

# **G.A. RETIREES ASSOCIATION, INC.**

A California Corporation

## **CONSTITUTION**

(Revision, Dated December 11, 2015)

### **ARTICLE I           Name**

Sec. 1   The name shall be the G.A. RETIREES ASSOCIATION, INC., hereinafter called the Association.

### **ARTICLE II           Purpose**

Sec. 1   The purpose of the Association is to promote primarily the interests of all retirees of the General Atomics (GA) and affiliated companies, hereinafter called Company, their spouses or partners, including surviving spouses or partners in the following ways:

- a. To promote and facilitate personal contacts among members, their spouses or partners, including surviving spouses or partners and for their mutual interests.
- b. To maintain ongoing contact with Company management to encourage dissemination of information that might affect member's interests.
- c. To provide a website and newsletter for dissemination of pertinent information to the membership.

### **ARTICLE III           Board of Directors**

Sec. 1   a. The Association shall be managed by a Board of Directors consisting of a President, Vice-President, Secretary, Treasurer, at least two Members-at large but no more than four, Social Chair, Newsletter Editor and the immediate past President of the Association. The members shall elect the Board of Directors of the Association for a term of one calendar year. Election shall be by mail ballot or by vote at the annual business membership meeting.

b. Any vacancy of the Board of Directors shall be filled for the unexpired term by a vote of the remaining Board of Directors. The appointee must be an Association member of good standing. A vacancy of the Office of President shall be filled by the Vice-President.

#### **Sec. 2   Duties of Board Members:**

a. The President shall preside at all meetings of the Board of Directors and at the general and annual business membership meetings. The President shall forward an agenda to all Directors at least one week before each Board meeting. The President shall appoint a Nominating Committee consisting of three members of the Board of Directors in a timely manner before the next annual business membership meeting.

- b. The Vice-President shall assist the President in every way possible to promote the benefits and interests of the Association. The Vice-President shall perform all the duties of the President in his/her absence.
- c. The Secretary shall provide all secretarial assistance, have custody of all Association documents and written communications, record and distribute minutes of Board meetings, file state corporation information documentation, and perform such other functions as assigned by the President.
- d. The Treasurer shall receive and provide for the recording and safekeeping of Association funds, pay appropriate expenditures, submit statements of income and expenses for presentation at the annual business membership meeting, maintain a membership list, file appropriate state and federal tax forms, solicit membership dues, and perform such other functions as assigned by the President.
- e. The Members-at-large shall assist the other Board members in their duties and shall represent the interest of the Association members at meetings of the Board of Directors. Such duties shall include an annual audit of GARA book of accounts.
- f. The Social Chair shall select sites for general and annual business membership meetings on a calendar quarterly basis, usually in March, June, September, and December. The latter shall be the annual business membership meeting. The Social Chair shall obtain venue approval from the Board and submit pertinent venue invoices to the Treasurer.
- g. The Newsletter Editor shall produce the GARA NEWS on a quarterly basis in a timely manner before the scheduled general and annual business membership meetings. The GARA NEWS will provide meeting details. The Newsletter Editor is responsible for generating content with assistance from the membership and input from the Board.

#### **ARTICLE IV    Membership**

- Sec. 1    All retirees of the Company, spouses or partners, including surviving spouses or partners, of retirees are eligible to be members of the Association. Also eligible are any persons who have worked at the Company in a direct or indirect capacity together with their spouses or partners. A member in good standing is one who is current in his or her financial obligation to the Association. Only members in good standing may vote on matters affecting the Association.
  
- Sec. 2    Other individuals and their spouses or partners who do not meet the requirements of Section 1 above may become Associate members at the discretion of the Board of Directors. An Associate Member is entitled to all the rights and privileges of a member except for voting on Association matters or being a member of the Board of Directors. Associate members shall pay the same dues as regular members.

**ARTICLE V Meetings**

- Sec. 1 Association Board of Directors' meetings shall be held at least once each calendar quarter a minimum of four weeks prior to a scheduled general and annual business membership meeting and on call of the President. Any member in good standing may attend a meeting of the Board. The Board with input from the Treasurer shall establish the next year's budget prior to annual business membership meeting in order to determine the members' dues.
- Sec. 2 Four quarterly membership meetings shall be held to include three general membership meetings and one annual business membership meeting in the fourth quarter. Notice of the annual business membership meeting, the agenda and the proposed slate of Board of Directors, and budget for the next year shall be posted on the GARA website at least three weeks prior to the annual business membership meeting date.
- Sec. 3 All meetings will be conducted in accordance with Roberts Rule of Order.

**ARTICLE VI Amendments**

- Sec. 1 Amendments to this Constitution may be offered by a majority vote of the Board of Directors or by a petition of 10% of the membership. Such amendments require hand or written approval by two-thirds of the membership present at the annual business membership meeting or voting by mail ballot.

END

We certify this to be a true and exact copy of the revised Constitution approved by the Association members at the annual business membership meeting held on December 11, 2015.



Michael Dunlap, President



Elizabeth Drees, Secretary



Vojin Joksimovich, Vice President



John Neill, Treasurer