

# BYLAWS OF HEWLETT-PACKARD RETIRED EMPLOYEES CLUB, INC.

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## **BYLAWS OF HEWLETT-PACKARD RETIRED EMPLOYEES CLUB, INCORPORATED**

Hewlett-Packard and Agilent Technologies Retired Employees Club, Incorporated (HPREC or the Corporation) is a nonprofit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law within the meaning of Section 501 (c) (7) of the Internal Revenue Code. The specific purpose of this corporation is to provide opportunities for HP/Agilent retirees to connect with each other, their former companies and the community. The club plans events such as lunches, picnics, day-trips, tours, cruises, community volunteer projects, and ongoing hiking, golf, bridge and bowling activities. A newsletter keeps members up-to-date on the latest club news.

### **ARTICLE I. OFFICES**

#### **Section 1.01. Principal Office**

The principal office of the Corporation for the transaction of its business is located in the City of Mountain View and County of Santa Clara, California.

#### **Section 1.02. Other Offices**

The Corporation may also have offices at such other places within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time by resolution designate.

#### **Section 1.03. Change of Address**

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

### **ARTICLE II. MEMBERS**

#### **Section 2.01. Classes of Membership and Rights**

The Corporation shall have one (1) class of members only, and the membership, voting, and other rights, interests and privileges of each member shall be equal. No person shall hold more than one membership in the Corporation.

## Qualifications

### Section 2.02. Eligibility for Membership

Any former HP or Agilent employee (including a former employee of an HP or Agilent acquisition who joins HP or Agilent and then retires or leaves HP or Agilent) is qualified for membership under these Bylaws after satisfying at least one of the following conditions. The individual (a) must have received at least ten (10) years of HP and/or Agilent service credit; (b) is presently on permanent disability and was working at HP and/or Agilent at the time of his/her disability; (c) retired at age sixty (60) years or older without completing ten (10) years at HP and/or Agilent; or (d) is the surviving spouse or partner of a member in good standing at the time of such member's death. In the event an individual has a circumstance not covered by the above, that individual can apply to the Board of Directors for membership consideration.

### Section 2.03. Admission

Any person, eligible for membership under these Bylaws and qualified for membership under Section 2.02 of these Bylaws, shall be admitted to membership on approval of the Board of Directors of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors; provided, however, that such form shall contain the statement that the applicant may request to review the Articles, Bylaws, and Rules of this Corporation and that if admitted to membership, he or she agrees to be bound thereby.

### Section 2.04. Dues

(a) All members shall pay annual dues in such amount as shall be determined from time to time by resolution of the Board of Directors. The first annual dues of each member shall be payable and submitted in full with his or her application for membership and, if paid up to 60 days prior to the end of the Corporation's fiscal year, will cover membership for the following fiscal year. Future annual dues shall be due and payable on November 1 of each year, and will become delinquent on January 1 of the next following year.

(b) Dues paid to the Corporation become the property of the Corporation and any severable or individual interest of any member therein terminates on such payment.

### Section 2.05. [Intentionally Left Blank]

### Section 2.06. Termination of Membership

(a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Where a membership is issued for a period time, the expiration of such period time;
- (3) The death of a member unless there is a surviving spouse or partner who may hold the existing membership until its expiration; and
- (4) The nonpayment of dues or assessments, subject to the limitations set forth in Section 2.06(b) of these Bylaws.

#### By Non-Payment of Dues or Assessments

(b) The membership of any member who fails to pay his or her dues or assessments when they become due shall automatically terminate, provided he or she was given written notice that such dues or assessments were due and payable as of said date delivered to him or her personally or by United States mail at least fifteen (15) days before the termination date.

#### Section 2.06.1. Suspension and Expulsion

(a) The Board of Directors is authorized, as herein provided, to suspend from membership for a period of not more than one (1) year, or to expel from membership any member of this Corporation for good cause.

(b) "Good cause," as used in this section means:

- (1) Any conduct that brings the Corporation into public disrepute or violates the purposes for which this Corporation is formed; or
- (2) Any willful failure or refusal to abide by the Articles, Bylaws, or Rules of this Corporation.

(c) Definitions.

- (1) A "suspension" terminates all voting and other rights of the member during the term of his or her suspension; provided, however, that such member shall not be relieved of any liability for payment of dues falling due or levied during the period of his or her suspension.
- (2) An "expulsion" terminates the membership of the member in this Corporation immediately and conclusively.

(d) Procedure.

- (1) Proceedings against a subject member may be initiated by resolution of the Board of Directors adopted at any meeting of the Board of Directors at which a quorum is present or by petition signed by ten (10) percent or more of the members of the Corporation filed with the Secretary or President of the Corporation.
- (2) On adoption of the resolution or on receipt of the petition, the President, or if he or she is unable or refuses to act, the Vice President shall schedule the matter to be heard by the Board of Directors at the next regular or special meeting held not less than twenty (20) days nor more than forty (40) days after the date the resolution is adopted or the petition received. The secretary, or other person appointed by the President for the purpose, shall deliver at least fifteen (15) days prior to the date of the hearing a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member either in person or by first class or registered United States mail addressed to him or her at his or her address as it appears on the books of the Corporation. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as herein provided by any Director of the Corporation, and in such event the matter shall be heard at the next regular or special meeting of Directors at which a quorum is present held not less than fifteen (15) days after the copy personally delivered or deposited in the United States mail. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting; provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the subject member shall be dismissed. Such dismissal shall be automatic and final, except that the alleged conduct of the subject member giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct.
- (3) Notwithstanding any other provision in these Bylaws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled shall be given to all Directors as required by these Bylaws for special meetings of Directors.
- (4) The hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed. The hearing shall be presided over by the President of the Corporation who shall (a) read the charges against the subject member; (b) require that the charges be verified by the testimony of the person or persons making them; (c) hear any other witnesses against the subject member; (d) allow the subject member to cross-examine each witness; (e) allow the subject member to make a statement in his or her own behalf; (f) allow the subject member to call

witnesses in his or her own behalf; (7) allow the Directors present, when and as recognized by the chair, to question witnesses; and (8) rule on the admission and exclusion of evidence and on questions of hearing procedure.

(5) After the hearing has closed, the Directors shall vote on whether to impose discipline or dismiss the matter. If they vote to impose discipline but cannot agree on the nature and extent thereof, the discipline shall be a suspension as herein provided. The vote imposing discipline or dismissing the matter shall in either event be final. In the event the Directors vote to impose discipline, the resulting suspension or expulsion shall take effect five (5) days following such vote.

(e) An expelled member shall not be eligible for readmission to the Corporation prior to the expiration of one (1) year from the date of his or her expulsion.

(f) All rights of the subject member in the Corporation or in its property shall cease on his or her expulsion.

(g) The Board shall conduct the hearing in good faith and in a fair and reasonable manner. The Board shall have the exclusive power and authority to decide that the matter.

#### Section 2.06.2. Effect of Termination

(a) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

#### Reinstatement

(b) Any member whose membership is terminated as provided in this section, other than by death, may have his or her membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request therefore with the President or Secretary of the Corporation or with any Director and on approval of the request by a majority of Directors present at the meeting at which the request is considered, provided that such request shall not be considered at any meeting at which a quorum is not present.

#### Section 2.07. Record of Membership

The Corporation shall keep a record of the membership of the Corporation either in a membership book or in a computer database, containing the name and address of each member. Termination of the membership of any member shall be recorded in the record of

membership, together with the manner of termination and the date on which such membership ceased. Such record of membership shall be kept at the Corporation's principal office, or at such other place as the Board of Directors may from time to time designate, and shall be subject to the rights of inspection required by law and as set forth in Section 2.09 of these Bylaws by any Director or member of the Corporation during regular business hours.

#### Section 2.08. Transferability of Membership

Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise; except that, in the event of the death of a member in good standing, the Board of Directors may transfer such member's membership to his or her surviving spouse or partner.

#### Section 2.09. Inspection Rights of Members

##### Demand

(a) Subject to the Corporation's limited right to set aside a demand for inspection by a member and the power of the court to limit under California law the inspection rights of a member, and unless the Corporation provides a reasonable alternative as permitted by Section 2.09 (c) of these Bylaws such as an annual published directory provided to members, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

- (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable amount to cover the attendant cost to the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

##### Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in Section 2.09(a) of these Bylaws may be exercised by the following:

- (1) Any member, for a purpose reasonably related to such person's interest as

a member; and

- (2) The authorized number of members for a purpose reasonably related to the members' interest as members.

#### Alternative Method of Achieving Purpose

(c) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.09(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.09(a) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.09(a) of these Bylaws.

#### Section 2.10. Non-liability of Members

A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

### **ARTICLE III. MEETINGS OF MEMBERS**

#### Section 3.01. Place

Meetings of members shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors.

#### Section 3.02. Regular Meetings

The members shall meet annually for the purpose of transacting such proper business as may come before the meeting, which may include the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or five (5) percent of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

### Section 3.03. Special Meetings

Special meetings of members shall be called by the Board of Directors or the President or the Secretary of the Corporation and held at such place within the State of California as is fixed in Section 3.01 of these Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Ten (10) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

### Section 3.04. Notice

Written notice of the time and place of meetings shall be sent to each member, who on the record date for notice of the meeting is entitled to vote at the meeting, by United States mail, postage prepaid, or by email, at least fifteen (15) days prior to such meeting, provided, however, that notice of all regular meetings held at the Corporation's principal office is hereby dispensed with. In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation for the purpose of notice. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Vice President or Secretary of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

### Section 3.05. Contents of Notice

The notice shall state the place, date, and time of the meeting. In the case of regular or special meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

### Section 3.06. Waivers, Consents, and Approvals

If a quorum as defined in Section 3.07 is present at a meeting not regularly called or noticed, and if each of the persons entitled to vote at such meeting but not present signs (1) a written waiver of notice, (2) a consent to the holding of the meeting, or (3) an approval of the minutes of the meeting, then the transactions of such meeting of members shall be as valid as if

they had occurred at a meeting which had been regularly called and noticed.

Section 3.07. Quorum

A quorum at any meeting of members shall consist of ten percent (10%) of the voting power. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Section 3.08. Loss of Quorum

In the event enough members withdraw from a duly called or held meeting, at which a quorum is present, to leave less than a quorum, the remaining members may continue to transact business until adjournment so long as any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum.

Section 3.09. Adjournment for Lack of Quorum

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Section 3.10. Voting of Membership

One Vote Per Member

(a) Each member is entitled to one vote on each matter submitted to a vote of the members.

Record Date of Membership

(b) The record date for the purpose of determining the members entitled to notice of any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is thirty (30) days prior to such other action.

### Cumulative Voting

(c) Cumulative voting shall not be authorized for the election of directors or for any other purpose.

### Proxy Voting

(d) Members entitled to vote shall not be permitted to vote or act by proxy.

## Section 3.11. Action without Meeting by Written Ballot

### Ballot Requirements

(a) Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of the Corporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action as described in Section 3.07, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### Limitations Pertaining to Election of Directors

(b) Directors shall be elected by written ballot.

### Solicitation of Ballots

(c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement as described in Section 3.07 and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

### Voting by Written Ballot

(d) The form of written ballots distributed to members shall afford an opportunity on the form of written ballot to specify a choice between approval, disapproval or withhold of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The vote shall be counted, subject to reasonable specified

conditions, when the member specifies a choice with respect to any such matter, and votes in accordance with the instructions. A ballot marked “withhold” shall not be voted either for or against.

#### Revocation of Ballot

(e) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, any member casting a ballot may revoke the ballot, or substitute another by a writing received by the Corporation prior to the time specified on the ballot for its receipt by the Corporation, but may not do so thereafter. Such a revocation shall be effective on its receipt by the Secretary of the Corporation.

### Section 3.12. Conduct of Meetings

#### Chairperson

(a) The President of the Corporation or, in his or her absence, the Vice President or another officer, shall preside over the meetings of the members as the Chairperson.

#### Secretary of Meetings

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairperson of the meetings of members shall appoint another person to act as secretary of the meetings.

#### Rules of Order

(c) The Robert's Rules of Order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

### Section 3.13. Inspectors of Election

(a) In advance of any meeting of the members or any action by written ballot, the Board may appoint any persons, other than candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairperson of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot upon request of any member. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members, the majority of members represented shall determine whether one (1) or three (3) inspectors are to be appointed.

## Duties

(b) The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding, the voting power of each, and when applicable the number represented at the meeting, and the existence of a quorum;
- (2) Receive votes;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

## Vote of Inspectors

(c) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

## Report and Certificate

(d) On request of the Chairperson or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

## **ARTICLE IV. DIRECTORS**

### Section 4.01. Number

The Corporation shall have not fewer than sixteen (16) nor more than nineteen (19) Directors. Collectively, the Directors shall be known as the Board of Directors.

Section 4.02. Qualifications

The Directors of the Corporation shall be residents of the State of California. With the exception of the initial Directors, the Directors shall also be members of the Corporation.

Section 4.03. Terms of Office

Directors shall serve from the first day of the fiscal year until the end of the fiscal year of their current term as Directors, and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. To insure continuity in the Corporation's planning, four (4) or five (5) Directors will be elected for a three (3) year term each year.

Section 4.04. Nomination

Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 4.05. Election

Directors shall be elected by the members by mail, and if the slate of candidates receives a majority of votes cast, the Directors on the slate are elected. Elected Directors shall be limited to two (2) consecutive three (3) year terms. After such terms have expired, a three (3) year period must elapse before this member may again be nominated for election to the Board of Directors. A Director who is appointed to fill a vacancy on the Board of Directors is eligible to be nominated for two (2) additional three (3) year terms after fulfilling the unexpired term of his or her predecessor.

The Board of Directors shall consist of twelve (12) to fifteen (15) elected members, and the four (4) current principal officers of the Corporation. A nominating committee chairperson shall be appointed by the Corporation President. The nominating committee shall prepare a list of qualified candidates for each Board opening. After this list has been presented to the President and approved by the Board, the nominating committee will prepare a ballot for circulation to the membership for voting. The members of the Corporation will be asked to ratify the slate of Director candidates annually (For, Against, Withhold).

Any member of the Corporation may petition for nomination to the Board of Directors by obtaining the signatures of a least twenty-five (25) qualified members of the Corporation and submitting the completed petition to the Chairperson of the nominating committee not later than September 1. The names of all qualified petitioners shall be included on the ballot.

Ballots for the election of Directors shall be mailed to members by October 1 and shall be returned at the Corporation's principal office by October 20 to the nominating committee

for tabulation and counting. New directors and officers will assume their duties on the first day of the fiscal year.

Section 4.06. Duties

It shall be the duty of the Directors:

(a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of this Corporation, or by these Bylaws.

(b) To employ such officers, agents, and employees as may be deemed necessary by the Directors to fulfill the needs of the Corporation.

(c) To, when possible, serve as committee chairpersons or members of committees in conjunction with Corporation functions.

(d) To assist in the planning of Corporation functions.

(e) To supervise all officers, agents, and employees of this Corporation to assure that their duties are properly performed.

(f) To register their contact information including email with the Secretary of the Corporation. Notices of special meetings sent to Directors at such addresses shall be valid notices thereof.

(g) To submit any notice of resignation to the Board in writing.

Section 4.07. Compensation

Directors shall serve without compensation.

Section 4.08. Removal

The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the members of the Corporation. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.09 hereof.

#### Section 4.09.

#### Vacancies

(a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized by the Bylaws is increased by an amendment to the Bylaws; and (3) on failure of the members in any election to elect the number of Directors authorized.

(b) The Board of Directors may declare vacant the office of a Director (1) if he or she is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of his or her election he or she does not accept the office either in writing or by attending a meeting of the Board of Directors.

(c) Vacancies caused by the death, resignation, or disability of a Director or Directors or by his or her or their removal as provided in these Bylaws, or by an amendment of the Bylaws increasing the number of Directors authorized, shall be filled by a majority vote of the remaining Directors, though less than a quorum as described in Section 4.10(g).

(d) A majority of the members of the Corporation may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraph (c) of this section. Should the offices of all Directors become vacant, and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members present at a regular or special meeting of members called for that purpose provided a quorum (as described in Section 3.07) is present.

Persons elected to fill vacancies as provided in this Section 4.09(d) shall hold office for the unexpired terms of their predecessors, or until their removal, resignation, or re-election as provided in these Bylaws.

#### Section 4.09.1.

#### Associates

The President may appoint persons, who are members of the Corporation, as Associates to perform specific assignments that cannot be filled by elected Board members. The term of Associates shall be coincident with the current term of the President. Associates may attend meetings of the Board, but may not vote on matters before the Board.

#### Section 4.09.2.

#### Chairpersons

The President may appoint persons, who are members of the Corporation, as Chairpersons to head specific committees such as Picnic Chairperson, Membership Chairperson and others as deemed appropriate by the President. The term of Chairpersons shall be indefinite, unless resigned or replaced by the current President. Chairpersons may attend meetings of the Board, but may not vote on matters before the Board.

#### Section 4.10.

#### Meetings

(a) Meetings of the Board may be called by the President or Vice President or the Secretary or any two (2) Directors.

(b) Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board.

(c) The Board shall meet regularly on the first Wednesday of each month, unless otherwise rescheduled by the President with advance notice.

(d) Special meetings of the Board may be called by the President, or, if he or she is absent or is unable or refuses to act, by the Vice President or by a quorum of the Board of Directors as described in Section 4.10(g) and such meetings shall be held at the place designated by the person or persons calling the meeting and, in the absence of such designation, at the principal office of the Corporation.

(e) Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to him or her by email or by United States mail, postage prepaid, or notice shall be given by telephone, at least seven (7) days prior to such meeting, provided, however, that notice of all regular meetings is hereby dispensed with. If sent by mail or email, the notice shall be addressed to the Director at his or her address as shown on the books of the Corporation and shall be deemed given at the time it is deposited in the mail or sent by email.

(f) The transactions of any meeting of the Board however called and noticed or wherever held are as valid as though the meeting had been duly held after proper call and notice, provided, a quorum, as defined in Section 4.10(g), is present.

(g) Sixty percent (60%) of the current number of Directors shall constitute a quorum for the transaction of business.

(h) In the absence of a quorum, no business requiring a vote shall be transacted, and the only motion which the chair shall entertain is a motion to adjourn.

(i) Meetings of Directors shall be presided over by the President of the Corporation or in his or her absence, by the Vice President or, in the absence of both, by a chairperson chosen by a majority of the Directors present. The Secretary of the Corporation or, in his or her absence, any Director appointed by the presiding officer shall act as Secretary of the Board of Directors.

(j) Except as otherwise provided in the Articles, in these Bylaws or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum per Section 4.10(g) is present is the act of the Board. In the event enough Directors withdraw from a meeting duly held at which a quorum is present to leave less than a quorum, the remaining Directors may continue to transact business until adjournment so long as any action taken, other than adjournment, is approved by at least a majority of the Directors

required to constitute a quorum.

(k) Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(1) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### Section 4.11. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

### **ARTICLE V. OFFICERS**

#### Section 5.01. Number and Titles

The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments may be appointed. The President is the general manager and chief executive officer of the Corporation. The Corporation may also have, at the discretion of the President, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the President may from time to time appoint. Appointed officers may attend meetings of the Board, but may not vote on matters before the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

#### Section 5.02. Appointment and Resignation

The officers shall be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.03. Qualifications

Any member or Director of this Corporation is eligible to be an officer of the Corporation.

Section 5.04. Election

The President, Vice President, Secretary, and Treasurer shall be elected by the Directors of the Corporation. The nominating committee chairperson appointed by the President as described in Section 4.05 shall establish a nominating committee that shall prepare a list of candidates for these offices from the Directors and the membership at large. The nominating committee will prepare a ballot and circulate it to the Directors for voting. The ballots will be tabulated and counted by the nominating committee. The new officers will be announced and introduced at the next general meeting of the Corporation. This election will be held annually (or biannually as appropriate) during the month of August. The term of office will run from the first day of the Corporation's fiscal year through the last day of the Corporation's fiscal year.

Section 5.05. Terms of Office

The elected President and Vice President shall be limited to one two-year term. The elected Treasurer and Secretary shall serve a two-year term and are eligible if nominated to serve for additional two-year terms without limit. Officers shall serve from the first day of the fiscal year immediately following their election until the expiration of their term of office.

Section 5.06. Compensation

Officers shall serve without compensation.

Section 5.07. Removal

Any or all officers may be removed from office at any time by the vote of two-thirds (2/3) of the Directors of the Corporation. In the case of the removal of any officer, a new officer shall be elected by the Board of Directors to serve the unexpired portion of the term of his or her predecessor at the meeting at which the officer is removed.

Section 5.08. Vacancies

(a) Vacancies in the office of President, Vice President, Secretary, or Treasurer shall exist on the death, resignation, or removal of such officer or on the failure of the Directors in any election to fill the office.

(b) The Board of Directors may declare vacant the office of President, Vice President, Secretary, or Treasurer if any such officer is declared of unsound mind by order of court, is finally convicted of a felony, or if, within sixty (60) days after notice of his or her election, he or she does not accept the office in writing or by attending a meeting of the Board of Directors.

(c) Vacancies caused by the death, resignation, or disability of an officer as provided in this section shall be filled by the Directors at the next regular or special meeting at which a quorum as described in Section 4.10(g) is present following the vacancy. In the case of a vacancy in the office of the President, the Vice President of the Corporation shall assume the office of the President, and the Directors shall fill the subsequent vacancy in the office of the Vice President by voting on the candidate subsequently recommended by the previously named nominating committee.

(d) Officers elected to fill vacancies as provided in this section shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as provided in these Bylaws.

#### Section 5.09. Duties of President

The President shall be the chief executive officer of the Corporation and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or by the members. The President shall preside at all board and general meetings, shall be the official spokesperson for the Corporation, shall be able to write checks if necessary on the official Corporation checking account and shall appoint chairpersons for needed committees.

#### Section 5.10. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. He or she shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of this Corporation, or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors or by the members. In the absence of the President, the Vice President shall preside at all meetings. Also, he or she shall meet with the Board at all Board meetings and, if necessary, shall be able to write checks on the official checking account.

Section 5.11. Duties of Secretary

The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Bylaws as amended or otherwise altered to date, and keep at said office the original or a copy of the Articles as amended to date.

(b) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may from time to time designate, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.

(d) Be custodian of the records of the Corporation unless this function is performed by a Board appointed designate.

(e) Keep at the principal office of the Corporation, unless this function is performed by a Board appointed designate, a record of the membership of the Corporation, either in a membership book or in a computer database, containing the name and address of each member, and, in any case where membership has been terminated, record such fact in the record of membership, together with the manner of termination and the date on which the membership ceased.

(f) Exhibit at all reasonable times to any Director or elected officer of the Corporation, or to his or her agent or attorney, on request therefore, the Articles, the Bylaws, the record of membership, and the minutes of the proceedings of Directors' and members' meetings.

(g) Exhibit at all reasonable times to any member, or to his or her agent or attorney on written demand therefore for a purpose reasonably related to the membership interests of such member, the Articles, the Bylaws, and the minutes of the Directors' or members' meetings, and he or she shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members.

(h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.12. Duties of Treasurer

Subject to the provisions of Article VII of these Bylaws, the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director or elected officer of the Corporation or to his or her agent or attorney on request therefore.

(f) Exhibit at all reasonable times to any member, his or her agent or attorney, on written demand therefore for a purpose reasonably related to the membership interests of such member, the books of account and financial records of the Corporation, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members.

(g) Render to the President and Directors whenever he, she or they request it an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(h) If required by the Board of Directors or by the members, give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## ARTICLE VI. COMMITTEES

### Section 6.01. Ad Hoc And Standing Committees

Ad Hoc Committees for specific purposes or activities may be designated from time to time by the President. Standing Committees may also be designated at the discretion of the President. Chairpersons of such Committees shall be appointed by the President. Members of such Committees shall be appointed by their respective Chairpersons in such number as the Chairpersons deem advisable, unless otherwise provided by the President when designating any such Committee. Except as otherwise provided by the President, Committee Chairpersons and members shall be members of the Corporation. The Chairperson or any member may be removed from the Committee by the person or persons authorized to appoint him or her whenever in his or her or their judgment the best interests of the Corporation will be served by such removal.

### Section 6.02. Terms of Office

Chairpersons and members of the Ad Hoc and Standing Committees shall serve as such for the life of the Committee unless they are sooner removed, resign, or cease to qualify as the Chairperson or member.

### Section 6.03. Vacancies

Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

### Section 6.04. Quorum

Unless otherwise provided by the President when designating the Committee, Ad Hoc and Standing Committees shall act under the direction of their respective Chairpersons without any requirement as to a quorum.

### Section 6.05. Rules

Each Committee may adopt rules for its own government and procedure not inconsistent with law, with these Bylaws, or with the rules and regulations adopted by the President.

## **ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 7.01. Execution of Instruments**

The Board of Directors, except as otherwise expressly provided in the Articles of this Corporation or in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, provided, however, that such contract or delivery is expressly authorized by the Articles or Bylaws.

### **Section 7.02. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 7.01, or as otherwise required by law, by the Articles of this Corporation, or by these Bylaws, any and all checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by either the President, Vice President, Treasurer, or Assistant Treasurer.

### **Section 7.03. Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VIII. BYLAWS**

### **Section 8.01. Adoption, Amendment, and Repeal**

These Bylaws shall become effective on their being signed by the Directors, or on their adoption by the vote or written consent of a majority of the members of this Corporation, and they may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the Directors of the Corporation.

### **Section 8.02. Certification and Inspection**

The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be kept in the principal office of the Corporation, or at such other place as the Board of Directors may from time to time designate, and such original or copy of the Bylaws shall be available for inspection by the members at all reasonable times during office hours.

## **ARTICLE IX. FINANCIAL INFORMATION AND FISCAL YEAR**

### **Section 9.01. Financial Information**

At all reasonable times, any member of the Corporation, his or her agent, or attorney, on written demand therefor, for a purpose reasonably related to the membership interests of such member, may review the books of account and financial records of the Corporation. Ten (10) percent or more of the members may review said records at any time.

### **Section 9.02. Fiscal Year**

The fiscal year of the Corporation shall be the period from November 1 of each year through October 31 of the next following year.

## **ARTICLE X. CORPORATE RECORDS AND REPORTS**

### **Section 10.01. Keeping Records**

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses. The minutes shall be kept in written form, other books and records shall be kept in either written form or any other form capable of being converted into written form.

### **Section 10.02. Annual Report**

The Corporation shall notify each member yearly of the member's right to receive a financial report. Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 6322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## **ARTICLE XI. CONSTRUCTION**

### Section 11.01.

As used in these Bylaws:

(a) The present tense includes the past and future tenses, and the future tense includes the present.

(b) The singular number includes the plural, and the plural number includes the singular.

(c) The word "shall" is mandatory and the word "may" is permissive.

(d) The words "Directors" and "Board" are used in these Bylaws in relation to any power or duty requiring collective action, mean "Board of Directors."

## **ARTICLE XII. NON-AFFILIATION**

### Section 12.01.

The Hewlett-Packard Retired Employees Club, Incorporated is not associated in any way with the Hewlett-Packard Company or Agilent Technologies. The Corporation is an independent organization, and is not a subsidiary, affiliate, or division of the Hewlett-Packard Company or Agilent Technologies. Neither Hewlett-Packard Company nor Agilent Technologies sponsors or supports the Corporation and neither the Hewlett-Packard Company nor Agilent Technologies has representation on the Corporation Board of Directors.

CERTIFICATE OF SECRETARY  
OF  
HEWLETT-PACKARD RETIRED EMPLOYEES CLUB, INCORPORATED  
a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 25 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on May 6, 2009.

Dated: November 4, 2009

*Chris Gandel /s/*  
Chris Gandel  
Secretary