



CHAPTER BYLAWS

Lockheed Martin Leadership Association Chapter 249

Affiliated with the NMA THE Leadership Development Organization
Dayton, OH

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**LOCKHEED MARTIN LEADERSHIP
ASSOCIATION FORT WORTH**

BYLAWS

October 14, 2014

ARTICLE I - NAME AND AFFILIATION

Section 1 - Name: The name of this organization is the Lockheed Martin Leadership Association Fort Worth (LMLAFW), hereinafter, referred to as the Leadership Association. The organization is associated with Lockheed Martin Aeronautics Company Fort Worth (LM Aero), referred to as “the company”.

Section 2 - Incorporation: At the beginning of each fiscal year the Chairperson of the Bylaws Committee shall verify that the Leadership Association is in compliance with state laws and regulations. This includes maintaining all filings with the State.

Section 3 - Affiliation: This organization shall be affiliated with NMA...THE Leadership Development Organization, formerly the National Management Association, herein referred to as the NMA and shall organize its operations to be in consonance with the NMA’s fiscal year. This Leadership Association, its Bylaws, and Resolutions shall not be subject to any Collective Bargaining Unit.

ARTICLE II - PURPOSES AND OBJECTIVES

The purposes and objectives of the Leadership Association are:

1. To assist association members to develop as individuals and as effective leaders.
2. To develop a greater degree of cooperation, team spirit, and improved communications between association members and all LM Aero employees.
3. To provide a forum for members and all LM Aero employees to learn and practice the skills of leadership and management.

ARTICLE III - MEMBERSHIP

Section 1 – Membership: Any employee of LM Aero Fort Worth or any employee of LM companies assigned to the Fort Worth metropolitan area shall be eligible for membership. In addition, any employee of firms under contract to LM who are working full-time at the LM Aero- Fort Worth facilities can become members.

Section 2 - Annual Dues: Dues for all members shall be \$2.00 per week and are payable

by payroll deduction. This sum includes dues assessed by the NMA.

Section 3 - Payment of NMA Dues: This Leadership Association shall, by mutual agreement with the NMA, pay its membership dues on a monthly basis.

Section 4 - Registration Fee: The registration fee established by the NMA is paid by payroll deduction, and shall be required of all first-time applicants for membership in the NMA.

Section 5 - Reinstatement Fees: A previous NMA member requesting reinstatement to active membership will be assessed \$5.00, or a fee as set by the NMA. A membership which was terminated, for reasons beyond the employee's control, or an applicant for membership who transfers to the company from another Lockheed Martin facility and who was a NMA member prior to the termination/transfer, will be reinstated without fee provided application for reinstatement is made within 60 days of reestablishment of eligibility.

Section 6 - Terminations: Membership will be terminated anytime a member ceases their employment relationship, as defined in Section 1, with LM Aero Fort Worth or a written request for termination is received from the member.

Section 7 - Members on Leave of Absence: At the time a member ceases to pay dues, the Manager of Membership Records will immediately delete the member from the NMA rolls. At the time a member returns to normal employee status, said member shall be reinstated on NMA rolls at no charge and shall resume paying dues only from that date forward. No back dues will be collected.

Section 8 - Membership Lists: No officer, director, chairperson, or member of this Association shall at any time give or divulge a membership list of this Association to anyone for purposes of mailing lists or solicitations without prior approval by the Board of Directors.

ARTICLE IV – MEETINGS AND EVENTS

Section 1 - Regular Monthly Meetings: The Leadership Association shall have at least ten (10) and no more than twelve (12) monthly meetings per fiscal year. Every attempt will be made to schedule at least one (1) of the meetings to enable other than first shift employees to attend. Preparation procedures for each monthly meeting shall require the Vice President of Programs to submit a proposed program budget at least (3) months prior to the scheduled meeting, and an actuals budget report (1) month after the scheduled meeting. Monthly meeting sponsors will be sought from the Executive staff.

Section 2 - Nonmember Prices: Nonmember prices, shall be no more than 150% of the member price, (rounded to the nearest dollar), for activities of the Association where nonmember participation is permitted. Exception to the rule: (1) When cost would be

prohibitive to the non-member employee; (2) Special Events; (3) Other NMA Chapter Member.

Section 3 - Admission: Only those members, guests, and non-members having purchased tickets for a meeting will be served meals and refreshments unless they are provided free of charge. In that event, members may be required to provide identification in order to obtain free service.

Section 4 - Guests: Complimentary meeting tickets for guests must be approved in advance by the President and the Chairperson of the Board. Persons receiving such tickets will be considered guests of the Association. Members shall be allowed to purchase as many tickets as needed at member price. At the discretion of the President and the Vice President of Programs, some meetings may allow for the tickets for children 10 and under to be at reduced prices provided the meeting has not been restricted to members only.

Section 5 – Priorities: When attendance at meetings, activities, and courses is not restricted but is limited in number, priority will be given as follows: to members; member’s spouse or personal guest; and nonmembers. Personnel conducting programs will establish a schedule and deadline for member and spouse/personal guest enrollment after which participation may be opened to additional guests and nonmembers.

Section 6 - Refunds: Refunds for meeting tickets or activities or course fees will be made ONLY when the request is submitted in a timely manner prior to the event; and, Vice President of the affected budget account is presented a memorandum from the employee stating that he/she was unable to attend because of company business or other unavoidable contingency. If the Vice President agrees to the refund, a check request will be completed and forwarded to the Vice President – Finance.

Section 7 - Door Prizes: Information relative to door prizes (amount being spent or number being given) shall be reviewed during the submittal of the Proposed Monthly Program budget to the Board of Directors. Association members, officers and staff are eligible for door prizes that are presented as the result of a random drawing at meetings. Association spouses/guests will be eligible for items offered as door prizes. They must be present to win.

Section 8 - Booster Activity (Ticket Sellers, Membership Recruiters, etc.): Special recognition for Boosters shall be reserved for the awards program or be awarded in the form of a certificate for outstanding service. Spouses are always welcome but they must bear the full meal expense.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Purpose of the Board: The Board of Directors, under the direction of the Chairperson of the Board, shall be the governing body of the Leadership Association subject to the limitations of the Resolutions and Bylaws. The President is responsible to

the Chairperson of the Board and the Board of Directors for proper and efficient management of the activities and affairs of the Leadership Association.

Section 2 - Composition of the Board: The governing body of the Leadership Association shall consist of the nine Directors which are elected in accordance with procedures established by Article V, Section 5. They shall establish Bylaws/Resolutions, and provide the guidance to ensure that the Leadership Association maintains and achieves its objectives. The Chairperson of the Board, selected in accordance with Article V, Section 11, will preside at all meetings of the Board. While not a Board Member, the Leadership Association President shall have the same voting privileges as any Board Member and as such, may vote when present, on all matters coming before the governing body of the Leadership Association. This privilege may not be delegated.

Section 3 - Organizational Structure: At the first Board of Directors Meeting of each fiscal year, the new President will present the Board with a proposed organizational structure in the form of a block diagram chart. This chart shall show proposed titles for each function and shall show hierarchy of reporting order. This organizational structure shall be placed before the Board of Directors for approval. Once the chart is finalized and approved by the Board of Directors, it shall become the authorized Leadership Association structure for the year in which approved. The President is authorized to fill positions based on the approved chart. At the request of the President and with approval by the Board of Directors, the Organizational Chart can be modified during the year by Board Resolution.

Section 4 - Dual Titles: Members of the Board of Directors shall not hold a Leadership Association Officer's and/or staff position concurrent with being a director. (Exception to the rule: A Director may serve as Chairperson of the Board.)

Section 5 - Election of Directors: Election of Directors will be coordinated by the Chairperson of the Nominating Committee and his/her committee which includes at least one Leadership Association Member at Large. This committee is tasked with soliciting nominations from the general membership via a nomination form to be included in a Leadership Association publication or flyer. Nominations received shall be evaluated and used to fulfill the requirement of twice as many candidates as available Director positions. The nominating committee will arrange for the publication of the candidates' pictures and background in an Association publication at least 30 days prior to the election. The Committee will direct all candidates to refrain from distributing printed campaign material other than that provided by the Association. Voting will be in accordance with Article V, Section 7 of the Bylaws.

Section 6 - Nomination of Directors: The committee shall seek qualified members to serve as Directors, taking care to select candidates that will assure representation of members from all the major functional organizations of the company. Potential nominees will be interviewed as to their interest, qualifications, and availability to serve. Nominees shall be presented by the Chairperson of the Nominating Committee to the Board of Directors for approval, and those approved candidates shall be presented to the general membership at a Leadership Association monthly meeting or electronic communication at

least thirty (30) days prior to the election.

Section 7 - Voting for New Director Positions: Nominating Committee members shall establish the date for balloting which shall be at least 90 days before the start of the next fiscal year. They shall control distribution of the ballots so as to allow all Leadership Association members the opportunity to vote. They shall announce the poll opening and closing dates and ensure that the election is held by secret ballot. At the close of voting, the Nominating Committee shall count the votes and announce the results. Ballots cast after the announced poll closing time shall not be counted.

(a) Assignment of Alternate Board of Directors: After the final election results are certified, the Chairman of the Board of Directors shall select a minimum of three alternate directors, with approval of the Board of Directors. The Chairman shall first consider the runners-up. These alternate directors are appointed to provide a pool of available replacements in the event that any director cannot continue to serve. Alternate directors may not vote but may participate in all board activities. In the event that a director cannot attend a Board of Directors meeting, that director may request that an alternate director act on his/her behalf for the meeting as a voting member of the Board of Directors, providing written notice has been provided to the Chairman of the Board of Directors prior to the meeting. An alternate director may only act on behalf of one director per meeting.

Section 8 – Director Terms: Nine Directors shall be elected to serve as the Board of Directors. The Leadership Association general membership shall elect three Directors each year to serve for a three-year term. Newly elected Directors will commence their three-year term on 1 July following their election date.

Section 9 – Director Vacancy Replacement: Should vacancies arise among the elected Directors, the remaining Directors shall select a new Director to serve the unexpired term of the vacated Director position. The replacement Director shall come from the non-elected candidates of the most recent election prior to the vacancy. Descending order of votes received by each non-elected candidate will be used to determine the next eligible candidate to fill the vacated position. If none is available, the Directors may select any eligible Leadership Association member to fill the vacated position.

Section 10 – Chairperson of the Board: The Chairperson of the Board shall preside at all meetings of the Board of Directors, perform the duties of the office as directed in the Bylaws or by resolution of the Board of Directors, designate a Chairperson Pro Tem; and a Parliamentarian. The Chairperson of the Board, with concurrence of the President, may assign Directors to assist any of the Vice Presidents or Managers in the performance of their responsibilities.

Section 11 - Election of Chairperson of the Board: At the next regularly scheduled Board of Directors meeting after the close of the election for the Board of Directors, the newly elected three Directors and the first and second year Directors shall elect a Chairperson of the Board to serve one year. The existing Chairperson of the Board will chair this election.

The election will take place at least two weeks prior to the Chapter Leadership Training (CLT) held in the spring. All nominees will be asked to leave the meeting temporarily while their qualifications are reviewed. All Directors will then vote for one nominee. The nominee receiving the most votes shall be declared Chairperson-Elect. The newly elected chairperson's term of office begins on 1 July after the date of the election.

Section 12 - Chairperson Voting Privileges: While presiding over a Board of Directors business meeting, the Chairman shall refrain from voting unless a tie vote is pending on a motion before the board.

Section 13 - Chairperson of the Board Vacancy: Should a vacancy arise in the position of Chairperson of the Board, the Directors shall comply with Section 11 above and then proceed to select a successor to serve for the remainder of the un-expired term. This process shall be chaired by the Chairperson of the Nominating Committee or, if he/she is unavailable, by the Board's Parliamentarian.

Section 14 - Meetings: The Board of Directors shall meet at least once each month. The Board shall vote to determine the place, dates, and time of all monthly meetings. The Chairperson of the Board or his/her designated Chairperson Pro Tem may call special meetings of the Board as needed, provided due notice is given to each member of the Board. All Vice Presidents are required to submit written activity reports for the month preceding the meeting date. The reports shall include the budgeted amount for each Vice President's expenditures for the month, and the current balance. The President is responsible for assuring that each Director is provided all activity reports at least 5 days prior to the regularly scheduled meeting. Officers will notify the Board Chairperson in advance of proposals or action to be taken by the Board except on those resulting from regular reports by Vice Presidents. When possible, proposals shall be submitted in writing to all Board members one day prior to the meeting that they are to be acted upon. Copies of all written reports will be provided to the Vice President - Communications and the LMLAFW secretary to be attached to monthly Board meeting minutes.

Section 15 - Meetings Attendance: In the event any Director fails to attend at least one-half of the Board of Directors Meetings (regular and special) during any half-year of his/her elected term, the Board of Directors shall review the circumstances. If the review indicates that the Director should be replaced, the Board will vote to determine if the Director should be removed from office. If the Director is removed by majority vote, the Board shall select a replacement to serve the remainder of his/her term of office as provided for by Article V, Section 9.

Section 16 - Conduct of Meetings: Robert's Rules of Order, as amended, shall govern all meetings of this Association where procedure is not otherwise provided herein, which overrides Robert's rule. The Board of Directors, by a two thirds majority of votes cast, may exempt a particular Robert's procedure by Resolution if it is deemed necessary to ensure smooth conduct of the Leadership Association's meetings.

Section 17 - Meeting Quorum: To constitute a quorum at any regular or special meeting

of the Board of Directors, a minimum of two thirds of the Directors must be present. The Chairperson counts as one of the required Directors.

Section 18 - Meeting Votes: Newly-elected directors are not eligible to vote in an election or on other business until they take office at the start of the fiscal year. At regular and special Board of Directors meetings, all Directors will vote and the President.

Section 19 - Conference Telephone Meetings: Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation using conference telephone or similar equipment constitutes presence in person at such meeting.

Section 20 - Meeting Abstention Votes: During a vote count, abstentions count neither for nor against a resolution requiring a simple majority of votes cast, but do count in the outcome if the results are dependent on a percentage of eligible voters present.

Section 21 - Procedural Authority: Procedures and requirements not delegated to the Board of Directors by this document, nor prohibited by it, are reserved to the President for conduct of the Leadership Association purposes and objectives.

Section 22 – Indemnification of Directors and Officers: Each director and officer, whether or not then in office (and his/her heirs, executors and administrators), shall be and hereby is indemnified by LMLAFW against all costs and expenses (including but not limited to counsel fees) reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she may be made a part by reason of being or having been a director or officer of LMLAFW, including costs and expenses paid in connection with the settlement or compromise of any such action, suit, or proceeding; provided that nothing herein contained shall protect or be deemed to protect any such director or officer against any liability to LMLAFW or to its security holders to which he/she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his/her office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. No officer may obligate the Leadership Association for any amount outside the scope of the approved budget without the prior consent of the Board of Directors.

Section 23 – Scholarship Endowment Fund: The Jim Creason Scholarship Endowment Fund account exists for the sole purpose of providing funding for the LMLAFW yearly student scholarships. Funds in this account shall not be transferred to other accounts or used for purposes other than student scholarships without Board approval. All funds received for the Jim Creason Scholarship Endowment Fund shall be periodically placed in a Certificate of Deposit or another investment vehicle as agreed upon by the Board of Directors. Any investment will be established under LMLA tax identification number. Disbursements from the account shall be signed by the Vice President of Finance and the Chairperson of the Fiscal Responsibilities Committee. All decisions regarding the

scholarship fund shall be approved by the Board of Directors.

Section 24 – Parliamentary Procedure: The Chairman of the Board will designate a director of the Leadership Association to serve as Parliamentarian and Pro Tem. The Parliamentarian shall provide guidance in parliamentary procedures and, when requested by the Chairperson, shall rule on all questions of parliamentary procedure which may arise at meetings of the Association or the Board of Directors. In writings, the customary position of "Chairman" will be addressed as "Chairperson"; however, in other circumstances, that individual shall be verbally addressed as "Mr. Chairman" or "Madam Chairman" as applicable.

ARTICLE VI – OFFICERS AND COUNCILS

Section 1 – President: The President shall plan, organize, and manage the operation of the Leadership Association. He/she shall direct the work of all Vice Presidents to ensure that programs are executed in consonance with the objectives of the Leadership Association and the Bylaws and Resolutions established by the Board of Directors. The President shall preside at all general membership meetings of the Leadership Association.

Section 2 - Election of the President: On or before the Board of Directors meeting in March, the directors will review the performance of the Executive Vice President. After confirmation of the willingness of the Executive Vice President to serve as President for the coming administrative year, and after verification of the acceptable performance of the Executive Vice President in his/her current role, the Executive Vice President shall, after a motion and second, be placed before the Board of Directors for confirmation or rejection. The results of this vote are determined by a simple majority of the eligible votes cast. If his/her confirmation is rejected, the replacement will be in accordance with Article VI, Section 10 applies for eligibility. The Vice President - Communications shall send the President-Elect's and the Chairperson-Elect's name, phone number and mailing address to NMA headquarters in April.

Section 3 - President Vacancy: Should a vacancy arise in the position of President, the Executive Vice President will accede to the office of President for the remainder of the unexpired term, with Board of Director approval. If the Board of Directors rejects the confirmation for ascension of the Executive Vice President to President, the Nominating Committee shall within 15 working days present three eligible Leadership Association members for consideration for the Office of President to a special Board of Directors Meeting. The Board of Directors will review the qualifications and desirability of each nominee and, after interviewing each nominee, will then cast their votes. The nominee receiving the majority of votes will be declared the new President for the remainder of the vacated term.

Section 4 - Executive Vice President: The Executive Vice President shall perform duties and responsibilities specifically delegated to him/ her by the President. These duties shall include, but not be limited to, performance of all presidential duties during the absence of the President.

Section 5 - Selection of Executive Vice President: On or before the Board of Director's meeting in May, the President-elect shall nominate an Executive Vice President and present the nominee to the Board of Directors for approval. The President-elect will confirm to the board that the nominee has been interviewed for the position, is available and willing to serve; and that the nominee's Management will support the individual as the Association's Executive Vice President. Upon approval by the Directors, the Executive Vice President shall be declared elected. Article VI, Section 10 applies for eligibility. Refer to Chapter Guide for additional information.

Section 6 - Vice Presidents: There will be four mandatory Vice President positions which will be assigned to the four areas of Communications, Finance, Programs, and Member Relations. Each of the assigned Vice Presidents will be responsible for the organization and direction of all staff positions under his/her purview.

Section 7- Election of Vice Presidents: On or before the Board of Directors meeting in May, the President-Elect shall submit a list of candidates for the four mandatory Vice President positions and other Vice President positions as needed. The candidates' qualifications will be reviewed by the directors who will be in office during the one-year tenure of the Vice Presidents. The list shall include members who have previously demonstrated their abilities in past positions of responsibility for the Leadership Association. In all cases, the President-Elect shall seek to provide continuity and expertise in each office of Vice President and to provide opportunities for members to obtain experience in managing the affairs of the Leadership Association. The President-Elect will interview the candidates and ascertain their willingness, availability, and qualifications for the particular office to be staffed. Upon approval by the Directors, the Vice-Presidents shall be declared elected Vice President's term of office will be limited to two (2) years in the same Vice President position. Article VI, Section 10 applies for eligibility.

Section 8 - Other Vice Presidents: The President may, upon approval from the Board of Directors, create or delete other Vice Presidents from time to time as required to meet the objectives of the Leadership Association. These Vice Presidents shall be subject to the same requirements and standards as the core Vice President identified in Section 6 above. Other Vice Presidents are selected/approved in accordance with Article VI, Section 7.

Section 9 - Managers: Managers are appointed by the Vice Presidents to serve one-year terms over each major activity within each Vice President's area of responsibility. The Board of Directors approves the Manager positions at the beginning of each fiscal year or by resolution during the year, as appropriate. The President approves the Managers selected by the Vice Presidents. A Manager's term of office may be held for more than two (2) consecutive years. The Organizational Chart will be presented by the President and approved by the Board of Directors each year. Article VI, Section 10 applies for eligibility.

Section 10 - Eligibility for Officer and Manager Positions: To be eligible for nomination to the position of Director, a member must have been in good standing for a minimum of one year and 90 days in the Leadership Association and have not held the office of President or been a three year Director in the year preceding the election. To be eligible for President,

a member must have a minimum of one year as a member in good standing. For all other offices and manager positions, the member need only be a member in good standing prior to accepting that office or staff position.

Section 11 - Installation of Officers: All officers (President, Executive Vice President, Vice Presidents and the three newly elected Board members) shall be formally installed at a general membership meeting of the Association to be determined by the Board of Directors.

Section 12 - Duties of Other Officers/Staff: Duties of all officers/staff shall be contained in a separate document entitled “Job Descriptions {Administrative Year}” to be updated by the President at the beginning of each fiscal year.

Section 13 - Officer Mentoring: To further the “Leadership Laboratory” concept and take advantage of the Leadership experience available within the Leadership Association, the Mentoring Program shall be established to develop our officers and staff to higher levels of proficiency. A director will oversee the program.

Section 14 - Officers Staff Meetings: The President shall meet with the Vice Presidents periodically as needed. The Vice President of each activity shall meet with the activity managers periodically as needed.

Section 15 – NMA National Director Authorization: As provided in the Constitution of the NMA, this Association is of a size and membership to be allowed least one and no more than two Directors to serve on the NMA's National Board of Directors. This does not include Lifetime and Associate National Directors.

Section 16 – Nomination of NMA National Director: The NMA National Director's and Associate Director's term of office begins on January 1 and extends for one (1) or three (3) calendar years at the discretion of the chapter Board of Directors. The Association Board of Directors will elect the NMA National Director in August of the year prior to the December 31 termination date of the current Director's term of office. The July Electronic Communication/Publication or flyer will contain an article requesting nominations for the National Director's position. Concurrent with the Electronic Communication/Publication or flyer article, copies of the National Headquarters' qualifications and self-nomination forms will be made available in the Leadership Association office for prospective nominees. All nominations will be forwarded to reach the Chairperson of the Nominating Committee prior to the first Tuesday in August. The Nominating Committee will screen and evaluate the nominations to ensure compliance with National Headquarters' requirements and present the qualified nominees to the Association Board of Directors at the August BOD meeting. The Association Board of Directors will then elect the new National Director. The person receiving the most votes becomes the nominee for NMA National Director. Should the National Director resign or a vacancy arise, the Board of Directors shall select a new National Director in accordance with the rules governing the selection of the local Directors.

Section 17 - NMA Notification: The nominee's name is immediately submitted to the NMA National Headquarters, in accordance with the procedures established by the NMA, along with expressions of company and Association approval and support and nominee's willingness to fulfill the position. This information must be forwarded to NMA headquarters on or before August 20th of the respective year in order for the nominee's name to appear on the official ballot.

Section 18 - NMA Ballot: The nomination by the Association is tantamount to election to the National Board; however, the President of the Association, or designated alternate, will cast the Association's vote for the nominee at the NMA National Convention as a matter of legality.

Section 19 - NMA Director's Responsibilities: The National NMA Director is an ex-officio member without voting privileges of the Association's Board of Directors. In this position, the NMA Director will advise the Board of Directors as requested and will keep the Board informed as to activities of the National Board. The NMA Director is invited to attend all regularly scheduled Board of Directors' meetings of this Association.

In the event that a National Director is elevated to Chairman of the Board of NMA, he/she shall be designated a Lifetime National Director at the conclusion of their chairmanship. The duties, responsibilities, and overall contribution of a Lifetime National Director shall be at the discretion of chapter leadership.

Section 20 - North Texas Council Recognition: The Association is a member of the North Texas Council and will strive to ensure proper representation on the Council.

Section 21 - North Texas Council Representation: LMLAFW is represented by three Association delegates who serve on the North Texas Council (NTC). The Chairperson of the Board and President will appoint three delegates and three alternates to fill any open NTC vacancies. These appointments will be made at the Board of Directors meeting in August prior to the Council's year-end. The representative serves from January to December in conjunction with North Texas Council's fiscal year.

Section 22 - North Texas Council Dues: Dues for the membership in the North Texas Council will be determined in accordance with North Texas Council Constitution and Bylaws.

Section 23 – Vice President Vacancy: Should a vacancy arise in a Vice President position, during or before a regularly scheduled Board of Directors meeting, the President shall nominate a candidate to serve the unexpired term of the vacated Vice President position. The President will confirm to the Board of Directors that the nominee has been interviewed for the position, is available and willing to serve. Upon approval by the Board of Directors, the Vice-President shall be declared elected. Vice President's term of office will be limited to the unexpired term of the vacated position. Article VI, Section 10 applies for eligibility.

ARTICLE VII - FISCAL RESPONSIBILITY

Section 1 - Authorization: Expenditures will only be for accounts approved by the Board of Directors. Vice Presidents may move funds between approved accounts within his/her budget area. Budget may not be moved from one Vice President's account to another Vice President's account without the Board of Directors approval. Check requests shall also be signed only by the Vice President who owns the account or their designated alternate. Each Vice President is expected to monitor his/her budget status and spend only that which is authorized. Vice Presidents are not authorized to use their budget to purchase event tickets for members unless the member is volunteering for the event.

Section 2 - Cash: Money collected for any Association activity must be given to the Manager-Funds for deposit along with a detailed report which includes the account number. The Vice President-Finance must approve all cash disbursements.

Section 3 - In-Plant Charges: In-plant services and material charged to the Association must be priced for prior approval by the President and/or the affected Vice President. An explanation of the charges must be shown on the invoice and initialed by the President and approving Vice President before payment is made.

Section 4 - Wages and Salaries: No Association officer, staff, or member-at-large shall receive remuneration in any form with the following exceptions:

1. Full and/or part time salary for the LMLA Office Manager.
2. Salaries of members working or traveling for LMLA (charged to 003K department).
3. Instructors may be paid to teach or facilitate a course of study. The appropriate Internal Revenue Service 1099 form will be generated for those instructors paid more than \$600 per calendar year.

Section 5 - Payment of Obligations: All bills submitted for payment must be approved by the President or applicable Vice-President prior to payment. The Manager - Funds shall ensure proper documentation by invoices or memo of explanation. Checks will be signed by the President and Vice President - Finance. The Executive Vice President is authorized to serve as alternate signatory in the absence of either. In the absence of two of the three authorized signatories, the Chairman of the Board or a designated Vice President may sign, if payment is required to be made in a timely manner.

Section 6 - Budget carry-over: No budgeted funds shall be carried over from one fiscal year to another. Monies not committed or spent will revert to cash reserves.

Section 7 - Budget Reports: The Vice President of Finance shall prepare and submit a

financial report to the Board of Directors at each of its regular meetings and bring to the Board's attention any foreseeable problems regarding any particular budget, not only with regard to possible overruns, but to include under runs, inadvisable distributions, or questionable planned expenses This report shall be separated into two accounts, one report for the "A" accounts and one report for the LMLA regular accounts.

Section 8 - Signature Authority: The President shall, with the Vice President-Finance, sign all written contracts or other financial obligations of the Leadership Association authorized by the Board of Directors in the approved annual budget. In the absence of either the President or Vice President-Finance, the Executive Vice President shall be the cosigner. Expenditures above and beyond or outside the approved annual budget must have separate Board approval by resolution.

All written contracts for programs, facilities or other financial obligations of the Leadership Association shall be reviewed by Company Legal.

Section 9 - Purchase of LMLA Assets: The Vice President authorizing the purchase of any tangible asset (books, cassettes, software, CDs, etc.) shall provide a copy of the purchase order (including a detailed description) to the Manager of History and Records and the Manager of Education Resources. The Manager of History and Records shall also publish availability of this asset to the membership.

Section 10 – Banking Authority: The Vice President-Finance will be the acting Secretary for bank purposes on the Leadership Association bank account with the sole ability to add or remove signers. The Vice President-Finance will have responsibility of banking authority and online access to the Leadership Association accounts and funds during his/her term.

As transitions to Vice President - Finance occur, the Leadership Association bank account will require update and change of acting Secretary Authority and access to the respective accounts. Circumstances above and beyond or outside this process must have Board approval by resolution.

ARTICLE VIII – FINANCIAL REMUNERATION AND EMPLOYEES

Section 1 - Labor Charging: Labor Charging for conducting LMLAFW activities will be charged during business hours in the priority order listed below:

1. Perform LMLAFW work during non-business hours, i.e., before or after work, during the lunch period, or on weekends, or
2. With approval of responsible supervision, perform LMLAFW work on a non-interference basis during normal business hours and make up the time devoted to NMA activity through the special work week provisions of the company labor accounting procedures, or

3. With approval of responsible supervision, perform LMLAFW work on a non-interference basis during normal business hours and charge the time devoted to NMA activity to the employee's normal departmental indirect labor account. This option should be used as a last resort and only in those cases where option (b) is not available.

Section 2 - LMLAFW Office Secretary Authorization: Funding for an LMLAFW office employee was approved at a regular membership meeting 23 April 1970, as a part of a dues increase.

1. LMLAFW Office Secretary Job Classification - Company Employee: This position is non-represented and carries a Management Support rating in accordance with Human Resources job classification and compensation policies.
2. If a company employee fills the position, the services are supplied on an agreement between the company and the association. The employee will be a full-time employee of Human Resources and all personnel records will be maintained by Human Resources.
3. All contacts with prospective employees, arrangements for interviews, and offers of employment must be processed through the prescribed Human Resources channels.
4. LMLAFW Office Secretary Hiring Approval: The employment will be subject to approval of the Board of Directors. It will be based on the recommendation of a committee composed of the Chairperson of the Board; President; Executive Vice President; Chairperson Pro Tem; Immediate Past President and Chairperson of the Board.
5. LMLAFW Office Secretary Termination: The termination of the employee will be from a recommendation of the Chairperson of the Board and the President, subject to approval of the Board.
6. Supervision of LMLAFW Office Secretary: The President will be designated as the employee's supervisor and be responsible for making assignments, approving labor charges, etc. The President will involve the Chairperson of the Board on any employee relations concerns (i.e., discipline, complaints, attendance, problems, etc.) or any major changes in the job duties or work hours. The President may delegate his supervisory responsibilities to the Executive Vice President or Chairperson of the Board when he/she is unavailable to perform the task.
7. Reviews of LMLAFW Office Secretary: The President will establish performance objectives with the employee in July and conduct bi-annual performance appraisals in December and June. The Chairperson of the Board

will review objectives and appraisals. Recommendations for wage increases must be submitted as part of the annual budget, and approved by the Board.

ARTICLE IX – NMA CONFERENCES AND LMLA-AERONAUTICS CHAPTER SYNERGY MEETINGS

Section 1 – Cost for NMA Conferences/Training and LMLA Synergy Meetings: The meetings will be paid for from the Chapter President’s budget unless otherwise noted in Sections 2-5 below.

Section 2 – NMA National Conference: The Association's President, Chairperson of the Board and NMA National Officer/National Director will attend the annual NMA National Conference held in their administrative year as the voting delegate and alternate respectively for the Association. The Board may designate up to seven (7) additional attendees each year as budget permits. The order of additional attendees is as follows and dependent upon availability to travel: (1) Executive Vice President, (2) Member of the Year, (3) and if the Association is to receive the Outstanding award, the PD award, Community Service award, Growth award, or Publications award, those VPs from the previous administration that were responsible for those areas along with the immediate Past President shall attend to accept the awards. National Conference travel expenses for delegates attending at the expense of the Association are governed by Article X of these Bylaws.

If further budget is available, then two (2) additional officers will be chosen by drawing at the regularly scheduled Board of Directors' meeting at least 60 days prior to the conference. Only those names of the Vice Presidents and Directors, who have indicated availability to attend and who has not previously attended an NMA Conference in the past three years, shall be submitted for the drawing. These names will be the delegates attending at the Association’s expense. If either of these two finds (s)he is unable to attend the National Conference, (s)he will report the fact immediately to the President who will in turn contact each alternate in order until an available candidate is found. The President will chair the delegation of officers to the NMA National Conference.

Section 3 - Chapter Leadership Training (CLT): The number of CLT attendees sent by LMLA is contingent on budget availability within the President’s accounts (travel to this conference is not to be paid for out of the Committee accounts). The order of invited attendees is as follows and dependent upon availability to travel:

1. the newly elected President shall be invited to attend the appropriate Chapter Leadership Training (regardless of prior attendance),
2. the National Director shall be invited to attend the appropriate Chapter Leadership Training (regardless of prior attendance),

3. the newly elected Executive Vice President and Committee Vice Presidents who have not attended an CLT in the last 3 years shall be invited to attend the appropriate Chapter Leadership Training,
4. first year board members who have not attended an CLT in the last 3 years shall be invited to attend the appropriate Chapter Leadership Training,
5. other Vice Presidents or Board Members may attend at President's discretion as budget permits.

Section 4 - Presidents' Conference: The Lockheed Martin Corporation holds its NMA President's Conference in conjunction with the National Convention. The President, Executive Vice President and Chairperson of the Board, if attending, will represent the Leadership Association at said meeting. Other conference attendees from the Chapter may attend at the President's request.

Section 5 – Synergy Meeting: The Lockheed Martin Aeronautics LMLA Chapters will hold a synergy meeting each quarter. The attendees will be President, Executive Vice President, Chairperson of the Board and the NMA National Director. The sponsoring chapter is responsible for the meeting cost.

ARTICLE X- TRAVEL EXPENSES OF ASSOCIATION MEMBERS

Section 1 - Travel Allowances: It is the policy of the Association to pay expenses incurred by members traveling on Association business in accordance with the company policy on travel. Reimbursements for travel and associated expenses for official functions are accomplished based on LM Aeronautics Fort Worth processes and procedures. Associates are still required to obtain proper authorization prior to traveling. The department in which the member works approves the Travel Authorization, as applicable. Authorization can be obtained verbally, but it is required to be documented by including the authorizer's and traveler's email address on the travel reservation form. The travel expense reports should be approved by either the Association President or the Chairperson of the Board. The Association allows direct labor charging to the Association while on travel within the following guidelines:

- The authorization to travel is called out in the bylaws ARTICLE IX or has received special Board of Directors approval.
- The trip is included as part of the annual budget.

Section 2 - Special Provisions:

1. Registration costs, including special luncheons or dinners, will be paid by the Association for all delegates or representatives approved by the Board of Directors to the NMA National Conference, Executive Officers' Conference, or any special seminars, including the annual corporate Presidents' Meeting.
2. The President or his/her designated alternate may provide for a hospitality

room and refreshments at the NMA National Conference if properly budgeted for in the annual budget.

ARTICLE XI - GOVERNMENT, SUBCONTRACTOR PERSONNEL AND TEAMING PARTNERS

The President may invite management personnel of the government, foreign governments, or subcontractors, and teaming partners to participate in meetings or activities of the Leadership Association if they are in residence at a Fort Worth facility, and because of their position and involvement it would be desirable for the Company to foster further contact through the Association. The invitation is extended each year by letter from the newly installed President to the resident organizations heads for the period covered by the President's term of office. The letter shall specify that:

1. Organization heads and their subordinate management personnel are invited to participate in meetings and activities of the Association.
2. Management personnel who elect to participate are:
 1. Exempt from paying any dues but required to pay any service charges or fees that are assessed nonmembers for meetings or activities.
 2. Ineligible to receive monetary refunds such as partial tuition, etc., which are paid out of monies collected for membership dues.
 3. Excluded from meetings or activities where advance notice is given that participation is limited to LMLAFW employees or when space and facilities limit participation. In the latter event, priority will be given first to members.
 4. Ineligible to vote or hold office in the Leadership Association.
3. The invitation expires annually on June 30. It is renewed at the discretion of the newly elected President, who assumes office on July 1.

ARTICLE XII - OUTSIDE ACTIVITIES

Section 1 - Charities and Civic Activities: Manpower participation of members in the name of this the Leadership Association will be prerequisite for financial support on any project of outside groups and organizations. Action taken by the Board of Directors should give full consideration to all aspects of conditions at the time and to the best interest of the Leadership Association and the community. Good judgment should be used and precedent should not be the prime factor in final action taken. In supporting these activities, consideration shall be given to ensure that the activity supported is not contrary to the

requirements of IRS Article 501(c)6.

Section 2 - Preference Treatment: The Leadership Association publicizes a number of outside activities approved by the Vice President of Community Activities for member's participation. The member's participation should benefit the Leadership Association and its members. No members shall participate in activities that degrade or conflict with the objectives of the Association, its articles of incorporation, and the company.

Section 3 - Promoting Outside Activities: The following ground rules are established as the policy relating to promoting outside activities to the membership of the Association. Nothing in these ground rules shall be in violation of Article 501(c)6 of the IRS code.

1. In determining which activities to promote, consideration will be given in the following order: community charitable organizations; non-profit civic activities, providing a discount is offered; and, profit-oriented type organizations offering entertainment that would appeal to a large number of the members with a significant discount.
2. Requests for promotion of activities must be received at least 30 days ahead of the event.
3. The activity to be promoted will be advertised only once per activity in a regular flyer.
4. Normally no tickets or goods will be purchased or sold directly to the members of the Leadership Association without specific approval of the Board of Directors.
5. Such promotions will be limited to no more than one per week unless special circumstances dictate otherwise.
6. Under no circumstances will a promotion be undertaken where an individual employed by the company receives financial consideration as a result of the promotion, nor shall a member of the Association own the item/ thing/place being promoted in whole or part.

Section 4 - Approvals: Vice President of Community Activities will determine which of the activities qualify for promotion to members and will recommend them to the Board of Directors for approval.

ARTICLE XIII - BYLAWS, AMENDMENTS, OR REVISIONS

The Bylaws of this Leadership Association shall be amended or revised by the following procedure: the proposed amendment shall be presented and may be discussed and voted on only by a majority of quorum at a scheduled Board of Directors meeting. After approval of the initial Bylaws document, amendments and/or revisions are accomplished by Resolutions as authorized by Article **XIV** of these Bylaws.

ARTICLE XIV- RESOLUTIONS

Section 1 - Bylaws Approval: Approval and acceptance of these Bylaws shall be by resolution at the first Board of Director's meeting of a new administration year.

Section 2 - Annual/One-Time Deviations: Annual or One-Time Deviations from these Bylaws will be by resolution. Resolutions must be designated in writing as either annual or one-time deviation.

Section 3 - Resolutions: Resolutions shall be listed in numerical sequence following acceptance and approval by the Board of Directors. Only those resolutions acted upon by the Board of Directors that affect these Bylaws will be recorded below. All other resolutions addressed by the Board of Directors shall be entered into the Minutes of the meeting.