



BYLAWS OF THE VIP CLUB

ARTICLE I

MEMBERSHIP:

Definitions: Members are retirees or spouses, who belong to the CLUB. A membership unit is a retiree and/or spouse who pays one membership fee, receives one set of mailings, and is eligible for one vote on mail ballots used for amending the Constitution. Voting in meetings or other functions, where membership voting is not specified, is by individual.

Sec. 1 Club membership is open to all retired employees, or current/former employees who are eligible to retire and their spouses, of Heritage Companies and their predecessors. Designation as a member of the Club may be granted to people, not specifically defined above, when approved by the Board of Directors. Spouses of deceased former employees qualify for membership.

Sec. 2 Eligible candidate(s) may apply for membership of the Club by making a written application on a form available from the club, Heritage Companies, or other sources. An applicant is enrolled as a Member, along with any spouse, upon receipt of the form and required dues by the Club Treasurer.

Sec. 3 A Member is entitled to all the rights and privileges of the Club, including the right to vote and to hold office. A membership is entitled to one vote during mail balloting for constitutional amendments. Members shall share in the responsibilities of the Club, including support of its purposes and constructive contribution to its programs and activities.

Sec. 4 Members as defined above have had an affiliation, either directly or through a spouse, with Heritage Companies or their predecessor organizations. These organizations have been the subject of restructuring acquisitions and mergers. The genealogy of the predecessor organizations includes but is not limited to ERA, Remington Rand Univac, Sperry Rand Univac, Univac, Sperry, Unisys, and merged portions of Burroughs, Paramax, and Loral's Minnesota entities. The Heritage Companies are the Minnesota based business entities of Unisys and Lockheed Martin.

Sec. 5 A Member Emeritus is defined as a Member of the Club who has served the Club in an exemplary fashion, including serving on the Board of Directors and active participation in voluntary and club activities. Nomination and approval for Emeritus status shall be by the Board of Directors. Emeritus status shall entitle the Member to all privileges of a board member and shall provide a lifetime, dues paid, membership in the Club.

ARTICLE II

DUES AND FEES:

Sec. 1 Annual dues shall be determined by the board and assessed for each Membership on an annual basis.

ARTICLE III

MEETINGS:

Sec. 1 Regular meetings of the Club shall be held at such hour and place as the Board shall designate.



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Sec. 2 Special meetings of the Club may be called by the President or by written petition of ten Members. Notice of a special meeting and the business to be conducted thereat shall be given not less than 10 days nor more than 45 days prior to the meeting.

Sec. 3 The Board shall meet periodically at times and places designated by the President. Special meetings may be called by the President, or upon the request of a majority of Board members.

ARTICLE IV

OFFICERS AND DIRECTORS - Elections and Appointments:

Sec. 1 Nominations for Club Officers and Directors shall be solicited via the club newsletter at least six weeks prior to the election. The Board shall review all nominations, verify nominees are willing to serve and propose a recommended slate of Officers and Directors.

Sec. 2 The Board shall prepare an official ballot. All concurring Nominees shall be included on the ballot. Nominations shall be closed once the official ballot is approved. Ballots or facsimiles thereof shall be disseminated in a manner to be widely available for member review and as otherwise prescribed by the Board. Acceptable dissemination methods include publication in the newsletter, club website, distributed at club gatherings and meetings, or electronically.

Sec. 3 Elections are performed by the members returning marked ballots or by sending an electronic communication indicating their voting choices.

Sec. 4 Elections shall close (deadline for ballots to be received) as indicated on the ballot, but in no case later than December 10 of the calendar year. The Board shall appoint a committee to tabulate ballots in a timely manner and results summarized in the next club newsletter. Officers and Directors elected shall take office on the first day of the new fiscal year and serve for one calendar year.

Sec. 5 A vacancy in the office shall be filled by appointment by the Board for the remainder of the term of the vacated office. Tender of resignation by any Officer or Director shall be made to the Board in writing.

Sec. 6 Officers and Directors of the Club shall serve without compensation.

Sec. 7 Officers or Directors may be removed for cause by a two-thirds vote of the full board.

ARTICLE V

DUTIES OF OFFICERS:

Sec. 1 The President presides at meetings of the Club and of the Board, appoints any Committee Chairmen, and has general supervision of the operations of the Club. The President, from time to time, may appoint ad hoc committees and activity coordinators as appropriate to serve the purpose of the Club. The President shall be an ex-officio member of all committees of the Club except the Nominating Committee. The President shall take no action binding upon the Club without prior authorization by the Board.

Sec. 2 The Vice President shall assist the President as directed and shall perform the duties of the



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President in the President's absence.

Sec. 3 The Secretary has custody of the Club Constitution and Bylaws and all other current records and documents of the Club, keeps accurate records of the meetings of the Club and of the Board, makes reports and correspondence as requested and transmits the records to the successor in office.

Sec. 4 The Treasurer receives and disburses all Club funds under the direction and approval of the Board and keeps accurate accounts of all financial transactions of the Club. The Treasurer shall make financial reports to the Board at all Board meetings and upon request to the Club at its regular meetings. The Treasurer shall transmit the accounts and all undistributed funds to the successor in office.

Sec. 5 The succession of Officers to serve as President in the event of the President's absence is the Vice President, the Secretary, and the Treasurer.

Sec. 6 The past President shall assist and advise the President as appropriate.

ARTICLE VI

BOARD OF DIRECTORS COMPOSITION AND DUTIES:

Sec. 1 The Board shall consist of the Officers of the Club, the Immediate Past President, and four elected at large Directors.

Sec. 2 The Board shall have general powers of administration and is responsible for conducting the business affairs of the club and shall consider all matters concerning the general welfare of the Club.

Sec. 3 A quorum, five Board Members, is required to conduct the Club's business.

Sec. 4 The Board shall be responsible for enacting or modifying the Bylaws of the Club.

Sec. 5 A specified board member shall be responsible for maintaining liaison with and on behalf of the Club with a Heritage Company. The liaison director shall be responsible for any legal or financial transactions and policy and practice issues between the Club and the Heritage Company. Each Liaison Director shall manage any access to, or use of Heritage Company facilities, assets, or services.



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Sec. 6 A Board Associate is defined as a Club member appointed by the board of directors to provide specialized services or liaisons for the board. These services may include but are not limited to duty as an activity coordinator, special projects leader/assistant, interface and liaison with other organizations that desire to be associated with the Club. The term length of a Board Associate is typically undefined. A Board Associate is a nonvoting member of the Board of Directors.

ARTICLE VII

COMMITTEES AND ACTIVITIES:

Sec. 1 The Club will pursue the goals required by the Club Constitution via committees and activity coordinators.

Sec. 2 The Program Committee shall have charge of all program activities of the Club including regular meeting programs offered to Members.

Sec. 3 Activity Coordinators will coordinate volunteer activities with the community that fill the needs of the Members and of the community and enhance the Heritage Company's standing in the community or honor the employment heritage of the membership. Activity Coordinators may attend board meetings for topical discussions and guidance.

Sec. 4 Committees may be structured for specific activities, tasks, or functions. Committees may be permanent or temporary.

ARTICLE VIII

AMENDMENTS:

Sec. 1 The Board of Directors shall have the authority to amend the Bylaws of the Club.

ARTICLE IX

RULES OF ORDER:

Sec. 1 The general procedure of meetings of the Club shall be in harmony with the principles set forth in Robert's Rules of Order, Newly Revised. The rules shall be a guide as to parliamentary procedure insofar as it does not conflict with any provisions of the Club's Constitution and Bylaws

ARTICLE X

FISCAL YEAR:

Sec. 1 The fiscal year of the Club shall commence on January 1st and end on the last day of December in the same calendar year.

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ARTICLE XI

MISCELLANEOUS PROVISIONS:

Sec. 1 This Club and its Members shall be responsible for expenses incurred at its direction in connection with its operations, functions and activities.

Sec. 2 In the event of dissolution of the Club, distribution of any funds after payment of any indebtedness shall be made to any nonprofit organization(s) as designated by the Board.

Sec. 3 The use of the name THE VIP CLUB or the Membership List for other than club functions, by any individual without the express prior approval of the Board is prohibited.

Revision History

June 8, 2000 – Rewritten to merge UNISYS and LMCO sponsorship.

December 6, 2006 – Revised to facilitate operation with Activity Coordinator definitions.

April 7, 2010 – Revised to insert previously implied ‘Age 55 or older’ membership requirement.

August 2011 – Revised to incorporate Associate Member, Member Emeritus, and Board Associate definitions. Deleted the term sponsor organization and inserted Heritage Organizations in several places within the document. Inserted the VIP Club logo into the document header.

October 5, 2022 – Revised to update the bylaws concerning board elections.

April 3, 2024 – Revised to eliminate the 55+ age member requirement and eliminate the Club Associate category.