

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 sponsoring business entities and their predecessors. Designation as a member in the Club may be granted to persons, 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 in the Club by making written application on a form available from the club sponsors 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 consisting of more than one member 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 sponsors 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 sponsors are the Minnesota based business entities of Unisys and Lockheed Martin.

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.

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 a times and places designated by the President. The President may call special meetings of the Board 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 made by a Nominating Committee appointed by the President at least six weeks prior to the election. The Nominating Committee shall consist of three Members. The immediate past president is recommended as a member. The Nominating Committee shall present its report at the regular meeting immediately preceding the meeting at which the election is to take place and shall present only the names of Members who have consented to serve if elected. Members may make further nominations from the floor at the time of the election, provided the nominee is a Member and has consented to serve if elected.

Sec. 2 Elections shall be by secret ballot unless a secret ballot is dispensed with by a motion duly made, seconded, and passed at the election meeting that the slate offered by the Nominating Committee is elected by acclamation.

Sec. 3 Elections are performed by the members present at the elections meeting.

Sec. 4 Election of Officers and Directors shall be held at the November regular Club meeting of each year. Officers and Directors elect shall take office on the first day of the new fiscal year and serve for one calendar year.

Sec. 5 A vacancy in 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 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 Clubs 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 Club at its regular meetings and to the Board upon request and 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 to conduct the business affairs of the club and shall consider all matters concerning the general welfare of the Club.

Sec. 3 A quorum is required to conduct the Club's business.

Sec. 4 The Board shall be responsible to enact or modify the Bylaws of the Club.

Sec. 5 Two Board Members are designated Liaison Directors. Each sponsor shall have a designated liaison director who is a member of the Board of Directors. A specified board member shall be responsible for maintaining the liaison with and in behalf of the Club with a sponsoring business entity. The liaison director shall be responsible for any legal or financial transactions and, policy and practice issues between the Club and a Sponsor. Each Liaison Director shall manage any access to, or use of sponsor's facilities, assets or services.

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 serve the Twin Cities with volunteer's activities that fill the needs of the Members and of the community and enhance the sponsors 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.

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.

Sec. 4 The membership list shall be keyed in order to indicate the relationship or relationship preferences between the members and the sponsors, if any.