

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

**Revision 1: Dated 24 April 2002**

**(Change 1 of 2)**

**Article V**

**STANDING COMMITTEES**

**Section 2**

Summary for Basis of Change:

| Effects of By-Law Change:   | Objective of Change  |
|---|--|
| 1. Changed the requirement that the committee exist of exactly five members to a requirement that there be at least five members                                | <ul style="list-style-type: none"> <li>• Removed an unnecessary limitation on the size of the committee</li> </ul>   |
| 2. Eliminated restrictive and illogical language regarding appointment of only representatives to this committee  | <ul style="list-style-type: none"> <li>• TSRA members appointed to this committee are, by definition, Representatives. Current language only allowed existing Representatives to be appointed to this committee.</li> </ul>          |
| 3. Eliminated the requirement of the Committee to provide a list of candidates to serve on all standing committees at every Board meeting                       | <ul style="list-style-type: none"> <li>• Changes to Standing Committees demands for additional members were insufficiently dynamic to warrant the effort required of the NC to provide this frequent a reporting process.</li> </ul> |
| 4. Added specificity to the implied responsibility of the NC to propose changes in the organizational development of TSRA needed to maintain its effectiveness. | <ul style="list-style-type: none"> <li>• Strategic Planning activity identified the need to clarify where this responsibility resided</li> </ul>   |

Changed to:

**NOMINATING COMMITTEE:** The Board shall appoint at least five (5) members to serve as Representatives on a nominating committee. The committee shall 1) identify and enlist members capable and committed to undertake the work of the association, 2) assure the continuity of effective leadership of the organization, and 3) recommend to the Board changes in the organization's architecture as necessary to assure the sustainability and vitality of the organization. The Committee shall prepare and submit to the Corporate Members of the Corporation at least thirty (30) days before the annual meeting a list of candidates to serve on the Board and for the offices of Secretary and Treasurer to be voted for at the annual meeting of the Corporation. The Committee shall work in close cooperation with the Chairmen of the other standing committees.

History of Revisions to the Bylaws  
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21 May 2009

**Revision 1: Dated 24 April 2002**

**(Change 2 of 2)**

**Article VI**

**Section 2**

**Annual Meeting**

Summary for Basis of Change:

| Effects of By-Law Change:  | Objective of Change   |
|--|---|
| 1. Changed the requirement of notification to Representatives of the date of the Annual Meeting from seven (7) days to thirty (30) days. | <ul style="list-style-type: none"><li>• Eliminated an inconsistency in notification requirements of the date of the Annual Meeting and notification requirements of the Candidates for Election at the Annual Meeting.</li><li>• Provided for the more logical notification requirements of both the date of the meeting as well as the Candidates for election to be the same</li><li>• Provided more reasonable period of notice for members to be able to plan on attending the Annual Meeting</li></ul> |

Changed to:

**ANNUAL MEETING:** The Annual Meeting of the Corporation shall be held in April of each year at such hour and place as the Board may designate. The Secretary shall give at least thirty (30) days notice of the Annual Meeting to each Representative at his address as it appears on the books of the Corporation.

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**Revision 2: Dated 23 April 2003**

**(Change 1 of 2)**

**General**

**Article II**

**Article III**

Summary for Basis of Change:

| Effects of By-Law Change:  | Justification  |
|--|--|
| 1. Added the office of Vice-President  | <ul style="list-style-type: none"><li>• Provided for the orderly succession of the President within the current election process or in the event that he is unable to serve his complete term.</li></ul> |
| 2. Defined the responsibilities of the Vice-President and the method of election         | <ul style="list-style-type: none"><li>• Provided consistency with the method of election of the President, the office the Vice-President is expected to assume.</li></ul>                                |
| 3. Defines the term of office of the Vice-President                                      | <ul style="list-style-type: none"><li>• Aligned the term of office with that of the President.</li></ul>   |
| 4. Added a Section and renumbered Sections of Article III, Powers and Duties of Officers | <ul style="list-style-type: none"><li>• Required to comply with the format and structure of the By-laws</li></ul>  |

Changed to:

**GENERAL:** The organization shall be a Board-centered nonprofit corporation in which the Board of Directors shall be responsible for directing all activities related to the management and control of the corporation. The officers of the corporation shall be: president, ***vice president***, secretary and treasurer. The standing committees shall be working committees staffed by appointed representatives and chaired by a member of the Board of Directors

(and)

**Article II**

**GOVERNMENT**

**OFFICERS:** The officers of the Corporation shall be a President, ***Vice President***, Secretary and Treasurer.

**SECRETARY AND TREASURER:** The Secretary and the Treasurer shall be members of the Corporation and shall be elected by ballot at each annual meeting, for a term of one year.

**PRESIDENT AND VICE PRESIDENT:** The President ***and Vice President*** shall be elected by and from the elected members of the Board from their own number for a term of one year.

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(continued)

**Revision 2: Dated 23 April 2003**

**(Change 1 of 2 Continued)**

(and)

**ARTICLE III**

**POWERS AND DUTIES OF OFFICERS**

**Section 3**

**VICE PRESIDENT:** The Vice President shall have all the powers of and in the absence or disability of the President perform the duties of the President. The Vice President shall also perform such duties as the Board or the president shall assign.

(and)

Currently labeled Sections 3, 4, and 5 are renumbered as Sections 4, 5, and 6 respectively.

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**Revision 2: Dated 23 April 2003**

**(Change 2 of 2)**

**New Article IX**

Summary for Basis of Change:

| Effects of By-Law Change:   | Objective of Change  |
|---|--|
| 1. Defined the procedure and process for the dissolution of the Corporation | <ul style="list-style-type: none"><li>• The current Bylaws provided no guidance or process for the dissolution of the Corporation if it becomes necessary.</li></ul>               |
| 2. Assured compliance of the Corporation's activity with law                | <ul style="list-style-type: none"><li>• Disposal of a non-profit corporation's assets are restricted by the Massachusetts general Laws under which TSRA was incorporated</li></ul> |

Changed to:

**ARTICLE IX**

**DISSOLUTION**

The Board can dissolve the corporation. Dissolution of the corporation shall be the termination of the corporation. After dissolution has been approved, the corporation shall cease doing business except to the extent necessary to wind up the affairs of the corporation and file a certificate of dissolution with the Secretary of the Commonwealth of Massachusetts. After the corporation has been dissolved and its assets have been liquidated a distribution of the funds shall be made as follows:

- (a) All outstanding liabilities shall be paid.
- (b) The remaining funds, if any, shall be distributed to a tax-exempt entity or
- (c) The assets shall be turned over to the United States Government if no state or local tax-exempt entity wants them.

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**Revision 3: Dated 19 April 2005**

**(Change 1 of 1)**

**Article VI**

**Section 2**

Summary for Basis of Change:

| Effects of By-Law Change:  | Objective of Change  |
|--|--|
| 1. Extended the period for holding the Annual Meeting from April to April or May | <ul style="list-style-type: none"><li>• Many retirees do not return from their winter location until May. By having the Annual Meeting and Spring Luncheon events held concurrently later in the Spring, it saved travel for Corporate Members wishing to attend both, facilitated the planning logistics for the Luncheon Committee, and enabled the attendance of a greater segment of the membership.</li></ul> |

Changed from:

**ANNUAL MEETING:** The Annual Meeting of the Corporation shall be held in April of each year at such hour and place as the Board may designate. The Secretary shall give at least thirty (30) days notice of the Annual Meeting to each Representative at his address as it appears on the books of the Corporation.

Changed to:

**ANNUAL MEETING:** The Annual Meeting of the Corporation shall be held in April or May of each year at such hour and place as the Board may designate. The Secretary shall give at least thirty (30) days notice of the Annual Meeting to each Representative at his address as it appears on the books of the Corporation.

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**Revision 4: Dated 16 May 2006**

**(Change 1 of 1)**

**Article V**

**STANDING COMMITTEES**

**Section 7**

Summary for Basis of Change:

| Effects of By-Law Change:   | Objective of Change   |
|---|---|
| 1. Eliminated the section entitled, <b>CHARTER &amp; BYLAWS COMMITTEE</b> | <ul style="list-style-type: none"><li>• Since its founding, there had been no action required of this Committee</li></ul> |

Changed from:

**Section 7**

**CHARTER AND BYLAWS COMMITTEE:** The Board shall appoint a charter and bylaws committee of at least two (2) members. Candidates for the Committee may be either Representatives or Members. Members become Representatives upon appointment to the Committee. The Committee shall take action to ensure that the Corporation is duly incorporated.

Changed to:

Eliminated this section entitled, **CHARTER & BYLAWS COMMITTEE:**

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**Revision 5: Dated 21 May 2009**

**(Change 1 of 17)**

**Article I**

**NAME, SEAL AND OBJECT OF THE CORPORATION**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Change   |
|---|---|
| <ol style="list-style-type: none"><li>1. Clarified the mission statement to explicitly identify a core mission of TSRA is to provide retirement information to its members.</li><li>2. Amended the language to eliminate the suggestion that TSRA has the ability to "ensure" the retention of any or all benefits</li><li>3. Changed reference to TSC from a "division" to a "segment"</li></ol> | <ul style="list-style-type: none"><li>• To correct an omission in the stated purpose of the organization that had been part of its objective since its inception</li><li>• To correct a suggestion that TSRA can guarantee the retention of any or all retirement benefits.</li><li>• Correctly categorized Textron Systems as a segment of Textron, Inc.</li></ul> |

Changed from:

The name of this Corporation shall be "Textron Systems Retirees Association, Inc." The Corporate Seal shall be circular in form, and have inscribed thereon the name of the Corporation, the year of its incorporation, and the word "Massachusetts." The purpose of this Corporation shall be "to 1) ensure that members receive the retirement benefits to which they are entitled, 2) promote activities that satisfy member's common needs and interests and 3) maintain effective communications and participate in joint activities with Textron Systems, a division of Textron, Inc., aka The Company, for our mutual advantage."

Changed to:

The name of this Corporation shall be "Textron Systems Retirees Association, Inc." The Corporate Seal shall be circular in form, and have inscribed thereon the name of the Corporation, the year of its incorporation, and the word "Massachusetts." The purpose of this Corporation shall be to 1) advocate so that members receive the retirement benefits to which they are entitled, 2) promote activities that satisfy member's common needs and interests and 3) maintain effective communications and participate in joint activities with Textron Systems, a segment of Textron, Inc., aka The Company, for our mutual advantage and 4) provide retirement information to its members.

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**(Change 2 of 17)**

**Article II**

**GOVERNMENT**

Summary for basis of Change:

| Effects of Bylaw Change             | Objective of Change  |
|-------------------------------------|--|
| 1. Changed the Title of the Article | <ul style="list-style-type: none"><li>• Brought consistency of language used in the text with that contained in the title.</li></ul> |

Changed from:

**ARTICLE II**

**GOVERNMENT**

Changed to:

**ARTICLE II**

**GOVERNANCE**

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**Revision 5: Dated 21 May 2009**

**(Change 3 of 17)**

**Article II**

**Board of Directors**

**Election of Directors**

Summary for basis of Change:

| Effects of Bylaw Change  | Objective of Change  |
|--|--|
| <ol style="list-style-type: none"><li>1. Provided that the number of elected Directors can range from nine to twelve</li><li>2. Eliminated the distinction of different Classes of Directors</li></ol> | <ul style="list-style-type: none"><li>• To provide greater flexibility and to promote diversity of representation in the operation of the Board.</li><li>• To eliminate language that was pertinent to only the formative years of the Board and is now creating unnecessary work and confusion.</li></ul> |

Changed from:

**BOARD OF DIRECTORS:** The Board of Directors hereafter called the Board shall consist of nine elected members of the Corporation, the President, Secretary, Treasurer and retiring President, ex officio.

**ELECTION OF DIRECTORS:** The Board shall be composed of three classes of elected directors, designated Class I, Class II and Class III. Ultimately one class of directors shall be elected each year to hold office for a three-year term and until successors of such class are duly elected and qualified. At the first annual meeting of the Corporation following the adoption of the bylaws three members of the Corporation shall be elected to the Board, as Class I members, for a term of three years, two members for a term of two years, and one member for a term of one year. At each subsequent annual meeting, three members of the Corporation shall be elected to the Board as one class of directors for a term of three years. All such elections shall be by ballot. In order to maintain continuity and stability the Board may reassign directors from one class to another.

Changed to:

**BOARD OF DIRECTORS:** The Board of Directors hereafter called the Board shall consist of not less than nine and no more than twelve elected members of the Corporation, the President, Secretary, Treasurer and the retiring President, ex officio.

**ELECTION OF DIRECTORS:** At each annual meeting of the Corporation, not less than three and no more than four members of the Corporation shall be elected to the Board as Directors for a term of three years. All such elections shall be by vote of the Corporate Members in accordance with Section 5 of Article VI.

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**(Change 4 of 17)**

**ARTICLE III**

**POWERS AND DUTIES OF OFFICERS**

**Section 3**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Change  |
|---|--|
| 1. Assigned responsibility of reviewing the Charter & Bylaws and making recommendations for changes to the Board as and when necessary. | <ul style="list-style-type: none"><li>Defined the responsibility for monitoring the Charter and Bylaws in the absence of a Standing Committee.</li></ul> |

Changed from:

**VICE PRESIDENT:** The Vice President shall have all the powers of and in the absence or disability of the President perform the duties of the President. The Vice President shall also perform such duties as the Board or the President shall assign.

Changed to:

**VICE PRESIDENT:** The Vice President shall have all the powers of and in the absence or disability of the President perform the duties of the President. The Vice President shall be responsible for the review and interpretation of the Charter and Bylaws and for providing recommendations for modification thereto. The Vice President shall also perform such duties as the Board or the President shall assign.

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**Revision 5: Dated 21 May 2009**

**(Change 5 of 17)**

**ARTICLE III**

**POWERS AND DUTIES OF OFFICERS**

**Section 4**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Change   |
|---|---|
| <ol style="list-style-type: none"><li>1. Transferred responsibility for custody of the Corporate Seal from the Secretary to the Treasurer</li><li>2. Defined the Secretary as responsible for assuring timely compliance with State Filings and maintaining a set of such filings as part of the Corporation's records.</li></ol> | <ul style="list-style-type: none"><li>• Aligned the Bylaws with the current practices of the organization</li><li>• Eliminated the uncertainty of who is responsible to assure compliance with all Massachusetts State filings and the retention of the associated documentation.</li></ul> |

Changed from:

**SECRETARY:** The Secretary shall keep an accurate record of all meetings of the Corporation and the Board. He shall keep an accurate record of all classes of membership. The Secretary shall have custody of the Corporate Seal with power to affix same to instruments, certified copies of resolutions and other documents when duly authorized. The Secretary shall attend to all official correspondence of the Corporation and shall give notice of all meetings and such other events as may be necessary and perform other duties incident to his office. The Secretary shall submit a written report at each annual meeting of the Corporation. In the Secretary's absence from any meeting the President will appoint a Secretary pro tempore.

Changed to:

**SECRETARY:** The Secretary shall keep an accurate record of all meetings of the Corporation and the Board. The Secretary shall keep an accurate record of all classes of membership. The Secretary shall attend to all official correspondence of the Corporation and shall give notice of all meetings and such other events as may be necessary and perform other duties incident to his office. The Secretary shall assure that the Corporation is compliant with the filings of all forms required by the State of Massachusetts and maintain a copy of such documentation as part of the Corporation's records. The Secretary shall submit a written report at each annual meeting of the Corporation. In the Secretary's absence from any meeting the President will appoint a Secretary pro tempore.

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**Revision 5: Dated 21 May 2009**

**(Change 6 of 17)**

**ARTICLE III**

**POWERS AND DUTIES OF OFFICERS**

**Section 5**

Summary for basis of Change:

| Effects of Proposed Bylaw Change  | Objective of Proposed Change  |
|---|---|
| <ol style="list-style-type: none"><li>1. Transferred responsibility for custody of the Corporate Seal from the Secretary to the Treasurer</li><li>2. Assigned the responsibility of preparing an annual budget for Board approval to the Treasurer.</li></ol> | <ul style="list-style-type: none"><li>• Aligned the Bylaws with the current practices of the organization</li><li>• Eliminated the uncertainty of who is responsible to prepare an annual budget for Board approval</li></ul> |

Changed from:

**TREASURER:** The Treasurer shall keep and maintain an accurate record of all financial accounts of the Corporation which at all times shall be open to inspection of the Board, or anyone of its members. The Treasurer shall receive and collect all moneys of the Corporation and under the direction of the Board disburse its funds. The Treasurer shall present an account of the receipts and disbursements of the Corporation at each meeting of the Board. Each year at the annual meeting of the Corporation the Treasurer shall submit a detailed report showing the financial condition of the Corporation, including a balance sheet, statement of all receipts, disbursements and expenses for the fiscal year ending December 31.

Changed to:

**TREASURER:** The Treasurer shall keep and maintain an accurate record of all financial accounts of the Corporation which at all times shall be open to inspection of the Board, or anyone of its members. The Treasurer shall have custody of the Corporate Seal with power to affix same to instruments, certified copies of resolutions and other documents when duly authorized. The Treasurer shall receive and collect all moneys of the Corporation and under the direction of the Board disburse its funds. The Treasurer shall present an account of the receipts and disbursements of the Corporation at each meeting of the Board. The Treasurer shall prepare an annual budget and submit it to the Board for approval. Each year at the annual meeting of the Corporation the Treasurer shall submit a detailed report showing the financial condition of the Corporation, including a balance sheet, statement of all receipts, disbursements and expenses for the fiscal year ending December 31.

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**Revision 5: Dated 21 May 2009**

**(Change 7 of 17)**

**ARTICLE IV**

**MEMBERSHIP**

**Section 2**

Summary for basis of Change:

| Effects of Proposed Bylaw Change   | Objective of Proposed Change  |
|--|---|
| 1. Removed language relevant only to the formation period of the Corporation | <ul style="list-style-type: none"><li>• Simplified the language of the Bylaws</li></ul> |

Changed from:

The Representatives shall be those who are Representatives at the time of adoption of the bylaws, and those who shall thereafter become Representatives in the manner herein prescribed. Any Member in good standing may thereafter upon invitation of the Board become a Representative by being elected to serve as a member of a Standing Committee for a term of two years. Upon completion of elected or appointed service, membership in the Corporation will continue for a period equal to the preceding years of continuous service.

Changed to:

Any Member in good standing may, upon invitation of the Board, become a Representative and will subsequently be appointed to serve as a member of a Standing Committee for a term of two years. Upon completion of elected or appointed service, membership in the Corporation will continue for a period equal to the preceding years of continuous service.

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**(Change 8 of 17)**

**ARTICLE IV**

**MEMBERSHIP**

**Section 3**

Summary for basis of Change:

| Effects of Bylaw Change  | Objective of Change  |
|--|--|
| <ol style="list-style-type: none"><li>1. Eliminated language relevant only to the formation of the organization</li><li>2. Expanded the definition of eligibility for membership to TSRA</li></ol> | <ul style="list-style-type: none"><li>• Simplified the language of the Bylaws</li><li>• Recognized that retirement planning precedes the date of eligibility and therefore redefines the requirements for membership to include anyone preparing for retirement.</li></ul> |

Changed from:

The Members shall be those who are Members at the time of adoption of the bylaws, and those who shall thereafter become Members in the manner herein prescribed. Upon application to the Membership Committee and approval by the Board, Membership in the Association shall be granted to an eligible member who is 1) retired from the Company, 2) the surviving spouse of a retiree from the Company, or 3) eligible for retirement from the Company.

Changed to:

Upon application to the Membership Committee, membership shall be granted to former and current employees of the Company who are either retired or are preparing for retirement and to their surviving spouses.

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**Revision 5: Dated 21 May 2009**

**(Change 9 of 17)**

**ARTICLE IV**

**MEMBERSHIP**

**Section 4**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Proposed Change  |
|---|---|
| 1. Eliminated the class of membership known as "Contributing Members" whose relevance was mainly associated with the formative period of the organization | <ul style="list-style-type: none"><li>• Simplified the language of the Bylaws</li></ul> |

Changed from:

There shall be a class of membership to be called "Contributing Member" which class of membership shall be available to both Members and Representatives upon invitation by the Board. Such membership shall require a capital contribution to the Corporation in an amount or amounts to be determined by the Board from time to time, and shall be evidenced by a Certificate which shall be nonnegotiable and nontransferable, but which shall be redeemed at its par value whenever a Contributing Member ceases to be either a Member or a Representative and which may be redeemed at any other time at the option of the Board. Contributing Members shall have all of the rights and privileges that would otherwise be available to them by reason of their status as Members or Representatives.

Changed to:

(deleted in its entirety)

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**Revision 5: Dated 21 May 2009**

**(Change 10 of 17)**

**ARTICLE V**

**STANDING COMMITTEES**

**Sections 1, 3, 4, 5 and 6**

Summary for basis of Change:

| Effects of Proposed Bylaw Change   | Objective of Proposed Change            |
|--|---|
| 1. Simplified the language of the Bylaws pertaining to the appointment of Corporate representatives by the Board and their assignment to committees. | • Simplified the language of the Bylaws |

Changed from:

**Section 1**

The Board shall appoint such standing committees, other ad hoc committees and working groups as it may from time to time deem advisable. A member of the Board shall chair the standing committees. Such committees shall be working committees and respectively have such powers and duties as the Board may from time to time assign to them. Candidates for such committees may be either Members or Representatives. Such committees may have subcommittees as appropriate. A majority of the members of each such committee shall constitute a quorum.

Changed to:

**Section 1**

The Board shall appoint such standing committees, other ad hoc committees and working groups as it may from time to time deem advisable. A member of the Board shall chair the standing committees. The Board shall appoint members as Corporate Representatives and assign them to committees. Such committees shall be working committees and respectively have such powers and duties as the Board may from time to time assign to them. Candidates for such committees may be either Members or Representatives. Such committees may have subcommittees as appropriate. A majority of the members of each such committee shall constitute a quorum.

Changed from:

**Section 3**

**MEMBERSHIP COMMITTEE:** The Board shall appoint a membership committee of at least five (5) members. Candidates for the Committee may be either Representatives or Members. Members become Representatives upon appointment to the Committee. The Committee shall 1) establish and maintain effective communication linkages with the eligible membership population to determine their needs and common interests, 2) achieve and sustain a membership consisting of a large fraction of the eligible membership population and 3) promote the common interests of the membership.

(continued)

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Changed to:

**Section 3**

**MEMBERSHIP COMMITTEE:** The Board shall appoint a membership committee of at least five (5) members. The Committee shall 1) establish and maintain effective communication linkages with the eligible membership population to determine their needs and common interests, 2) achieve and sustain a membership consisting of a large fraction of the eligible membership population and 3) promote the common interests of the membership.

Changed from:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:** The Board shall appoint a retirement benefits committee of at least five (5) members. Candidates for the Committee may be either Representatives or Members. Members become Representatives upon appointment to the Committee. The Committee shall work in close cooperation with the Membership Committee to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to ensure that 1) all members understand their rights to retirement benefits and the alternatives available to them and 2) their rights to benefits along with their rights to privacy and freedom of choice are preserved.

Changed to:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:** The Board shall appoint a retirement benefits committee of at least five (5) members. The Committee shall work in close cooperation with the Membership Committee to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to ensure that 1) all members understand their rights to retirement benefits and the alternatives available to them and 2) their rights to benefits along with their rights to privacy and freedom of choice are preserved.

Changed from:

**Section 5**

**FINANCE COMMITTEE:** The Board shall appoint a finance committee of at least three (3) members. Candidates for the Committee may be either Representatives or Members. Members become Representatives upon appointment to the Committee. The Committee shall 1) establish and maintain an appropriate financial structure and reporting system, 2) establish and maintain a budget management and control system and 3) determine ways and means to satisfy the financial needs of the Corporation.

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(continued)

Changed to:

**Section 5**

**FINANCE COMMITTEE:** The Board shall appoint a finance committee of at least three (3) members. The Committee shall 1) establish and maintain an appropriate financial structure and reporting system, 2) establish and maintain a budget management and control system 3) determine ways and means to satisfy the financial needs of the Corporation and 4) review treasury operations as needed to assure the Board of their soundness and completeness.

Changed from:

**SECTION 6**

**JOINT COMMITTEE FOR COMMUNICATIONS:** The Board shall appoint a joint committee for communications of at least three (3) members. At least one member of the Membership and Retirement Benefits Committees shall serve on the Committee. The remaining candidates for the Committee may be either Representatives or Members. Members become Representatives upon appointment to the Committee. The Committee shall 1) establish and maintain effective communications methods to include but not limited to printed media and use of the internet, and 2) coordinate with other standing committees to assure that pertinent information is communicated to the membership.

Changed to:

**JOINT COMMITTEE FOR COMMUNICATIONS:** The Board shall appoint a joint committee for communications of at least three (3) members. At least one member of the Membership and Retirement Benefits Committees shall serve on the Committee. The Committee shall 1) establish and maintain effective communications methods to include but not limited to printed media and use of the internet, and 2) coordinate with other standing committees to assure that pertinent information is communicated to the membership.

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**Revision 5: Dated 21 May 2009**

**(Change 11 of 17)**

**ARTICLE V**

**STANDING COMMITTEES**

**Section 4**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Change   |
|---|---|
| 1. Clarified the role of the RBAC to recognize the limits of their authority and scope of responsibility. | <ul style="list-style-type: none"><li>• Eliminated implication that the RBAC has responsibilities to ensure actions that are not under their control.</li></ul> |

Changed from:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:** The Board shall appoint a retirement benefits committee of at least five (5) members. The Committee shall work in close cooperation with the Membership Committee to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to ensure that 1) all members understand their rights to retirement benefits and the alternatives available to them and 2) their rights to benefits along with their rights to privacy and freedom of choice are preserved.

Changed to:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:** The Board shall appoint a retirement benefits committee of at least five (5) members. The Committee shall work in close cooperation with the Membership Committee to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to 1) ensure that all members understand their rights to retirement benefits and the alternatives available to them and 2) advocate that their rights and choices of benefits are preserved.

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**Revision 5: Dated 21 May 2009**

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**ARTICLE V**

**STANDING COMMITTEES**

**Section 4**

Summary for basis of Change:

| Effects of Bylaw Change  | Objective of Change   |
|--|---|
| <ol style="list-style-type: none"><li>1. Clarified the role of the RBAC to recognize the limits of their authority and scope of responsibility.</li><li>2. Recognized the need for the RBAC to work with all committees to define needs.</li></ol> | <ul style="list-style-type: none"><li>• Eliminated implication that the RBAC has responsibilities to ensure actions that are not under their control.</li><li>• Acknowledged that all committees can and must contribute to defining retiree's needs.</li></ul> |

Changed from:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:** The Board shall appoint a retirement benefits committee of at least five (5) members. The Committee shall work in close cooperation with the Membership Committee to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to ensure that 1) all members understand their rights to retirement benefits and the alternatives available to them and 2) advocate that their rights and choices of benefits are preserved.

Changed to:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:** The Board shall appoint a retirement benefits committee of at least five (5) members. The Committee shall work in close cooperation with all Committees to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to 1) ensure that all members understand their rights to retirement benefits and the alternatives available to them and 2) advocate that their rights and choices of benefits are preserved.

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

**Revision 5: Dated 21 May 2009**

**(Change 13 of 17)**

**ARTICLE VI**

**(Untitled)**

Summary for basis of Change:

| Effects of Bylaw Change          | Objective of Change  |
|----------------------------------|--|
| 1. Provided Title for Article VI | <ul style="list-style-type: none"><li>• Brought this section in conformance with the format of the remainder of the Bylaws</li></ul> |

Changed from:

**ARTICLE VI**

**(UNTITLED)**

Changed to:

**ARTICLE VI**

**MEETINGS**

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

**Revision 5: Dated 21 May 2009**

**(Change 14 of 17)**

**ARTICLE VI**

**MEETINGS**

**Section 3**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Change  |
|---|--|
| <ol style="list-style-type: none"><li>1. Expanded the acceptable methods for voting at the Annual meeting of the Corporation</li><li>2. Redefined the quorum for a meeting.</li></ol> | <ul style="list-style-type: none"><li>• Enabled all Corporate members the right to vote even if they can not be physically present at the Annual Meeting</li></ul> |

Changed from:

**CORPORATION MEETINGS:** A majority of Corporate Members shall constitute a quorum at any meeting of the Corporation. A majority of Corporate Members present and voting shall be required for the election of officers and members of the Board or for the passage of any vote or resolution.

Changed to:

**CORPORATION MEETINGS:** A majority of Corporate Members shall constitute a quorum at any meeting of the Corporation. A majority of Corporate Members voting shall be required for the election of officers and members of the Board or for the passage of any vote or resolution. Voting may be conducted by ballot, voice, and paper or electronic proxy.

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

**Revision 5: Dated 21 May 2009**

**(Change 15 of 17)**

**ARTICLE X**

**COMPLIANCE**

Summary for basis of Change:

| Effects of Bylaw Change  | Objective of Change   |
|--|---|
| 1. Added explicit language regarding order of precedence and compliance with Commonwealth laws | <ul style="list-style-type: none"><li>• Adopted language common to Bylaws</li></ul> |

Changed from:

(Add New Article)

Changed to:

**ARTICLE X**

**COMPLIANCE**

The provisions of these Bylaws shall be controlled by and are subject to any specific provisions of the Articles of Organization that relate to their specific subject matter and shall be subject to the more specific provisions or exceptions from time to time and shall be in compliance with the laws of the Commonwealth of Massachusetts.

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

**Revision 5: Dated 21 May 2009**

**(Change 16 of 17)**

**ARTICLE V**

**STANDING COMMITTEES**

Summary for basis of Change:

| Effects of Bylaw Change   | Objective of Change  |
|---|--|
| 1. Added the abbreviations commonly used by the Board to reference each Standing Committee. | <ul style="list-style-type: none"><li>Embedded the abbreviations commonly used by the Board to reference each Standing Committee with the Bylaws</li></ul> |

Changed from:

**Section 2**

**NOMINATING COMMITTEE:**

Changed to:

**Section 2**

**NOMINATING COMMITTEE (NC):**

Changed from:

**Section 3**

**MEMBERSHIP COMMITTEE:**

Change to:

**Section 3**

**MEMBERSHIP COMMITTEE (MAC) :**

(continued)

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

Changed from:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE:**

Changed to:

**Section 4**

**RETIREMENT BENEFITS COMMITTEE (RBAC):**

Changed from:

**Section 5**

**FINANCE COMMITTEE:**

Changed to:

**Section 5**

**FINANCE COMMITTEE (FAC):**

Changed from:

**Section 6**

**JOINT COMMITTEE FOR COMMUNICATIONS:**

Changed to:

**Section 6**

**JOINT COMMITTEE FOR COMMUNICATIONS (JCC):**

History of Revisions to the Bylaws  
of the Textron Systems Retirees Association  
21 May 2009

**Revision 5: Dated 21 May 2009**

**(Change 17 of 17)**

**All Articles**

Summary for basis of Change:

| Effects of Bylaw Change                                    | Objective of Change   |
|--|---|
| 1. Amended the language of the Bylaws to be gender neutral | <ul style="list-style-type: none"><li>• Aligned our Bylaw language appropriate to gender neutrality</li></ul> |

Changed from:

“his” (wherever it may occur)

Changed to:

“his/her” or similarly appropriate language