

**Bylaws of**  
**Textron Systems Retirees Association, Inc.**

**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: Chairman, Secretary and Treasurer. The standing committees shall be working committees staffed by appointed Representatives and chaired/co-chaired by members of the Board of Directors.

**ARTICLE I**

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

The name of the 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 members' common needs and interests, 3) maintain effective communications and participate in joint activities with Textron Systems, a segment of Textron, Inc., aka The Company, for our mutual advantage, 4) provide retirement information to its members and 5) provide charitable contributions that satisfy members' common needs and interests at the discretion of the Board.

**ARTICLE II**

**GOVERNANCE**

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

**CHAIRMAN:** The Chairman shall be elected by and from the elected members of the Board of Directors from their own number for a term of one year.

**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.

**BOARD OF DIRECTORS:** The Board of Directors hereafter called the Board shall consist of no less than four Members of the Corporation, and the Chairman, Secretary, Treasurer, and past Chairman.

**ELECTION OF DIRECTORS:** New Directors shall be elected to the Board of Directors at an annual meeting of the Corporation. All such elections shall be by vote of the Members of the Corporation in accordance with Section 5 of Article VI.

## ARTICLE III

### POWERS AND DUTIES OF OFFICERS

#### Section 1

**BOARD OF DIRECTORS:** The management and control of the corporation, its property and funds, and management of all its business and other affairs shall be vested in the Board, except that no funded debt may be incurred, unless authorized at a meeting of the Corporation duly called for that purpose.

No solicitation of contributions for any purpose in any way connected with the Corporation or any of its activities or its members shall be conducted at any time without prior approval of the Board.

The Board may make and amend rules and regulations for the governance of the Corporation for the purpose of carrying out its responsibilities to the extent consistent with these bylaws.

The Board shall appoint all committees, have jurisdiction thereof and delegate authority in respect thereto. It shall have exclusive jurisdiction over admission to and expulsion from membership.

The Board may fill any vacancy in its elected body by the election of a Member of the Corporation to hold office for the unexpired term for which his or hers predecessor was elected.

#### Section 2

**CHAIRMAN:** The Chairman shall serve as the chief executive officer and preside at all meetings of the Corporation and of the Board. The Chairman shall be an ex officio member of all Standing Committees. The Chairman shall submit a report of activities and progress of the Corporation at each annual meeting. In the event of the absence of the Chairman, the board shall appoint a temporary chair from amongst its members to preside at the meeting.

#### Section 3

**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 Commonwealth 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 Chairman will appoint a Secretary pro tempore.

#### Section 4

**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.

#### Section 5

**TENURE OF OFFICE:** All duly elected or appointed officers and other members of the Board in office at the time the bylaws are adopted will continue to hold office for the term for which they were elected or appointed as provided by the bylaws then in force. All officers and members of the Board will continue to hold office until their resignation.

## **ARTICLE IV**

### **MEMBERSHIP**

#### **Section 1**

Membership in the association shall be granted to former and current employees of the Company who are either retired or are preparing for retirement and to their partners.

#### **Section 2**

Any member in good standing, upon invitation of the Board, may become a Representative and will subsequently be appointed to serve as a member of a Standing or Ad Hoc Committee.

#### **Section 3**

Members of the Corporation include Officers, Directors, the Past Chairman, and Representatives.

#### **Section 4**

Only Members of the Corporation in good standing have the right to vote for the election of Directors, a Secretary and Treasurer and amendments to the Articles of Organization and Bylaws of the Association. The Board of Directors shall fix a record date which shall not be more than 60 nor less than 10 days before the date of a meeting or any other action.

#### **Section 5**

The Board shall fix the annual dues for membership.

## **ARTICLE V**

### **COMMITTEES**

#### **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. Members of the Board shall chair or Co-Chair the standing committees. The Board shall appoint members as 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.

#### **Section 2**

**MEMBERSHIP AFFAIRS COMMITTEE (MAC):** The Board shall appoint a membership committee of at least three (3) 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, 3) promote the common interests of the membership, and maintain obituary information of Textron Systems retired employees.

### Section 3

**SOCIAL ACTIVITIES COMMITTEE (SAC):** The Board shall appoint a social committee of at least three (3) members. The Committee shall promote social activities within the organization. These activities may include luncheons, excursions, athletic events, or other opportunities for members to interact with each other around shared interests. The Committee shall work with the Joint Committee for Communications to assure that all activities are adequately publicized.

### Section 4

**RETIREMENT BENEFITS AFFAIRS COMMITTEE (RBAC):** The Board shall appoint a retirement benefits committee of at least three (3) 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 to and choices of benefits are preserved.

### Section 5

**JOINT COMMITTEE FOR COMMUNICATIONS (JCC):** 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 be ex officio members of 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.

## ARTICLE VI

### MEETINGS

#### Section 1

**MEETINGS:** The meetings of the Corporation and the Board shall be conducted according to Robert's Rules of Order.

#### Section 2

**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 their address as it appears on the books of the Corporation.

#### Section 3

**SPECIAL MEETINGS:** Special Meetings may be called by order of the Board. The Secretary shall give at least seven days notice of any Special Meeting to each member of the Corporation and no business shall be transacted other than stated in the notice.

#### Section 4

**BOARD MEETINGS:** The Board may fix the time and method of calling any of its meetings. Subject to the foregoing a meeting may be called at any time by the Chairman or by any three members of the Board. A majority vote of those present and voting shall be required for the passage of any vote or resolution.

## **Section 5**

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

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall end December 31 of each year.

## **ARTICLE VIII**

### **AMENDMENTS**

These bylaws may be altered, amended, repealed or suspended in whole or in part at any meeting of the Corporation, by a majority of those present and voting, notice of the proposed action having been stated in the call to order of the meeting. Previous revisions shall be available to all members on the Corporation website.

## **ARTICLE IX**

### **DISSOLUTION**

Pursuant to Massachusetts General Laws (MGL) c.180, Article 11A(b), the Members of the Corporation upon the recommendation of the Board, by a majority, may vote to dissolve the Corporation. The Treasurer shall be responsible for taking all necessary steps to dissolve the Corporation.

## **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 exemptions from time to time and shall be in compliance with the Laws of the Commonwealth of Massachusetts.