

**Bylaws of
Textron Systems Retirees Association, Inc.**

GENERAL: The organization shall be a Board-centered nonprofit corporation in which the Board of Directors shall be responsible for directing all activities related to the management and control of the corporation. The officers of the corporation shall be: president, vice president, secretary and treasurer. The standing committees shall be working committees staffed by appointed representatives and chaired by a member of the Board of Directors

ARTICLE I

NAME, SEAL AND OBJECT OF THE CORPORATION

The name of this Corporation shall be "Textron Systems Retirees Association, Inc." The Corporate Seal shall be circular in form, and have inscribed thereon the name of the Corporation, the year of its incorporation, and the word "Massachusetts." The purpose of this Corporation shall be to 1) advocate so that members receive the retirement benefits to which they are entitled, 2) promote activities that satisfy member's common needs and interests and 3) maintain effective communications and participate in joint activities with Textron Systems, a segment of Textron, Inc., aka The Company, for our mutual advantage and 4) provide retirement information to its members.

ARTICLE II

GOVERNANCE

OFFICERS: The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.

SECRETARY AND TREASURER: The Secretary and the Treasurer shall be members of the Corporation and shall be elected by ballot at each annual meeting, for a term of one year.

PRESIDENT AND VICE PRESIDENT: The President and Vice President shall be elected by and from the elected members of the Board from their own number for a term of one year.

BOARD OF DIRECTORS: The Board of Directors hereafter called the Board shall consist of not less than nine and no more than twelve elected members of the Corporation, the President, Secretary, Treasurer and retiring President, ex officio.

ELECTION OF DIRECTORS: At each annual meeting of the Corporation, not less than three and no more than four members of the Corporation shall be elected to the Board of Directors for a term of three years. All such elections shall be by vote of the Corporate Members in accordance with Section 5 of Article VI.

ARTICLE III

POWERS AND DUTIES OF OFFICERS

Section 1

BOARD OF DIRECTORS: The management and control of the corporation, its property and funds, and management of all its business and other affairs shall be vested in the Board, except that no funded debt may be incurred, unless authorized at a meeting of the Corporation duly called for that purpose.

No solicitation of contributions for any purpose in any way connected with the Corporation or any of its activities or its members shall be conducted at any time without prior approval of the Board.

The Board may make and amend rules and regulations for the governance of the Corporation for the purpose of carrying out its responsibilities to the extent consistent with the bylaws.

The Board shall appoint all committees, have jurisdiction thereof and delegate authority in respect thereto. It shall have exclusive jurisdiction over admission to and expulsion from membership.

The Board may fill any vacancy in its elected body by the election of a Corporate Member to hold office for the unexpired term for which his predecessor was elected.

Section 2

PRESIDENT: The President shall serve as the chief executive officer and preside at all meetings of the Corporation and of the Board. The President shall be an ex officio member of all Standing Committees. The President shall submit a report of activities and progress of the Corporation at each annual meeting.

Section 3

VICE PRESIDENT: The Vice President shall have all the powers of and in the absence or disability of the President perform the duties of the President. The Vice President shall be responsible for the review and interpretation of the Charter and Bylaws and for providing recommendations for modifications thereto. The Vice President shall also perform such duties as the Board or the President shall assign.

Section 4

SECRETARY: The Secretary shall keep an accurate record of all meetings of the Corporation and the Board. The Secretary shall keep an accurate record of all classes of membership. The Secretary shall attend to all official correspondence of the Corporation and shall give notice of all meetings and such other events as may be necessary and perform other duties incident to his office. The Secretary shall assure that the Corporation is compliant with the filings of all forms required by the State of Massachusetts and maintain a copy of such documentation as part of the Corporation's records. The Secretary shall submit a written report at each annual meeting of the Corporation. In the Secretary's absence from any meeting the President will appoint a Secretary pro tempore.

Section 5

TREASURER: The Treasurer shall keep and maintain an accurate record of all financial accounts of the Corporation which at all times shall be open to inspection of the Board, or anyone of its members. The Treasurer shall have custody of the Corporate Seal with power to affix same to instruments, certified copies of resolutions and other documents when duly authorized. The Treasurer shall receive and collect all moneys of the Corporation and under the direction of the Board disburse its funds. The Treasurer shall present an account of the receipts and disbursements of the Corporation at each meeting of the Board. The Treasurer shall prepare an annual budget and submit it to the Board for approval. Each year at the annual meeting of the Corporation the Treasurer shall submit a detailed report showing the financial condition of the Corporation, including a balance sheet, statement of all receipts, disbursements and expenses for the fiscal year ending December 31.

Section 6

TENURE OF OFFICE: All duly elected or appointed officers and other members of the Board in office at the time the bylaws are adopted will continue to hold office for the term for which they were elected or appointed as provided by the bylaws then in force. All officers and members of the Board will continue to hold office until their successors are duly elected or appointed. Consecutive terms will be limited to three for elected or appointed officers. This limit may be extended by the approval of a majority vote of the Board.

ARTICLE IV

Membership

Section 1

The membership shall consist of members of the Corporation, herein called Representatives, and members of the Association, not members of the Corporation, herein called Members.

Section 2

Any Member in good standing may, upon invitation of the Board, become a Representative and will subsequently be appointed to serve as a member of a Standing Committee for a term of two years. Upon completion of elected or appointed service, membership in the Corporation will continue for a period equal to the preceding years of continuous service.

Section 3

Upon application to the Membership Committee, membership shall be granted to former and current employees of the Company who are either retired or are preparing for retirement and to their surviving spouses.

Section 4

(This section deleted at the Annual Meeting held on 21 May 2009)

Section 5

Every member of the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the president or a vice-president or the secretary of the corporation, certifying his or her membership in the corporation. No member shall be entitled to hold more than one membership certificate. Membership certificates shall not be transferable. New certificates of membership may be issued in the place of any certificates issued by the corporation that are alleged to have been lost or destroyed.

Section 6

Only Representatives in good standing have the right to vote for the election of directors to the Board and amendments to the Articles of Organization and Bylaws of the Association. In order that the corporation may determine the Representatives entitled to notice of or to vote at any meeting of members of the corporation or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than 60 nor less than 10 days before the day of such meeting, nor more than 60 days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 7

The Board shall fix the annual dues for membership.

ARTICLE V

STANDING COMMITTEES

Section 1

The Board shall appoint such standing committees, other ad hoc committees and working groups, as it may from time to time deem advisable. A member of the Board shall chair the standing committees. The Board shall appoint members as Corporate Representatives and assign them to committees. Such committees shall be working committees and respectively have such powers and duties as the Board may from time to time assign to them. Candidates for such committees may be either Members or Representatives. Such committees may have subcommittees as appropriate. A majority of the members of each such committee shall constitute a quorum.

Section 2

NOMINATING COMMITTEE (NC): The Board shall appoint at least five (5) members to serve as Representatives on a nominating committee. The committee shall 1) identify and enlist members capable and committed to undertake the work of the association, 2) assure the continuity of effective leadership of the organization, and 3) recommend to the Board changes in the organization's architecture as necessary to assure the sustainability and vitality of the organization. The Committee shall prepare and submit to the Corporate Members of the Corporation at least thirty (30) days before the annual meeting a list of candidates to serve on the Board and for the offices of Secretary and Treasurer to be voted for at the annual meeting of the Corporation. The Committee shall work in close cooperation with the Chairmen of the other standing committees.

Section 3

MEMBERSHIP COMMITTEE (MAC): The Board shall appoint a membership committee of at least five (5) members. The Committee shall 1) establish and maintain effective communication linkages with the eligible membership population to determine their needs and common interests, 2) achieve and sustain a membership consisting of a large fraction of the eligible membership population and 3) promote the common interests of the membership.

Section 4

RETIREMENT BENEFITS COMMITTEE (RBAC): The Board shall appoint a retirement benefits committee of at least five (5) members. The Committee shall work in close cooperation with the Membership Committee to determine the needs and common interests of the membership related to retirement benefits. The Committee shall take action to 1) ensure that all members understand their rights to retirement benefits and the alternatives available to them and 2) advocate that their rights to and choices of benefits are preserved.

Section 5

FINANCE COMMITTEE (FAC): The Board shall appoint a finance committee of at least three (3) members. The Committee shall 1) establish and maintain an appropriate financial structure and reporting system, 2) establish and maintain a budget management and control system and 3) determine ways and means to satisfy the financial needs of the Corporation and 4) review treasury operations as needed to assure the Board of their soundness and completeness.

Section 6

JOINT COMMITTEE FOR COMMUNICATIONS (JCC): The Board shall appoint a joint committee for communications of at least three (3) members. At least one member of the Membership and Retirement Benefits Committees shall serve on the Committee. The Committee shall 1) establish and maintain effective communications methods to include but not limited to printed media and use of the internet, and 2) coordinate with other standing committees to assure that pertinent information is communicated to the membership.

Section 7

(This section deleted at the Annual Meeting held on 16 May 2006.)

ARTICLE VI

MEETINGS

Section 1

MEETINGS: The meetings of the Corporation and the Board shall be conducted according to Robert's Rules of Order.

Section 2

ANNUAL MEETING: The Annual Meeting of the Corporation shall be held in April or May of each year at such hour and place as the Board may designate. The Secretary shall give at least thirty (30) days notice of the Annual Meeting to each Representative at his address as it appears on the books of the Corporation.

Section 3

SPECIAL MEETINGS: Special Meetings may be called by order of the President or of the Board or whenever the President or the Board shall be requested to call one by written request of any ten Representatives setting forth the purpose thereof. The Secretary shall give at least seven days notice of any Special Meeting to each Representative at his address as it appears on the books of the Corporation and no business shall be transacted other than stated in the notice.

Section 4

BOARD MEETINGS: The Board may fix the time and method of calling any of its meetings. Subject to the foregoing a meeting may be called at any time by the President or by any three members of the Board. A majority of Board members of which at least four must be elected members, including elected ex officio members, shall constitute a quorum at any meeting of the Board. A majority vote of those present and voting shall be required for the passage of any vote or resolution, except as otherwise provided by the bylaws.

Section 5

CORPORATION MEETINGS: A majority of Corporate Members shall constitute a quorum at any meeting of the Corporation. A majority of Corporate Members voting shall be required for the election of officers and members of the Board or for the passage of any vote or resolution. Voting may be conducted by ballot, voice, and paper or electronic proxy

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall end December 31 of each year.

ARTICLE VIII

AMMENDMENTS

These bylaws may be altered, amended, repealed or suspended in whole or in part at any meeting of the Corporation, notice of the proposed action having been stated in the call to order of the meeting.

ARTICLE IX

DISSOLUTION

The Board can dissolve the corporation. Dissolution of the corporation shall be the termination of the corporation. After dissolution has been approved, the corporation shall cease doing business except to the extent necessary to wind up the affairs of the corporation and file a certificate of dissolution with the Secretary of the Commonwealth of Massachusetts. After the corporation has been dissolved and its assets have been liquidated a distribution of the funds shall be made as follows:

- (a) All outstanding liabilities shall be paid.
- (b) The remaining funds, if any, shall be distributed to a tax-exempt entity or
- (c) The assets shall be turned over to the United States Government if no state or local tax-exempt entity wants them.

ARTICLE X

COMPLIANCE

The provisions of these Bylaws shall be controlled by and are subject to any specific provisions of the Articles of Organization that relate to their specific subject matter and shall be subject to the more specific provisions or exemptions from time to time and shall be in compliance with the Laws of the Commonwealth of Massachusetts.

Revision 1, dated 24 April 2002

Revision 2, dated 23 April 2003

Revision 3, dated 19 April 2005

Revision 4, dated 16 May 2006

Revision 5, dated 21 May 2009

Note: The details of each revision are delineated in the document entitled "History of Revisions to the Bylaws of the Textron Systems Retirees Association dated 21 May 2009."