Any officer or agent elected or appointed by the Board of Control may be removed by the Board whenever, in the Board's judgment, the best interests of the association would be served thereby.

4. VACANCIES

A vacancy in any office because of inability to act, resignation, or removal may be filled by the Board for the unexpired portion of the term.

5. PRESIDENT

The President shall be the principal executive officer of the association and, subject to the Board of Control, shall, in general, supervise and control all the business and affairs of the association, and shall, when present, preside at all meetings of the association membership and of the Board of Control. The President may sign communications, reports, checks, or other instruments that the Board has authorized to be executed.

6. FIRST VICE PRESIDENT

In the absence of the President, or in the event of the inability or refusal to act, the First Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform other such duties as from time to time may be assigned by the President or by the Board of Control.

7. SECOND VICE PRESIDENT

In the absence of the First Vice President, or in the event of the inability or refusal to act, the Second Vice President shall perform the duties of the First Vice President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the First Vice President. Additionally, the Second Vice President shall function as the social chairman and be responsible for setting up special events, such as holiday parties, outings, and the like.

8. SECRETARIES

- a) The Recording Secretary shall record the proceedings of each meeting and keep and record the minutes of each Board meeting, and, in general, perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the President or by the Board.
- b) The Corresponding Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws as required, publish the association newsletter, maintain a current roster (including post-office addresses and e-mail addresses (if available) and status (Active or Inactive)) of the association members, and, in general, perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the President or by the Board.

9. TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds of the association, maintain appropriate records and provide appropriate reports, receive and disperse money per the guidance and/or direction of the Board of Control, provide receipts upon request, deposit association money in the name of the association in such banks as shall be selected by the Board of Control, inform the Corresponding Secretary in a timely manner when a member's status changes between Active and Inactive (based on the payment of dues), and, in general, perform all duties incident to the office of Treasurer, e.g., chairing the finance committee, and other such duties as from time to time may be assigned by the President or by the Board.

10. ASSISTANT TREASURER

The Assistant Treasurer shall maintain awareness of the financial state of the association and perform duties of the Treasurer upon the request of the Treasurer or in the absence, inability, or refusal to act of the Treasurer. The Assistant Treasurer shall perform other such duties as from time to time may be assigned by the Treasurer, by the President, or by the Board.

11. COMPENSATION

No compensation shall be paid to any officer of the association.

ARTICLE V – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. CONTRACTS

No contracts shall be entered into by the association. The exception is for contracts for food, entertainment, guest speakers, or rental of premises and/or equipment for HARRA social events.

2. LOANS

No loans shall be contracted on behalf of the association.

3. CHECKS

All checks, drafts, or other orders for payment shall be signed by such officer or officers of the association as shall from time to time be determined by resolution of the Board of Control.

4. DEPOSITS

All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such bank or banks as the Board may select.

ARTICLE VI – FISCAL YEAR

The fiscal year of the association shall begin on the first day of February in each year. Annual dues, in the amount decided by the Board of Control, are solicited by the Board upon application for new membership and, for existing members, upon notice of the dues amount. Dues will be considered delinquent, and membership will be considered Inactive, if dues payment is not received prior to 1 July.

ARTICLE VII – INTERIM APPROVAL

Interim approval of these Bylaws, for the current year (2020), requires the approval of the Board of Control of the association. These Bylaws must be submitted to the general membership for approval and adoption at the next annual meeting of the association.

ARTICLE VIII – AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of the membership at any annual meeting of the association or at any special association meeting when the proposed amendment has been set out in the notice of such meeting.

Approved (March 2020):

James McGorry, President, Date _____

Carolyn Bauer, 1st Vice President, Date _____

James Baron, 2nd Vice President and Assistant Treasurer, Date _____

Phyllis Hall, Treasurer and Recording Secretary, Date _____

Gary Pratt, Corresponding Secretary, Date _____

Marilyn Berg, Backup Corresponding Secretary, Date _____