

Revised 12/21/94
BYLAWS

THE PRATT & WHITNEY AIRCRAFT CLUB, INC.

ARTICLE I

NAME

Section 1. The name of this club shall be:
"THE PRATT & WHITNEY AIRCRAFT CLUB, INC."

PURPOSE

Section 2. The purpose of this club shall be to encourage good fellowship among its members, to have a definite welfare and athletic program, to promote recreational and social activities and any worthwhile project of interest to its members.

ARTICLE II

QUALIFICATIONS FOR MEMBERSHIP

Section 1. Membership in the Pratt & Whitney Aircraft Club, Inc., shall be limited to the employees of, and retirees from Pratt & Whitney and all Connecticut based United Technologies Subsidiaries; employees of, and retirees of the Pratt & Whitney Aircraft Club, Inc.; employees, retirees and members of the East Hartford Aircraft Federal Credit Union (minimum age of 18); and former employees of United Technologies or the Pratt & Whitney Aircraft Club, Inc. who, during such employment, were members of the Pratt & Whitney Aircraft Club, Inc., employees of the Pratt & Whitney Cafeterias, resident representatives of outside concerns who are on work-location at the above mentioned location; and said membership shall be processed on the basis of the above listed requirements without regard to race, color, age, religion, sex or national origin.

Section 2. Each application for membership must be made in writing and must be accompanied by the amount of yearly dues. The term of membership shall be from January 1 to December 31 of that calendar year.

Section 3. An applicant shall not become a member or be entitled to any of the rights and privileges of a member until he or she shall have qualified by paying his or her dues.

Section 4. A member may terminate his membership by a written resignation and any such written resignation shall be brought to the attention of the Board of Directors.

Section 5. Any member who has violated the rules of the Club, or whose conduct, after having been considered at a meeting of the directors, shall be held by two-thirds of all the directors to have been injurious to the interest, and welfare of the Club, shall forfeit his membership and rights. Every member before being dropped shall be served with due notice and be granted an opportunity to be heard by the directors.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. The annual meeting shall be held the first Wednesday in March of each year.

Section 2. At least seven days before the date of any annual meeting of the members, the Secretary-Treasurer shall cause written notice thereof to be posted on the Club bulletin boards.

Section 3. Special meeting of the members may be called by the President on the written request of not less than 25 members. At least 7 days before such special meeting, the Secretary-Treasurer shall cause written notice thereof to be posted on the Club bulletin boards. Twenty-five (25) members will constitute a quorum at such special meetings; and if a quorum is not present, the meeting shall be dissolved.

Section 4. The order of business at the annual meetings of the members shall be:

- (a) Roll Call
- (b) Reading and approval, (or correction) of the minutes of last meeting
- (c) Report of the Directors
- (d) Report of the Secretary-Treasurer
- (e) Report of the Standing Committees
- (f) Unfinished business
- (g) New business other than elections
- (h) Report of the Nominating Committee
- (i) Elections
- (j) Adjournment

Section 5. Twenty-five (25) members shall constitute a quorum at annual meetings. If no quorum is present, an adjournment may be taken to a date to be fixed at the time of adjournment, not less than seven nor more than fifteen days thereafter, regardless of the number of members present. Notice of any adjourned meeting shall be given by the Secretary, in the manner prescribed in Section 2 of this Article, not less than five days previous to the date of the meeting as fixed in the adjournment.

ARTICLE IV

ELECTIONS

Section 1. At least 60 days prior to each annual meeting, the President shall appoint a nominating committee consisting of not less than 3 board members whose terms are not expiring. It shall be the duty of the Nominating Committee to nominate at the annual meeting at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held and to file its nominations with the Secretary-Treasurer of the Club at least 35 days prior to the annual meeting; and the Secretary-Treasurer shall cause such nominations to be posted in a conspicuous place in the Club office at least 30 days prior to the annual meeting. Prior to filing such nominations with the Secretary-Treasurer, the nominating committee shall determine that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected.

Section 2. A. Nominations for vacancies may also be made by petition signed by at least 35 members. To be effective, such nominations shall be accompanied by a certificate from the nominee or nominees stating that they are agreeable to nomination and will serve if elected to office; such nominations shall be filed with the Secretary-Treasurer of the Club at least 35 days prior to the annual meeting; and the Secretary-Treasurer shall cause such nominations to be posted in a conspicuous place in the Club office at least 30 days prior to the annual meeting.

B. No nominations shall be made from the floor unless sufficient nominations have not been made by the nominating committee or by petition to provide at least one nominee for each position to be filled.

Section 3. Nominations and elections shall be in the following order:
(a) Nominations for Directors
(b) Election of Directors

Section 4. When nominations are closed, tellers shall be appointed by the president, ballots shall be distributed; the vote shall be taken and tallied by the tellers, and the results shall be announced. All elections shall be determined by plurality vote and shall be by ballot except when there is only one nominee for the office.

Section 5. No member shall have more than one vote and shall not be entitled to vote by proxy.

ARTICLE V

BOARD OF DIRECTORS

Section 1. A Board of Directors shall be set up and maintained.

Section 2. A. The Board of Directors shall consist of fifteen members, all of whom shall be members of this Club as described in Article II, Sections 1, 2 and 3 of the bylaws of the Pratt & Whitney Aircraft Club, Inc.

B. The regular terms of office for directors shall be established in conformity with the following schedule;

1. five (5) directors shall be elected for three (3) years, and four (4) directors shall be elected for two (2) years by the members at the annual meeting in February, 1962, and

2. five (5) directors shall be elected for three (3) years, and one (1) director shall be elected for one (1) year by the members at the annual meeting in February, 1963, and thereafter, at each annual meeting, five (5) directors shall be elected for three (3) year terms by the members, and

3. all regular terms shall be for the stated number of years and until the election and qualification of successors.

Section 3. Any vacancy on the Board of Directors shall be filled by vote of a majority of the remaining directors; but the director so elected shall hold office only until a director is elected, at the next annual meeting of the members, to complete the unexpired term (unless such term expires at the time of such meeting).

Section 4. A. Regular meetings of the Board of Directors shall be held on the fourth Wednesday of each month, or, if that day be a holiday, then on the following Wednesday.

B. The Board of Directors shall, at their first meeting, determine and approve a set time for meetings to be called, such time to benefit the majority of directors.

C. The President, or in his absence the Vice-Presidents in their order, may call a special meeting of the Board of Directors at any time and shall do so upon the written request of any three directors.

D. Notice of special or adjourned meetings of the Board of Directors shall be given to each director a reasonable time before each meeting and in such manner as the Board of Directors may from time to time, by resolution, prescribe.

Section 5.

A. The Board of Directors shall have the general direction and control of the affairs of this Club.

B. The Board of Directors will be responsible for establishing the policies of the Club and for the appointment of a Club Manager who will supervise and actuate the Club business. The Manager will be directly responsible to the Board of Directors and shall not hold position as an officer of the Club. He may not serve as a director.

Section 6. A majority of all the elected directors shall constitute a quorum for the transaction of business at any meeting thereof; but less than a quorum may adjourn from time to time until a quorum is in attendance. Notice of an adjourned meeting shall be given the directors, as provided in Section 4-D.

Section 7. If a director fails to perform any of the duties devolving upon him as a director, his office shall be declared vacant by a majority of all the elected directors and the vacancy filled as herein provided.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. The officers of the Club shall be a President, a First Vice President, a Second Vice-President and a Secretary-Treasurer and shall be members of the Board of Directors. They will be elected by the Board of Directors at the First Board Meeting following the annual membership meeting. Unless sooner removed by two-thirds vote of the directors as herein provided, the officers shall hold office until the first meeting of the Board of Directors following the ensuing annual meeting of the members or until the election of their respective successors.

Section 2. Officers elected at the first meeting of the Board of Directors following the annual meeting of the members, or elected at subsequent meetings of the Board of Directors, shall hold office for a term of one year or until the election of their respective successors, provided however, that any person elected to fill a vacancy caused by the death, resignation or removal of an officer shall be elected to serve only during the unexpired portion of the term of such officer, or until his successor is duly elected.

Section 3. The President shall act as Chairman of the Board of Directors and preside at all the meetings of the Board of Directors; shall sign or countersign all checks of the Club; and shall perform such other duties as customarily appertain to the office of President or as he may be directed to perform by resolution and majority vote of the Board of Directors not inconsistent with the provision of law or these bylaws.

Section 4. The Vice-Presidents, in their order, shall have and exercise all the powers, authority, and duties of the President during the absence or disability of the President.

Section 5. A. The Secretary-Treasurer shall have custody of all funds, securities, valuable papers and other assets of this Club. He shall cosign all checks and other obligations of this Club. He shall provide and maintain full and complete records of all assets and liabilities of this Club. Within ten days after the close of each month, he shall prepare and submit to the Board of Directors a financial statement showing the condition of this Club as of the close of business on last business day of such month; and shall post an annual financial statement on Club bulletin boards at least 7 days prior to the annual meeting, and shall perform such other duties as he may be directed to perform by resolution and majority vote of the Board of Directors not inconsistent with the provision of law or these bylaws. The President may, in case of the absence or disability of the Secretary-Treasurer, perform his duties and act in his stead.

B. Officers and employees of the Club shall be bonded to limits set from time to time by the Board of Directors.

Section 6. The Secretary-Treasurer shall prepare and maintain correct records of all the meetings of the members, and of the Board of Directors. He shall give or cause to be given, in the manner prescribed by these bylaws, proper notice of all meetings of the members; and shall perform such other duties as he may be directed to perform by resolution of the majority of the Board of Directors not inconsistent with the provisions of law or these bylaws.

ARTICLE VII

DUES

Section 1. The Board of Directors shall determine and have posted, prior to December 1st, the amount of dues for the succeeding year.

ARTICLE VIII

GENERAL

Section 1. Notwithstanding any other provisions in these bylaws, any director or officer may be removed from office by the affirmative vote of two-thirds of all the board members at a special meeting called for the purpose, but only after an opportunity has been given him to be heard.

Section 2. The Board of Directors may, by resolution and a majority vote, designate another director of this Club to act temporarily in the place and stead of any officer who is absent, disqualified, or otherwise unable to perform the duties of his office.

Section 3. Copies of the organization papers of this Club, its bylaws and any amendments thereto, returns of nominations and elections, proceedings of all regular and special meetings of the members and directors, shall be recorded in the minute books of this Club.

Section 4. All books of account and other records of this Club shall at all times be available for examination or inspection by any member of this Club.

Section 5. All checks to be valid shall be both signed and countersigned in the manner above provided.

Section 6. The books of this organization shall be kept as of the Calendar Year.

Section 7. The Club books shall be audited at least once every three years by a Certified Public Accountant.

ARTICLE IX

AMENDMENTS TO BYLAWS

Section 1. Amendments to these bylaws may be adopted by the affirmative vote of two thirds of the members of the Board of Directors at any duly held meeting thereof if the members of the Board of Directors have been given 7 days notice of said meeting and the notice has contained a copy of the proposed amendment or amendments.

ARTICLE X

DISSOLUTION TO THE BYLAWS

Section 1. If at any time a majority of the Board of Directors of The Pratt & Whitney Aircraft Club, Inc. vote to dissolve The Pratt & Whitney Aircraft Club, Inc., dissolution of The Pratt & Whitney Aircraft Club, Inc. shall be conducted as follows:

(a) An effective time and date of dissolution shall be determined and due notice of such dissolution shall be disseminated.

(b) The Manager of The Pratt & Whitney Aircraft Club, Inc. shall be authorized on and after the effective date of dissolution to collect, receive and receipt for all monies, goods and property due or accruing to The Pratt & Whitney Aircraft Club, Inc. and to discharge all obligations and liabilities of The Pratt & Whitney Aircraft Club, Inc. and perform all its unexecuted contracts.

(c) Disposition of the funds remaining in the account of The Pratt & Whitney Aircraft Club, Inc. on the effective date of dissolution shall be as prescribed by a majority vote of the Board of Directors.

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