



**Bylaws of
Lockheed Martin Leadership Association – Fort Worth**

Date: 4 December 2018

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ARTICLE I. NAME AND AFFILIATION

- Section 1. **Name** – The name of this organization is the Lockheed Martin Leadership Association – Fort Worth (LMLA). Hereinafter referred to as the Association or LMLA.
- Section 2. **Affiliation** – The Association shall be affiliated with NMA...THE Leadership Development Organization, also known as The National Management Association (NMA). Hereinafter referred to as NMA. The Association shall be affiliated with NMA as Chapter 249.
- Section 3. **NMA Requirements for Affiliation** – In accordance with NMA Bylaws, Article III, Section 1:
- (a) LMLA objectives shall conform to those of NMA.
 - (b) LMLA shall provide advanced management / leadership development through education of chapter members.
 - (c) LMLA financial and organizational structures shall meet the approval of the NMA Board of Directors.
- Section 4. The Association shall be a member of the North Texas Council (NTC).
- Section 5. The Association shall be associated with Lockheed Martin Aeronautics Company, Fort Worth and shall not be subject to any collective bargaining agreements.

ARTICLE II. PURPOSE AND OBJECTIVES

- Section 1. The purposes and objectives of the Association are to:
- (a) Assist Association members to develop as individuals and as effective leaders,
 - (b) Develop a greater degree of cooperation, team spirit and improved communications,
 - (c) Provide a forum for members to learn and practice the skills of leadership and management.

ARTICLE III. FISCAL YEAR

- Section 1. The Association's fiscal year shall be 1 January to 31 December.

ARTICLE IV. MEMBERSHIP, FEES AND DUES

- Section 1. **Eligibility** – The following individuals shall be eligible for membership:
- (a) Any employee of Lockheed Martin Aeronautics Company, Fort Worth, regardless of actual work location.
 - (b) Any employee of Lockheed Martin Corporation who is assigned to the Fort Worth metropolitan area.
 - (c) Any employee of firms under contract to Lockheed Martin Aeronautics Company who are working full-time at the Fort Worth facilities.

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- Section 2. **Termination of Membership** – Membership shall be terminated when a member ceases their employment relationship, as defined in Section 1 of this Article, or when a written request for termination is received from the member.
- Section 3. **Unpaid Leave of Absence** – For members who are on unpaid leave of absence, the Association shall remove the member from the LMLA and NMA rolls for the duration of the leave. Members returning from leave shall be reinstated on LMLA and NMA rolls at no charge and shall resume paying dues only from that date forward. No back dues shall be collected.
- Section 4. **Membership Lists** – No Officer, Director, Chairperson, or member of the Association shall at any time give or divulge a membership list of the Association to anyone for purposes of mailing lists or solicitations without prior approval by the Board of Directors.
- Section 5. **LMLA Dues** – LMLA Dues shall be \$2.00 per week. This sum includes dues assessed by NMA.
- Section 6. **Payment of Dues** – LM employee members shall pay dues via payroll deduction. Contract employee members shall pay dues annually on 1 January via cash, check, or credit card. New contract employee members shall pay a prorated rate after 1 January.
- Section 7. **Payment of NMA Dues** – The Association shall pay its membership dues to NMA on a monthly basis or as mutually agreed with NMA.
- Section 8. **NMA Fees** – Members shall pay to LMLA any fees imposed by NMA.
- Section 9. **Registration Fee** – The registration fee established by NMA may be paid by payroll deduction and shall be required of all first-time applicants for membership in NMA.
- Section 10. **Reinstatement Fee** – A previous NMA member requesting reinstatement to active membership shall be assessed \$5.00, or a fee as set by NMA.
- Section 11. **NTC Dues** – The Association shall pay its membership dues to NTC as mutually agreed with NTC.

ARTICLE V. BOARD OF DIRECTORS

- Section 1. **Purpose of the Board** – The business and affairs of the Association shall be managed under the direction of its Board of Directors. The Board of Directors shall be the governing body of the Association subject to the limitations of the 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 Association.
- Section 2. **Responsibilities** – The Board is responsible for:
- (a) Evaluating the performance of the President.
 - (b) Strategic and long term organizational planning.

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- (c) Ensuring strong fiduciary oversight and fiscal management.
- (d) Monitoring the Association's operations in relation to the strategy.
- (e) Assessing its own performance as the governing body of the Association.

Section 3. **Expectations of Board Members** – Each Board member is expected to:

- (a) Know the Association's vision, mission, purpose, policies, programs and needs.
- (b) Read and understand the Association's financial statements.
- (c) Serve as advocates and ambassadors for the Association.
- (d) Leverage connections, networks and resources to achieve the Association's mission.
- (e) Actively seek to encourage participation and nominations to the Board.
- (f) Prepare for, attend and participate in Board meetings.
- (g) Follow the Association's bylaws, policies and Board resolutions.
- (h) Sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings.
- (i) Maintain confidentiality about all internal matters of the Association.

Section 4. **Composition of the Board** – The Board of Directors shall consist of no less than six (6) and no more than twelve (12) Directors. The Chairperson of the Board will preside at all meetings of the Board. While not a member of the Board, the 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 Board. This privilege may not be delegated.

Section 5. **Eligibility for Board of Directors**

- (a) Nominees shall be a member in good standing for a minimum of three (3) years with any NMA affiliated organization.
- (b) Nominees shall not be the Immediate Past President.

Section 6. **Conditions of Office of Directors**

- (a) Directors shall serve for a three year term.
- (b) Directors shall serve no more than one (1) consecutive term.
- (c) Directors shall not simultaneously be an LMLA Officer, Director, Manager or the Immediate Past President.
- (d) Directors shall serve without compensation.

Section 7. **Nominations of Directors**

- (a) The Nominations Committee shall request publication of the call for nominations so that it is available to members no later than the first of August. The Nominations Committee shall seek qualified members as Directors that will encourage representation of members from throughout the Company.
- (b) The nomination package shall include the information contained in this

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Article, the option of submitting the nomination via email or in person at the LMLA office and the deadline of midnight, 31 August.

- (c) Nominations received after the deadline shall not be accepted.
- (d) Nominees shall submit the completed nominations form. The Nominating Committee shall compile and electronically publish the information from the nomination forms as part of the election process.
- (e) Nominations received shall be evaluated and used to fulfill the requirement of at least two more candidates as available Director positions.

Section 8. **Election of Directors**

- (a) The Nominations Committee shall coordinate the election. This committee shall include at least one Association Member at Large.
- (b) The Nominations Committee shall arrange for the publication of the candidates' pictures and background in an Association publication at least 30 calendar days prior to the election.
- (c) The Nominations Committee 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.
- (d) Candidates shall not distribute printed campaign materials in any form. Candidates shall not use any official Lockheed Martin email distribution lists for campaigning. Any emails sent shall be prepared on personal time.
- (e) Association Members shall elect a sufficient number of Directors from the pool of candidates to return the Board to the maximum number of Directors.
- (f) Elections shall be conducted by electronic ballot.
- (g) The newly selected Directors shall be announced in December. The Director's term of office shall begin at the beginning of the next calendar year.

Section 9. **Removal of Directors** – In the event any Director fails to attend at least half of the Board of Directors Meetings during any half-year, 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. The Board of Directors may remove Directors by 2/3 vote.

Section 10. **Vacancies of Directors** – In the event of vacancies that reduce the number of Board members to be below the minimum required in the first half of the year, a special election shall be held. Otherwise, the regular election process and timing shall be used.

Section 11. **Meetings of the Board of Directors**

- (a) The Board of Directors shall meet regularly at a time and place approved by a majority of the Board members. Special meetings may be called by the Chairperson or any two Directors. Special meetings also shall be called upon the written request of ten members of the Association. The purpose of

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special meetings shall be stated in the call, which shall be sent to all voting members of the Board of Directors.

- (b) Meetings of the Board of Directors shall be conducted as “small Boards” in accordance with *Robert’s Rules of Order Newly Revised, 11th Edition, Section 49, pp. 487-488.*
- (c) **Virtual Meetings** – The Board may hold meetings virtually or via teleconference.
- (d) **Agenda** – The Chairperson shall create and distribute the meeting agenda to the Board of Directors no less than 7 days prior to the meeting. A consent agenda may be used to address items that are routine, standard, non-controversial and self-explanatory.
- (e) **Quorum** – a quorum shall be a minimum of two thirds of the Directors.
- (f) **Proxy** – Absentee voting and voting by proxy shall not be permitted.
- (g) **Minutes** – Contents of the minutes of meetings of the Board of Directors shall conform to RRONR, Section 48. Prior to their approval, minutes shall be marked as draft and distributed only to the Board of Directors for Board review within 7 days after the meeting. Upon approval, the minutes shall be marked as approved, electronically filed.
- (h) **Recordings** – The Secretary or Office Manager may record meetings solely for the purpose of ensuring accurate compilation of the meeting’s minutes. Once the minutes are approved, any recordings shall be destroyed.
- (i) **Visitors** – Members are invited to attend board meetings. Non-member visitors may be invited to attend meetings of the Board of Directors. The Board of Directors shall approve invitations before they are extended.

ARTICLE VI. POSITIONS ON THE BOARD OF DIRECTORS

Section 1. **Positions on the Board of Directors** – Positions on the Board shall be Chairperson, Vice Chairperson, Secretary and Treasurer. The Chairperson shall be elected by the Board of Directors. The Vice Chairperson, Secretary and Treasurer positions shall be appointed by the Board of Directors.

Section 2. **Chairperson** – In addition to such other duties applicable to the position, it shall be the duty of the Chairperson to:

- (a) Oversee Board meetings.
- (b) Call special meetings if necessary.
- (c) Work with the President in preparing agenda for Board meetings.
- (d) Act as an alternate spokesperson for the organization.
- (e) Approves President’s travel expense reports and check requests
- (f) The Chair shall refrain from voting unless a tie vote is pending on a motion before the board.

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- Section 3. **Vice Chairperson** – In addition to such other duties applicable to the position, it shall be the duty of the Vice Chairperson to:
- (a) Chair the Governance Committee
 - (b) Understand the responsibilities of the Board chair and perform these duties in the chair's absence
- Section 4. **Secretary** – In addition to such other duties applicable to the position, it shall be the duty of the Secretary to:
- (a) Chair the Audit Committee
 - (b) Ensure the safety and accuracy of all Board records
 - (c) Review Board minutes
 - (d) Assume responsibilities of the chair in the absence of the Board chair and vice chair
 - (e) Provide notice of meetings of the Board and/or of a committee when such notice is required
 - (f) Publish compliance information to the Association's website
- Section 5. **Treasurer** – In addition to such other duties applicable to the position, it shall be the duty of the Treasurer to:
- (a) Chair the Finance Committee
 - (b) Understand financial accounting for nonprofit organizations
 - (c) Manage, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities
 - (d) Work with the President and the Director of Finance to ensure that appropriate financial reports are made available to the Board on a timely basis
- Section 6. **Eligibility** – Any member of the Board of Directors for the upcoming year shall be eligible to fill positions on the Board.
- Section 7. **Nomination of Chairperson**
- (a) Nominations shall be accepted from the floor in the last board meeting of each fiscal year by the current empowered Board of Directors.
- Section 8. **Election of Chairperson** – Board members shall elect the Chairperson using anonymous paper ballots. The candidate receiving a majority (greater than 50% of voting directors) of votes shall be deemed elected. In the event no candidate receives a majority of the vote, the candidate with the lowest number of votes shall be removed from the ballot and a re-vote shall be held for the remaining candidates. This process shall continue until a candidate receives a majority of votes.
- Section 9. **Vacancies**
- (a) Chairperson of the Board – In the event of a vacancy, the Vice Chairperson shall become the Chairperson of the Board.
 - (b) Vice Chairperson, Secretary and Treasurer - In the event of a vacancy, the

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Board of Directors shall appoint a replacement from among members of the Board as described in this Article.

ARTICLE VII. COMMITTEES ON THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall not delegate decision making authority to any committee.
- Section 2. **Standing Committees** – The Board of Directors shall have the following standing committees. Roles and responsibilities of these standing committees shall be in accordance with the Board’s Standard Operating Procedures.
- (a) Audit
 - (b) Finance
 - (c) Governance
 - (d) Nominations and Elections
 - (e) Strategic Outlook
- Section 3. **Audit Committee**
Composition and Selection – The Secretary shall chair the Audit Committee. The Board of Directors shall select additional members of the committee from among the members of the Board. The Board of Directors may select additional members of the committee who are not members of the Board of Directors, but must be members of the Association.
- Section 4. **Finance Committee**
Composition and Selection – The Treasurer shall chair the Finance Committee. The Board of Directors shall select additional members of the committee from among the members of the Board. The Board of Directors may select additional members of the committee who are not members of the Board of Directors, but must be members of the Association.
- Section 5. **Governance Committee**
Composition and Selection – The Vice Chair shall chair the Governance Committee. The Board of Directors shall select additional members of the committee from among the members of the Board. The Board of Directors may select additional members of the committee who are also members of the Board of Directors, but must be members of the Association. The Governance Committee shall author the Board’s Standard Operating Procedures.
- Section 6. **Nominations and Elections Committee**
Composition and Selection – The Board of Directors shall select members of the committee from among the members of the Board. The Board of Directors may select additional members of the committee who are not members of the Board of Directors, but must be members of the Association. The committee shall select a chair from among the members of the committee.
- Section 7. **Strategic Outlook Committee**
Composition and Selection – The Board of Directors shall select members of the

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committee from among the members of the Board. The Board of Directors may select additional members of the committee who are not members of the Board of Directors, but must be members of the Association. The committee shall select a chair from among the members of the committee.

Section 8. **Special Committees**

- (a) The Board of Directors may create special committees.
- (b) For special committees, the Board of Directors shall define in writing the purpose, term and relevant guidelines of the committee.
- (c) The charter and authority of special committees shall automatically expire at the end of each calendar year.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in *Robert's Rules of Order Newly Revised, 11th Edition* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws and any special rules of order the Association may adopt.

Section 2. The Board of Directors may appoint a Parliamentarian to advise the proper parliamentary procedures. The Parliamentarian shall be a member of the Board and 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.

ARTICLE IX. NMA DIRECTORS

Section 1. As provided in Article IV of NMA's Bylaws, the Association may elect one member of the Association to serve as a voting member of NMA's Board of Directors and one non-voting Associate Director. This does not include Lifetime NMA Directors.

Section 2. **Responsibilities of NMA Directors**

- (a) The NMA Director is an ex-officio member without voting privileges of the Association's Board of Directors.
- (b) The NMA Director and Associate Director shall advise the Association Board of Directors as requested and shall keep the Association Board informed as to NMA activities, including pending NMA Board votes.
- (c) The NMA Director shall vote at NMA Board Meetings with the Association's interests in mind.
- (d) The Association shall provide financial support for the NMA Director to travel.
- (e) The NMA Director and Associate Director may travel to attend two NMA conferences plus the two NMA board meetings in Dayton, OH. Exception if NMA Director is serving as National Officer then he/she is to travel to all three NMA Conferences (East and West CLT and the Annual Conference).

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- (f) The Association may request that NMA Directors also perform duties, responsibilities and overall contribution in support of the Association.

Section 3. **Eligibility of NMA Directors**

- (a) Nominees shall be a member in good standing for a minimum of five (5) years with any NMA affiliated organization.
- (b) Nominees shall certify in writing their acceptance of the office if elected.

Section 4. **Conditions of Office for NMA Directors**

- (a) NMA Directors shall serve in accordance with NMA bylaws
- (b) The NMA Director's and Associate Director's term of office extends for three (3) calendar years.
- (c) NMA Directors shall serve no more than three (3) consecutive terms. Filling a vacancy shall not count in determination of consecutive terms.
- (d) The NMA Director's term of office shall begin at the beginning of the next calendar year.
- (e) NMA Directors shall not simultaneously be an Association Director, Officer or Manager.
- (f) NMA Directors shall serve without compensation.

Section 5. **Nominations of NMA Directors**

- (a) Upon receipt of the call to service from NMA, the Nominations Committee shall request publication of the call for nominations so that it is available to members.
- (b) The nomination package shall include the information contained in this Article, the option of submitting the nomination via email or in person at the LMLA office and the deadline.
- (c) Nominations received after the deadline shall not be accepted.
- (d) The nomination form shall include space for nominees to document their relevant work experience, years and positions with LMLA or an NMA affiliate, qualifications and reasons for serving.

Section 6. **Election of NMA Directors**

- (a) LMLA Board members shall elect an NMA Director and NMA Associate Director using anonymous paper ballots. The candidate receiving a majority (greater than 50% of voting directors) of votes shall be deemed elected. In the event no candidate receives a majority of the vote, the candidate with the lowest number of votes shall be removed from the ballot and a re-vote shall be held for the remaining candidates. This process shall continue until a candidate receives a majority of votes.
- (b) The newly selected NMA Director and NMA Associate Director shall submit the petition to NMA in accordance with NMA Bylaws, Article IV.

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Section 7. **Removal of NMA Directors** – The LMLA Board of Directors may rescind its endorsement for NMA Directors by two thirds vote.

Section 8. **Vacancies of NMA Directors** – In the event of vacancy, the Association shall fill positions in accordance with this Article.

ARTICLE X. NORTH TEXAS COUNCIL

Section 1. **Purpose** – The North Texas Council (NTC) is a strategic alliance of NMA chapters working together to maximize leadership development. The Association may be represented by three Association delegates and three alternates who serve on the North Texas Council.

Section 2. **Overall Goals and Objectives:**

- (a) Support Affiliated Chapters
- (b) Support the NMA and the American Free Enterprise System
- (c) Mini Chapter Leadership Training
- (d) Chapter Interaction and Collaboration
- (e) Community Service Project
- (f) Support the Speech Contest
- (g) Professional Development Workshop
- (h) Opportunity to earn CEU Credit from The International Association for Continuing Education and Training (IACET)

Section 3. **Responsibilities of NTC Representatives**

- (a) NTC Representatives shall advise the Association Board of Directors as requested and shall keep the LMLA Board informed as to NTC activities, including pending NTC Board votes.
- (b) NTC Representatives shall vote with LMLA's interests in mind.
- (c) The Association may request that NTC Representatives also perform duties, responsibilities and overall contribution in support of the Association.

Section 4. **Eligibility of NTC Representatives**

- (a) Nominees shall be a member in good standing for a minimum of three years with any NMA affiliated organization.
- (b) Nominees shall certify in writing their acceptance of the office if elected.

Section 5. **Conditions of Office for NTC Representatives**

- (a) NTC Representatives shall serve for one year.
- (b) NTC Representatives may serve an unlimited number of consecutive terms.
- (c) NTC Representatives may simultaneously be a Director, Officer or Manager.
- (d) NTC Representatives shall serve without compensation.

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- Section 6. **Election of NTC Representatives** – The President shall appoint NTC Representatives.
- Section 7. **Removal of NTC Representatives** – The Board of Directors may remove NTC Representatives as the Association affiliate by two thirds vote.
- Section 8. **Vacancies of NTC Representatives** – The Association shall fill positions in accordance with this Article.

ARTICLE XI. OFFICERS, DIRECTORS, AND MANAGERS

- Section 1. The tactical operation of the Association is directed and managed by the Officers.
- Section 2. **Officers of the Association shall be:**
- (a) President
 - (b) Vice President of Program Management
 - (c) Vice President of Operations
 - (d) Vice President of Strategic Alignment
- Section 3. **Changes to Organizational Structure**
- (a) Proposed changes to the organizational structure in Section 2 of this Article shall be approved by two thirds vote of the Association’s Board of Directors and the NMA Board of Directors per NMA Bylaws.
 - (b) NMA and the Association’s Board of Directors approvals shall not be required for other changes below the officers listed in Section 2.
- Section 4. **President** – The President shall be responsible for:
- (a) Leading the operation of the Association subject to the direction of the Board of Directors.
 - (b) Presiding at all meetings of the Association.
 - (c) Overseeing all matters pertaining to the operation of the Association.
 - (d) Reviewing and approving all written contracts, purchases, or other financial obligations of the Association.
 - (e) Approving all travel expense reports.
 - (f) Overseeing the planning and scheduling of Association activities.
 - (g) Reporting the status of the operation of the Association to the Board of Directors.
 - (h) Supporting the Board of Directors.

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- Section 5. **Vice President of Program Management** – The Vice President of Program Management shall be responsible for all phases of programs and events from inception through completion. Responsible for the cost, schedule and performance of LMLA programs. Coordinates the preparation of proposals, business plans, proposal work statements and specifications, operating budgets and financial terms/conditions of contract. The Vice President of Program Management shall lead the team that acts as primary customer contact for program activities, lead program review sessions to discuss cost, schedule, and performance. Establishes milestones and monitors adherence to master plans and schedules, identifies program problems and obtains solutions, such as allocation of resources or changing specifications. The Vice President of Program Management shall work with the other Vice Presidents to ensure all programs and events meet or exceed LMLA standards with respect to quality, cost, and schedule.
- Section 6. **Vice President of Operations** – The Vice President of Operations shall be responsible for overseeing all aspects of the internal administration of LMLA through management and enforcement of processes and procedures throughout the organization. The Vice President of Operations shall be directly responsible for day-to-day activities within the organization, including financial management, membership, communications, and technology. The Vice President of Operations organizes and continuously improves LMLA’s standard operating procedures to ensure LMLA is performing effectively and efficiently throughout the organization. Working with other Vice Presidents in LMLA, the Vice President of Operations shall develop and provide quality control measures to ensure company performance is monitored and measures are taken to adjust performance where needed. The Vice President of Operations shall be responsible for reporting out total performance of the organization to the President.
- Section 7. **Vice President of Strategic Alignment** – The Vice President of Strategic Alignment Operations shall be responsible for overseeing all aspects of evolving the LMLA product offerings to meet the needs of the membership and developing / executing a marketing strategy to engage the membership in all LMLA product offerings. The Vice President of Strategic Alignment shall be responsible for evaluating and developing new and existing partnerships with other organizations that would enable LMLA to achieve its vision of cultivating inclusive leaders for our company, community and future. The Vice President of Strategic Alignment shall work with the other Vice Presidents in LMLA to ensure product offerings enable the vision, engage the membership, can be executed efficiently by the performing organizations, and the marketing strategy is effectively reaching the membership.

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Section 8. **Directors and Managers**

- (a) As a leadership team, the Officers shall define a structure for organizational elements below the vice president.
- (b) Directors and Managers shall serve without compensation.

Section 9. **Eligibility of Officers, Directors, and Managers**

- (a) Candidates for Vice Presidents, Directors, or Managers shall be a member in good standing.
- (b) Candidates for President or Vice President shall be a member in good standing for a minimum of one year.
- (c) For President or Vice President, the candidate's supervisor shall certify in writing their support.

Section 10. **Conditions of Office for Officers, Directors, and Managers**

- (a) Officers, Directors, and Managers shall serve for one year.
- (b) Vice Presidents shall serve no more than two consecutive terms. Filling a vacancy shall not count in determination of consecutive terms.
- (c) Directors and Managers may serve any number of consecutive terms.
- (d) Officers shall not simultaneously be a Director on the Board or Manager.
- (e) Officers shall serve without compensation.

Section 11. **Selection of Officers, Directors, and Managers**

- (a) The President shall appoint Officers.
- (b) Vice Presidents shall select Directors and Managers for positions that report to them.

Section 12. **Removal** – The Board of Directors may remove Officers, Directors, and Managers by two thirds vote.

Section 13. **Vacancies**

- (a) President – In the event of a vacancy, one of the Vice Presidents shall become the President.
- (b) Vice Presidents – In the event of a vacancy, the President shall select a replacement in accordance with this Article.
- (c) Directors and Managers – In the event of a vacancy, the Vice President shall select a replacement in accordance with this Article.

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ARTICLE XII. OFFICE MANAGER

- Section 1. The Association may employ or contract services for an office manager.
- Section 2. Hiring shall be subject to approval of the Board of Directors.
- Section 3. The termination of the office manager shall be from a recommendation of the President, subject to approval of the Board.
- Section 4. The President shall be the office manager's supervisor, responsible for making assignments, approving labor charges, etc.
- Section 5. The President shall establish performance objectives with the office manager in January and conduct bi-annual performance appraisals in June and December.

ARTICLE XIII. MEMBERSHIP MEETINGS AND PROGRAMS

- Section 1. **Regular Monthly Meetings** – The Association shall have at least ten (10) monthly meetings per year. At least one event shall be scheduled at a time convenient to those not working the first shift. Monthly meeting sponsors will be sought from the Lockheed Martin Executive Leadership Team.
- Section 2. **Admission** – The Association may charge a fee for admission to events. If a fee is required, members shall be entitled to a single ticket at the member price and may purchase additional tickets for non-members at the non-member price. Members may be required to provide identification in order to gain admission.
- Section 3. **Non-member Prices** – For activities of the Association where non-member participation is permitted, non-member prices shall be no more than 300% of the member price. Members of other NMA Chapters may be charged the LMLA member price.
- Section 4. **Guests** – The fee may be waived for speakers, sponsors and their guests.
- Section 5. **Priorities** – When attendance is open to non-members and guests, priority shall be given as follows: members, Lockheed Martin employees that are non-members, member's spouse or personal guest.
- Section 6. **Refunds** – No refunds will be given.
- Section 7. **Raffles** – The Association shall not conduct any raffles.
- Section 8. **Door Prizes** – The President may authorize door prizes. Only holders of paid tickets shall be eligible for door prizes. Door prizes shall not exceed \$100 in value.
- Section 9. **Speaker and Sponsor Gifts** – The President may authorize gifts for speakers and sponsors. Gifts shall not exceed \$250 in value.
- Section 10. **Volunteers** – Volunteers supporting activities of the Association shall not be charged a fee for admission. Volunteers are not required to be members of the Association. The Vice President responsible for the budget for the event shall approve the list of volunteers in advance.

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ARTICLE XIV. FISCAL RESPONSIBILITY

Section 1. **Modifications to Financial Structure**

Changes affecting the Association's status as a 501(c)6 organization shall be approved by two thirds vote of the LMLA Board of Directors and NMA Board of Directors in line with Section 3 of Article XI.

Section 2. **Authorization** – Expenditures will only be for accounts approved by the Board of Directors. Vice Presidents may move funds between approved accounts within their 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.

Section 3. **Cash** – Money collected for any Association activity shall be given to the Manager of Banking or Director of Finance for deposit along with a detailed report which includes the account number. The Director of Finance or designated alternate must approve all cash disbursements.

Section 4. **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.

Section 5. **Wages and Salaries** – No Director, Officer, Manager, or Member shall receive remuneration in any form with the following exceptions:

- (a) Full and/or part time salary for the LMLA Office Manager.
- (b) Salaries of members traveling for LMLA (charged to 003K department).
- (c) 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.
- (d) Within the Board of Directors approved annual budget and with the President's authorization, any Member, Manager, Officer or Director may be provided the LMLA charge code for use on their time card. Hours allotted shall be reported on a quarterly basis to the Board of Directors by authorized recipient and reason(s).

Section 6. **Payment of Obligations** – All bills submitted for payment shall be approved by the President or applicable Vice President prior to payment. The Director of Finance or designated alternate shall ensure proper documentation includes an itemized invoice or itemized receipt in addition to the memo of explanation. Checks shall be signed by the President and Director of Finance. The Chairperson of the Board may serve as alternate signatory in the absence of either. Use of personal credit cards is discouraged.

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- Section 7. **Budget carry-over** – No budgeted funds shall be carried over from one calendar year to another. Monies not committed or spent shall revert to cash reserves.
- Section 8. **Budget Reports** – The Director 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.
- Section 9. **Signature Authority** – The President shall, with the Director of 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 Director of Finance, the Chairperson of the Board 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 Association over \$5,000 shall be reviewed by the designated legal firm.
- Section 10. **Purchase of LMLA Assets** – The Vice President authorizing the purchase of any tangible asset (books, software, etc.) shall provide a copy of the purchase order (including a detailed description) to the Secretary of the Board of Directors.
- Section 11. **Banking Authority** – The Director of Finance will be the acting Secretary for bank purposes on the Association bank account with the sole ability to add or remove signers, limited to positions listed in Section 6 of this Article. The Director of Finance will have responsibility of banking authority and online access to the Association accounts and funds during his/her term. As transitions to Director of Finance occur, the 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 XV. TRAVEL EXPENSES OF ASSOCIATION MEMBERS

- Section 1. **Travel Allowances** – The Association shall reimburse expenses incurred by members traveling on approved Association business in accordance with the Lockheed Martin policies on travel. Reimbursements for travel and associated expenses for official functions are accomplished based on LM Aeronautics Fort Worth processes and procedures. Members are required to obtain proper authorization from their LM leadership prior to traveling.
- Section 2. **Travel Expense Reports** – Travel expense reports shall be approved by either the Association President or the Chairperson of the Board.
- Section 3. **Labor Recording** – While on travel, members may charge their time to the Association in accordance with Lockheed Martin policy.

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ARTICLE XVI. ALCOHOL

- Section 1. The Association shall not purchase alcohol.
- Section 2. The Association may contract for a “cash bar.”

ARTICLE XVII. INDEMNIFICATION

- Section 1. Insurance
- (a) The Association shall acquire and maintain liability insurance in an amount the Board determines to be reasonable coverage.
 - (b) The Association shall acquire and maintain Directors and Officers Insurance, in an amount the Board determines to be reasonable coverage, covering all Directors, officers and managers.
- Section 2. Each Director and Officer, whether or not then in office (and his/her heirs, executors and administrators), shall be and hereby is indemnified by the Association 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 the Association, 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 the Association 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 Association for any amount outside the scope of the approved budget without the prior consent of the Board of Directors.

ARTICLE XVIII. SCHOLARSHIP ENDOWMENT FUND

- Section 1. **Scholarship Endowment Fund** – The Jim Creason Scholarship Endowment Fund shall have the sole purpose of providing funding for the LMLA yearly student scholarships. Funds for the Jim Creason Scholarship Endowment Fund shall be segregated from other funds, shall not be transferred to any other account and shall not be used for any other purpose.
- Section 2. **Disbursements** – Disbursements shall be made directly to the college, university or vocational/technical school on behalf of the recipient.

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ARTICLE XIX. EXECUTIVE ADVISOR

Section 1. **Purpose** – Lockheed Martin Aeronautics Company may appoint one or more Executive Advisors to provide guidance to the Association.

Section 2. **Duties** – it shall be the duty of the Executive Advisors to:

- (a) Attend meetings of the Board of Directors
- (b) Provide advice and guidance to the Association

ARTICLE XX. AMENDMENTS

Section 1. 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 two thirds vote at a scheduled Board of Directors meeting. After approval of the initial Bylaws document, amendments and/or revisions are accomplished by Resolutions.

ARTICLE XXI. 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.

1 – Approved 6/22/2017

Whereas the Board has elected as chairperson of the Board someone who was not already a member of the member-elected Board of Directors and,

Whereas the bylaws contain conflicting requirements for such a case,

Resolved therefore that the following rules and interpretation shall apply:

- In the event of any ambiguity or conflict with other bylaws, the provisions of this resolution take precedence
- The chairperson of the Board is not a member of the Board of Directors
- The chairperson of the Board shall have no voting rights
- The chairperson shall preside at all meetings of the Board
- The chairperson shall have no other powers or authority beyond those specifically outlined in this resolution

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- The chairperson shall serve until December 31, 2018, or until the Board elects a successor
- If the chairperson is removed or vacates the office prior to the completion of the term, this resolution shall be considered void and shall be removed from the bylaws

2 – Approved 12/14/2017

Whereas the Board has recognized that there is no longer a perceived conflict of interest for the Chairperson of the Board of Directors as the Chairperson has relinquished his position as the Vice President of Finance for the Association,

Resolved therefore that Resolution 1 approved 6/22/2017 is modified by removing the following bullet:

- The chairperson of the Board shall have no voting rights

And replacing it with the following:

- The Chair shall refrain from voting unless a tie vote is pending on a motion before the board.

This resolution shall be removed from the bylaws when Resolution 1 is removed from the bylaws.

3 – Approved 10/18/2018

Whereas the Board has voted to extend the term of our President and Vice Presidents until the end of CY 2019.

This resolution shall be removed from the bylaws at the end of CY 2019.