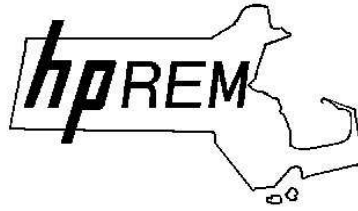


**HEWLETT PACKARD
RETIRED EMPLOYEES OF MASSACHUSETTS**

hp-REM BYLAWS



Revision: E
Reviewed: April 9, 2009
Approved: April 9, 2009

ARTICLE I NAME AND OBJECT

- A. The name of this organization shall be the Hewlett Packard Retired Employees of Massachusetts. The short form of the name shall be hp-REM.
- B. The purpose of hp-REM is to form a nonprofit social and educational organization for the betterment of its members and to engage in community service when appropriate.

ARTICLE II MEMBERSHIP

- A. Members shall be / or have been employees of Hewlett Packard, Agilent and / or affiliated organizations for 10 years.
- B. Those who do not meet the above requirements, but do have a substantial affiliation with Hewlett Packard - Agilent may be made eligible by a vote of the board of directors.
- C. Members shall pay yearly dues as set by the board of directors.
Full annual dues are payable upon receipt of the Annual Dues Notice and must be paid by December 31st in order to retain membership.
Full annual dues are to be paid upon joining the club unless the Board of Directors votes otherwise.
- D. Spouses or partners of deceased members may continue the membership.

ARTICLE III DIRECTORS

- A. The Directors of hp-REM shall consist of the following:
 - 1. **President**, shall call and preside at all meetings; act as a representative when necessary.
 - 2. **Vice President**, shall act as the President in the event of the latter's absence, resignation, or inability to serve; and shall stand ready to assist the President whenever called upon.
 - 3. **Secretary**, shall record and keep on file the minutes of all the Board of Directors Meetings; shall record the activities of any special meetings.
 - 4. **Treasurer**, shall be responsible for the collection and disbursement of all moneys, keeping strict account thereof; submit a report on the financial status of hp-REM at all Board meetings and General Meetings; and to submit an annual report at an Annual Meeting. Also the treasurer will not pay dues during the term in office.
 - 5. **Membership Director**, shall accept new membership applications and contact members who are delinquent in paying their dues.
 - 6. **Professional & Outside Director**, shall contact and arrange for guest speakers at the hp-REM open meetings in May and December, make arrangements for the annual directors lunch and maintain / update the **WWW.HPREM.COM** web site.
 - 7. **Publishing Director**, shall be responsible for publishing the hp-REM newsletter.
 - 8. **Legal Director**, shall investigate any legal issues/problems and present them to the board of directors for resolution.

9. **Immediate Past President (not a current director)** shall provide the tiebreaker vote when required.
- B. Regular terms of office for directors shall be for periods of either 1, 2 or 3 years as the board shall determine: Provided however; That all regular terms shall be for the same number of years and until the election and qualification of successors. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of directors, that approximately an equal number of regular terms shall expire at each annual meeting.
- C. Any vacancy on the board shall be filled by vote of a majority of the directors then holding office. Director appointed shall hold office only until the next annual meeting, at which any un-expired term shall be filled by vote of the members.

ARTICLE IV MEETINGS

- A. The Annual meeting shall be held in September. Notice of this meeting shall be sent to all members, thirty days prior to this meeting.
- B. General meetings, which are opened to all members, may be scheduled by the board of directors at other times, provided that notice is sent to all members prior to the meeting.
- C. The board of directors meetings may be called by the President, provided that notice is sent to all board members. Regular monthly Board meetings may be scheduled at each Board meeting. All directors are expected to attend all monthly meetings along with the prior active past president. All the past presidents are encouraged to attend. A person with an assigned hpREM business task will also be expected to attend the monthly meetings. All other attendees, special project people and guests must be officially invited by a majority vote of the board in order to attend meetings.
- D. The rules contained in "Robert's Rules of Order" shall govern hp-REM in all cases to which they are applicable, and in which they are not inconsistent with these by-laws.
- E. A quorum for the Annual and General Meetings shall consist of 15% of the members. A quorum for the board meetings shall consist of a majority of the Board members.

ARTICLE V COMMITTEES

- A. The President shall be responsible for the appointment of all committees.
- B. At least 90 days prior to each annual meeting, the President shall appoint a nominating committee of not fewer than three members. It shall be the duty of the nominating committee to nominate at least one member for each vacancy, including any un-expired term vacancy, for which elections are being held.
- C. The Auditing Committee shall be appointed annually by the President, and shall audit all accounts of the treasurer and verify same in its report at the Annual Meeting.
- D. The Ballot Committee shall be appointed annually by the President, to oversee the operation of elections within hpREM

ARTICLE VI AMENDMENTS

These by-laws may be reviewed / amended by the hp-REM board of directors.

Any changes to the by-laws will be announced to the membership at the next annual members meeting.

ARTICLE VII ELECTIONS

There are 2 conditions that will determine **how** the annual elections will be conducted.

CONDITION # 1

If there is only one candidate for each vacancy on the Board.

- A. The board of directors shall be elected at the Annual Meeting.
- B. At the Annual Meeting, the current president shall call for the report of the nominating committee and then fill any vacancies on the slate based on the nominating committee report.
- C. The election may be effected by oral vote of the membership, the secretary casting one ballot for the entire slate as presented.

CONDITION # 2

If there are multiple nominees for any of the positions, elections will be held by mail ballot.

All paid-up members will be mailed a package NO LATER THAN 1 Aug, consisting of:

- 1. A cover letter explaining the voting procedure
- 2. A pre-addressed, stamped return envelope
- 3. A numbered ballot

BALLOT COMMITTEE

PURPOSE:

To oversee the operation of elections within hp-REM

Who may serve:

3 currently serving or former hp-REM board members.

No member of the BALLOT COMMITTEE may be on the list of people for re-election.

When formed:

The BALLOT COMMITTEE shall be appointed annually by the President and ratified by the board of directors no later than the JUNE meeting.

Duties: Be responsible for all the voting processes.

- 1. Compose the cover letter explaining the voting procedure and the ballot.
- 2. The ballots must be numbered.
- 3. The board of directors at the July meeting must approve the cover letter and the ballot.
- 4. After approval, the package is to be mailed to the members NO LATER THAN 1 Aug.
- 5. The cover letter / ballot must state clearly that the pre-addressed, stamped return envelope **MUST** be post marked no later than 25 Aug. or the ballot will not be counted.

The BALLOT COMMITTEE will count the ballots and the result placed in a sealed envelope that is given to the current hp-REM secretary at the beginning of the Sept. Social meeting.

The Secretary will open the sealed envelope and announce the results to the membership.

The results will be published in the next members' newsletter.

- A. The board shall determine the title and rank that each board member holds directly after the annual meeting.
- B. If a director fails to attend regular meetings of the board for 3 consecutive months, or otherwise fails to perform any of the duties devolving upon him/her as a director, his/her office may be declared vacant by the board and the vacancy filled as herein provided.

ARTICLE VIII PRIVACY

- A. Information related to hp-REM membership is confidential and will not be released to the public at large.