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**BYLAWS
OF
MARS ASSOCIATES**

FEBRUARY 2024

**MARS ASSOCIATES
P. O. BOX 1128
LITTLETON, CO 80160-1128**

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CHANGE RECORD

DATE	SECTIONS CHANGED	CHANGE DESCRIPTION
2/6/24	Article IV Board of Directors and Article V Officers	Update and revised language. No substantive changes made.

BYLAWS of MARS ASSOCIATES

ARTICLE I Name, Location and Purpose

Section 1. Name The name of this organization shall be Martin Aerospace Retirement Society (MARS) Associates and hereafter referred to as MARS. This organization shall be an independent, non-profit organization, the membership of which shall be open to all persons retired from Lockheed Martin Corporation (LMC), United Launch Alliance (ULA) and successor/predecessor corporations (herein referred to as “The Company”). MARS Associates is a registered non-profit corporation under the State of Colorado with business ID 19871611788. These Bylaws provide the governing rules for MARS Associates.

Section 2. Location The MARS Associates principal location shall be in the Denver metropolitan area. Office space may be provided on a temporary or permanent basis at the facilities of ULA or LMC.

Section 3. Purpose The purpose of MARS shall be to provide a social, educational, recreational and self-improvement organization for the membership and to promote fellowship through communications, activities, and internal programs of interest from outside sources consistent with the purpose of MARS.

ARTICLE II Membership and Dues

Section 1. Membership Each eligible retiree who pays annual dues to MARS shall be recognized as a MARS member. Membership is defined as a Membership Unit which includes individual retiree, retiree and spouse /significant other, or the surviving spouse /significant other of a retiree MARS member. A retiree shall be defined as a person 50 years of age or older with at least 5 years of service with The Company who is not currently actively employed by The Company. Membership may be accorded an employee placed on LTD with The Company. Membership unit status may also be accorded to a person who is a surviving spouse, significant other or divorced spouse of a retiree, whether or not that retiree had been a MARS member prior to the death or divorce. All of the above

members may participate in all MARS activities including holding of office as defined in Article VI, sections 1 & 2

Section 2. Dues The annual dues for membership shall be as specified by the Board of Directors on a per annum basis. Renewal notices for continued membership shall be in writing as to how much the coming year's dues shall be and when payment shall be required. Dues shall not be prorated as a function of membership tenure. The dues-paying year shall run from March 1st through the last day of the following February. Those who join MARS in January or February and pay the annual dues in full with their membership application shall be granted full membership until the last day of February the following membership year starting on March 1. In the interim between the acceptance of the application and March 1, the applicant shall be accorded all the privileges of and participation in MARS programs and benefits. If a member fails to pay annual dues by March 31st, the Vice President - Membership shall send a notice of delinquency to the delinquent member as notification that the membership unit shall be dropped from the rolls unless dues are brought current within thirty (30) days of such notice.

ARTICLE III Meetings

Section 1. Annual Meeting The annual meeting of members shall be held at a place, date and time in March determined by the Board of Directors.

Section 2. Special Meetings Special meetings of members, for any purpose or purposes, may be called at any time by the President, or by the Board of Directors, and shall also be called by the President in response to petition signed by the lesser of either five (5) percent (%) or fifty (50) of the members.

Section 3. Notice of Meeting Written notice of each meeting of the members shall be given by mailing such notice electronically or via US mail to each member at least 10 days in advance. Such notice shall specify the place, date and time of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 4. Quorum The presence at the meeting of one-sixteenth (1/16) of the members entitled to vote shall constitute a quorum for the transaction of business. If, however, such a quorum is not present at any meeting, the members entitled to vote shall have the power

to adjourn the meeting to some future time. No subsequent meeting shall be held more than thirty (30) days following the cancelled meeting.

Section 5. Voting At all member meetings of MARS at which a quorum is present, business shall be conducted and decisions determined by majority vote of MARS members present.

Section 6. Parliamentary Authority The rules contained in the current edition of Robert's Rules of Order (Newly Revised) shall govern MARS in all cases not covered by these Bylaws.

ARTICLE IV Board of Directors

Section 1. General Powers, Liability, and Number The affairs and business of MARS Associates shall be managed by policy set forth by the Board of Directors. The Board of Directors shall consist of a minimum of six (6) duly elected or appointed members and a maximum of nine (9) members, all of whom shall be members in good standing, as defined in Article II, Section 1 herein. The Board of Directors may also include the participation of the current President of MARS and the immediate Past-President of MARS as non-voting members. The Board of Directors shall identify a Chairman of the Board at the Annual Meeting. The Chairman will serve for the complete calendar year, and may serve successive terms. All Directors shall be elected in accordance with Article VI below.

The members of the Board of Directors act on behalf of MARS Associates constituents.

The duties of the Board of Directors include:

- 1) Oversee structure, policies, and procedures to support good governance,
- 2) Ensure adherence to the organization's mission and purpose,
- 3) Ensure effective organizational planning,
- 4) Provide overall leadership and strategic direction,
- 5) Assist in the development of the organization's annual budget and ensure that proper financial controls are in place,
- 6) Ensure adherence to legal and ethical standards and norms,
- 7) Maintain a current list of Officers and Directors and provide this information to the membership, and
- 8) Ensure continuity of the organization through the development and recruitment of Directors and Officers (see Section 10 below).

Board members perform their responsibilities through regular meetings and a committee structure that is appropriate for the size of the board and organization.

Approval of a motion before the Board of Directors shall require a majority vote in favor of the motion before action can be taken.

In case of policy conflict between the Officers and the Board of Directors, the Board of Directors shall prevail; in case of conflict between the Officers and the Bylaws, the Bylaws shall prevail.

If a Director of MARS Associates complies with these Bylaws and governing Colorado statutory law, then the Director is not liable to MARS Associates, any member, other individual, or entity, for action taken, or not taken.

Any person who is or was a Director of MARS Associates (including the heirs, executors, administrators or estate of such person) shall be indemnified by MARS Associates to the full extent permitted by the laws of Colorado, now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against and incurred by such person arising out of such person's status as a Director of MARS Associates if the person conducted himself or herself in good faith and that his or her conduct was in the Club's best interest.

Section 2. Term of Office The term of office of each of the Directors shall be two years coinciding with MARS calendar year operating from January 1 through 31 December. A Director shall not serve more than two consecutive terms of office except when no successor has been identified to the position. In this instance, the incumbent Director may continue to serve in office until a successor has been elected or appointed.

Section 3. Restrictions A current member of the Board of Directors/Officers shall not hold a dual position during his/her term of office.

Section 4. Regular Meetings Regular meetings shall be held at such times as the Board of Directors determine.

Section 5. Special Meetings Special meetings of the Board of Directors may be called for at the request of the Chairman or upon written request by four (4) Directors.

Section 6. Notice of Meeting Notice of each meeting of the Board of Directors shall be given by the Chairman or his/her designee authorized to call the meeting. Such notice shall

specify the place, date and time of meeting and, in case of a special meeting, the purpose of the meeting.

Section 7. Quorum At any meeting of the Board of Directors, 2/3rds of the members of the Board shall constitute a quorum for the transaction of business. In the event such a quorum is not present, a lesser number may adjourn the meeting to some future time.

Section 8. Vacancies Any vacancy occurring on the Board in the middle of a term may be filled for the unexpired portion of the term by a majority vote of the remaining Directors.

Section 9. Removal Directors may be removed by a 2/3rds majority vote of the combined Officers and Directors.

Section 10. Succession Planning The Board of Directors shall ensure a smooth transition to new Directors and Officers by executing a succession plan. The succession planning process shall include the following:

- 1) Build a leadership pipeline of talent to ensure leadership continuity,
- 2) Identify the best candidates within the MARS membership for prospective leadership positions,
- 3) Review the succession plan pipeline quarterly to assure sufficient candidates are available for all leadership positions,
- 4) Contact candidates prior to calendar year end to identify at least one volunteer for each vacant Officer or Director position, and
- 5) Confirm the election of the candidate by a simple majority vote of the Directors and Officers.

ARTICLE V Officers

Section 1. General Powers, Liability, and Positions The day-to-day operations of MARS Associates shall be managed by the Officers in accordance with the policies set forth by the Board of Directors. The Officers of MARS shall be President, President-Elect, Vice President of Business, Vice President of Communications, Vice President of Membership, Vice President of Activities, Secretary, and Treasurer. All Officers shall be elected in accordance with the provisions of Article VI below.

If an Officer of MARS Associates complies with these Bylaws and governing Colorado statutory law, then the Officer is not liable to MARS Associates, any member, other individual, or entity, for action taken, or not taken.

Any person who is or was an Officer of MARS Associates (including the heirs, executors, administrators or estate of such person) shall be indemnified by MARS Associates to the full extent permitted by the laws of Colorado, now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against and incurred by such person arising out of such person's status as an Officer of MARS Associates if the person conducted himself or herself in good faith and that his or her conduct was in the Club's best interest.

Section 2. Term of Office The term of office of each of the Officers, with the exception of the Secretary, shall be two years coinciding with the MARS calendar year operating from January 1 through 31 December. The secretary shall serve for a one-year term, which may be repeated as often as desired. The President and President-Elect shall serve only one consecutive term in each position. The President-Elect will ascend, without election, to the office of the President at the completion of the sitting President's term. All other Officers may serve consecutive full terms in the same office.

Section 3. Regular Meetings A meeting of the Officers shall be held at such times as the President determines. A quorum for the transaction of business shall constitute four (4) officers. In the event such a quorum is not present, a lesser number may adjourn the meeting to some future time, however, not more than ten (10) days later.

Section 4. Special Meetings Special meetings of the Officers may be called by the President or upon written request of four (4) Officers.

Section 5. President and President-Elect The duties and responsibilities of the President and President-Elect shall be as follows:

a. **President** The President shall:

- (1) Preside at all MARS membership events and Officers Meetings.
- (2) Be subject to the policy direction of the Board of Directors.
- (3) Have general responsibility of the affairs of MARS Associates and its Officers. See that orders and resolutions of the Board of Directors are executed.
- (4) At his/her discretion, delegate to the appropriate Vice-President the signing of specific MARS Associates contracts and other written instruments.
- (5) Have signature authority for checks and any other official documents associated with MARS Associates.
- (6) Conduct routine liaison meetings with LMC and ULA Human Resources and other company personnel as necessary.
- (7) Conduct liaison with the news media and ensure that all press releases are cleared by the Board of Directors to assure consistency with MARS Associates objectives.
- (8) Perform such other duties incident to the office.

b. **President-Elect** The President-Elect shall:

- (1) Perform all duties and responsibilities of the President in the absence of the President.
- (2) Conduct liaison with other LMC or ULA retiree organizations.
- (3) Plan, promote and oversee organized group activities in their respective areas of interest. The common interest groups established as a result of such efforts shall be named "MARS (name) Club" but shall be managed and funded by the Club. This shall include any subsidy granted by MARS Associates as established per policy. Assure that all recognized "MARS (name) Clubs" have a disclaimer notifying club member participants that neither MARS Associates Board of Directors, Officers nor Club Officers accept fiduciary responsibility for unforeseen events as a result of MARS-sponsored functions, either during the function or after its conclusion.
- (4) Maintain a master MARS Associates event schedule.
- (5) Assist the President, as required.

(6) Perform other duties incident to the office.

Section 6. Vice Presidents The duties and responsibilities of the Vice Presidents shall be as follows:

- a. **Vice President of Business** The Vice President of Business shall:
 - (1) Obtain and administer required State (Articles of Incorporation) and Federal (Federal Tax Form 990-N) documents as they apply to MARS Association. Coordinate with the Treasurer on necessary non-profit disclosures or reports involving the financials of the organization.
 - (2) Maintain current rosters and provide to Directors & Officers and the editors of the STAR and website as required.
 - (3) Negotiate dental and eye benefit plans for MARS members.
 - (4) Provide benefit plans information, Medicare information, health plans provided by Lockheed and ULA, and Corporate and local discount information to the membership.
 - (5) Obtain general liability, crime, Director & Officer and Employment Practices Liability (EPL) insurance policies.
- b. **Vice President of Communications** The Vice President of Communications shall:
 - (1) Actively promote good communications within MARS Associates.
 - (2) Oversee the preparation and publication of the MARS Star quarterly newsletter.
 - (3) Coordinate and manage the use of online and digital communications.
- c. **Vice President of Membership** The Vice President of Membership shall:
 - (1) Maintain the MARS Associates membership database.
 - (2) Maintain contact with potential members and solicit them for active membership in MARS Associates.
 - (3) Poll members of MARS Associates to ascertain interests in special activities that can be sponsored or arranged by MARS Associates.
 - (4) Issue and sign membership cards for new members.
 - (5) Supply mailing labels and event name tags, as required.
- d. **Vice President of Activities** The Vice President of Activities shall:

- (1) Initiate action for, plan, schedule, and arrange special events and activities for MARS Associates.
- (2) Negotiate contracts for services associated with MARS Associates events.
- (3) Perform other duties incident to the office.

Section 7. Secretary The Secretary shall:

- a Issue notices of Directors, Officers and special meetings and shall attend same.
- b Transcribe or document and distribute minutes of MARS Associates meetings to all Officers and Directors.
- c Serve as Administrator of MARS Associates Record Retention, as described in the MARS Associates Policy Manual.
- d Perform other duties incident to the office.

Section 8. Treasurer The Treasurer shall:

- a Have custody of monies and securities of MARS Associates.
- b Sign checks for MARS Associates.
- c Keep regular books of account and submit vouchers, receipts, records and other papers to the Directors for their review and approval as requested.
- d Perform other duties incident to the office.

Section 9. Removal Any officer elected by the members or appointed by the Board of Directors may be removed by a two-thirds (2/3rds) vote of the combined Officers and Board of Directors whenever, in its judgment, is in the best interest of MARS Associates.

Section 10. Vacancies If the President should choose to resign, the President-elect will ascend to the position of President and the Board of Directors shall appoint a new President-elect. If the President-elect should choose to resign, the Board of Directors shall appoint a new President-elect to fill out the unexpired term. During the temporary absence of a MARS Officer, except for the President and President-elect, the Officer may appoint a MARS member as an alternate, who shall act as a replacement during such Officer's temporary absence. In the event of a long term or permanent absence of a MARS Officer, the Board of Directors shall appoint a MARS member to serve out the unexpired term of the absent Officer.

ARTICLE VI Nomination and Election of Directors/Officers

Section 1. Nomination Process Nomination for candidates to the Board of Directors and Officers shall be made through the succession planning process led by the Chairman of the Board of Directors. The succession planning process shall identify candidates from the succession plan pipeline to fill each Director or Officer position, as necessary. The Board of Directors shall contact the candidates and identify volunteers who agree to serve if elected. Any member in good standing may volunteer or self-nominate for any open position, and any member may also nominate another member by notifying the succession committee.

Section 2. Terms of Directors and Officers One-half of the members of the Board of Directors will be elected in years alternate with the other half. The offices of the President-Elect, Vice President of Business, Vice President of Membership, and Treasurer shall be elected in years alternate to the election of the Vice President of Communications, and Vice President of Activities.

Section 3. Election Election of a Director or Officer shall be by simple majority vote of the combined current Officers and Directors.

Section 4. Term Extension In the event that a candidate has not been identified or a volunteer has not been secured to fill a vacant position on the Board of Directors or as an officer by December 31, the President may request that the incumbent remain in the position until a permanent replacement is identified.

ARTICLE VII Committees

The Chairman of the Board of Directors or the President of MARS shall from time to time, as deemed necessary, appoint standing or special committees in order to conduct their respective duties and responsibilities with MARS.

ARTICLE VIII Administration of MARS Funds

Section 1. Operating Funds The operating funds of MARS consist of income from annual dues, income from events/projects sponsored by MARS, or other acceptable sources as approved by the Board of Directors.

Section 2. Expenditures Expenditures, authorizations, requests for checks, and expense statements shall be signed by the Treasurer and/or President. MARS funds shall not be used to the benefit of individual members.

ARTICLE IX Amendments to Bylaws

Section 1. Proposed Amendments Any member in good standing may propose amendments to the association bylaws. The suggested changes shall be provided in writing to any MARS officer at least 90 days prior to the Annual Business Meeting.

Section 2. Approval Process Proposed changes to the bylaws shall be presented annually by the Chairman of the Board of Directors, or designee, to the Officers and Directors for review. Subsequent to review and any necessary discussion, the combined Officers and Directors shall vote to approve or disapprove the proposed changes. Approval shall be given by a simple majority of the vote. The modified Bylaws shall be made available to the membership at the time of the Annual Meeting.

ARTICLE X Dissolution of MARS Associates

In the event that it becomes necessary to dissolve the MARS Associates, the following process shall be followed: The Dissolution decision shall be in accordance with a unanimous vote of the MARS Officers and Directors. All members shall be notified. Remaining MARS Associates assets shall be donated to a US Qualified Charity, selected by a majority of the Officers and Directors. The VP Business shall notify the appropriate state authorities.

SIGNATURE PAGE

IN WITNESS WHEREOF, the undersigned Board of Directors have set their hands this 7th day of February 2024.

[Original Signed]

BOARD OF DIRECTORS

Roger Rieger /S/
Roger Rieger
Chairman

Pete Munoz /S/
Pete Munoz
Director

Monte Kopke /S/
Monte Kopke
Director

Debbie Carr /S/
Debbie Carr
Director

Bill Wise /S/
Bill Wise
Director

Heidi Urie /S/
Heidi Urie
Director

Mickey Clemons /S/
Mickey Clemons
Director

The undersigned Secretary of this association does certify that the above Bylaws were adopted by the Board of Directors as the Bylaws of MARS Associates on the 7th day of February 2024.

Al Nemes /S/
Al Nemes
Secretary