

E-Club Inc. By-Laws
Revised March 2011

ARTICLE I.

NAME

Section 1. The name of this Club shall be:

E-CLUB, INC.

AKA L-3 Communications, Greenville Division, Employees Club

PURPOSES

Section 2. The purpose of this Club shall be to support a benevolent and social undertaking more fully defined as follows:

(a) To secure by donation, subscription, dues, or otherwise, money or pledges or other properties, personal or real, or obligations to pay in money or property.

(b) To accumulate or hold any funds or other property and invest and re-invest any of the same for the accomplishment of the purposes herein set forth.

(c) To promote and encourage among the members and their families the social, cultural, outing and physical activities desired by the members.

(d) To maintain, manage, and promote outdoor and indoor recreational facilities for members of the Club and their families.

Section 3. This Club shall be organized and operated exclusively for social, cultural, recreational, and other non-profitable purposes, and no part of the assets or earnings of this Club shall inure to the benefit of any member, officer, or director of this Club.

Section 4. Specific Club/Organization operating procedures shall be prescribed in the Sponsored Club and Activities Operating Guidelines document.

ARTICLE II.

QUALIFICATIONS FOR MEMBERSHIP

Section 1. Full membership in E-CLUB, Inc. shall be limited to active employees of L-3 Communications, Greenville Division. Full membership members in good standing may vote and hold office. Membership status shall encompass active employee, spouse and dependent children living at home (spouse and dependent children may not vote or hold office).

Section 2. Associate membership in E-Club, Inc. shall be active employees of local sister divisions, employees of customers of L-3 Communications, Greenville Division, employees of the credit union, employees of the L-3 Company Store, and employees of the cafeteria. Membership status shall encompass active employee, spouse and dependent children. Associate members may vote but can not hold office.

Section 3. Retired Associate membership in E-Club, Inc. shall be retired employees of L-3 Communications, Greenville Division (or predecessor companies). Membership status shall encompass active employee, spouse and dependent children. Retired associate members may vote and may hold office.

Section 4. Each application for membership must be made in writing and must

be accompanied by the amount of yearly dues (associate members or full members per Article II, Sections 1 and 2) or authorization for payroll deduction (full members). The term of membership shall continue until canceled in writing.

Section 5. All associate members, except for retired employees, shall pay dues at least equal to the full membership. Retired employees shall pay dues which are half the cost of full membership.

Section 6. Membership cards may be issued to members in such form and for such purposes as may be determined by the Board of Directors.

Section 7. A full member who resigns, is dismissed, laid off, or otherwise loses his or her status as an employee of the organizations set forth in Section 1 of Article II automatically ceases to be a full member of this Club; provided, however, that in case an employee who has been laid off because of lack of work and is subsequently called back to work shall automatically be re-instated as a full member of the Club for the remainder of the term for which he or she has previously paid dues.

Section 8. Any member who has violated the rules of this Club, or whose conduct, after having been considered at a meeting of the Board of Directors, shall be held by a majority of all of the Directors to have been injurious to the interests and the welfare of this Club, shall forfeit his membership and rights. Every member before being dropped from membership of this Club shall have due notice and an opportunity to be heard by the Directors.

Section 9. Any member who loses his or her status as a member of this Club under Section 7 hereof shall not be eligible for reinstatement for a period of six (6) months, after which request for reinstatement must be made in writing to the Board of Directors.

ARTICLE III.

MEETING OF MEMBERS

Section 1. The annual meeting of the members shall be held during the month of February of each year, the date to be set by the Board of Directors.

Section 2. At least seven (7) days before the day of any annual meeting of the members, the Secretary will cause written notice thereof to be posted on the E-News, E-Trader or printed media of the corporation, and no other notice of annual meeting shall be required.

Section 3. Fifteen (15) members shall constitute a quorum at annual meetings. In the absence of a quorum, an adjournment may be taken to a date to be fixed at the time of adjournment. The subsequent meeting will not require a quorum. Notice of any adjourned meeting shall be given by the Secretary.

Section 4. The order of business at the annual meetings shall consist of at least:

- (a) Reading of the minutes of last Board of Director's meeting
- (b) Report of the Directors
- (c) Report of the Standing Committees
- (d) Unfinished business
- (e) New business other than elections
- (f) Elections

(g) Adjournment

Section 5. Special meetings of the members may be called by the President or the Board of Directors, and the President shall call a special meeting of the members upon written request of not less than twenty-five (25) members. The Secretary shall give, or cause to be given, written notice of the place, day, hour, and purpose of any special meeting, not less than 10 (10) nor more than fifty (50) days before the date of said meeting, either personally or by mail.

ARTICLE IV.

ELECTIONS

Section 1. deleted; refer to Article V, Section 7

Section 2. At the annual meeting, the President shall call for nominations from the floor, which latter nominations shall likewise be subject to the provisions of Section 1 hereof. When nominations are closed, the vote shall be taken and tallied, and the results announced during the meeting or the following week by communication through E-News, e-mail and/or the E-Trader.

Section 3. Nominations and elections shall be in the following order:

(a) Nominations for board of directors

(b) Election of board of directors

Section 4. No member shall have more than one vote per directorship opening and shall not be entitled to vote by proxy.

Section 5. An announcement of vacant director positions shall be posted at least 3 weeks prior to the annual meeting and published in print media for 3 consecutive weeks prior to the annual meeting. All eligible applicants shall appear on the ballot including space for write-in candidates.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of a minimum of four (4) and a maximum of ten (10) members, all of whom shall be nominated and elected by the Club members at the annual meetings. A Board consisting of a minimum of 4 directors shall be active or appointed members per Section 6 and two (2) of the four (4) directors shall be full members per Article II, Section 1. The term of office for each Director shall be two (2) years. Any Board member who has served a 2-year term may run for re-election for a 1-year term. Any Board member who has filled a vacancy and/or served one year, may be allowed to run for re-election for a 1-year term. Total of Board members serving 1 year terms should not exceed 3 in one year.

Section 2. Any vacancy on the Board of Directors may be filled by appointment by a majority vote of the remaining Directors, with the Appointee to serve only the remainder of the term of the Director being replaced. Appointees must run for re-election at the annual meeting in accordance with Article V, Section 1.

Section 3. Meetings of the Board of Directors shall be in accordance with the following guidelines:

(a) Regular meetings of the Board of Directors shall be held on a monthly basis.

(b) At the first meeting of the Board of Directors, the previous or current President shall open the meeting and ask for nominations to elect or re-elect the position of President. The elected President will conduct the remainder of the meeting and ask for nominations to elect or re-elect the remaining officer positions.

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

(d) The President, or in his or her absence, the Vice President, may call a special meeting of the Board of Directors at any time; and shall do so upon the request of any five (5) Directors.

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

Section 4. The Board of Directors shall have the general direction and control of the affairs of this Club.

Section 5. A majority of all the Directors shall constitute a quorum for the transaction of business at any meeting thereof; but less than a quorum may adjourn from time to time until a quorum is in attendance. Notice of an adjourned meeting shall be given the Directors, as provided in Section 3.

Section 6. The Board shall be composed of the following types of Board Memberships.

- Active Board Member – an L-3 employee who is a member of the E-Club, elected to the Board of Directors at an annual E-Club meeting.
- Appointed Board Member – an L-3 employee or retiree who is a member of the E-Club and is appointed to the board by the remaining board members when a current board member has resigned or otherwise vacated their board position or a vacant board position exists. The appointed board member will serve out the remainder of the year from the time appointed until the next annual E-Club meeting.
- Adjunct Board Member - Appointed by the board. This member may not vote. Helps on projects and events; provides input from a different point of view.

Section 7. The following restrictions apply to the make-up of the Board, either by popular vote or by appointment of the Board.

- A maximum of three retired (L-3) members may serve as Board members but are not allowed to be an officer on the Board. For a minimum board of four members, a maximum of two retired members may serve (see Article V, Section 1) .
- A maximum of four activities clubs' officers may serve as Board members with the following restrictions:
 - A club officer may not serve as treasurer or president of the Board.
 - A single club may not have more than one officer serve on the Board.

Section 8. If the Board of Directors meetings fall into repeated lack of agreement, a Board Member may ask for a vote of confidence from all Board members. The request shall be granted by the President and shall be accomplished by secret ballot or e-mail and may be done at any time. The vote shall be handled by the secretary or treasurer. The secretary shall list all Board Members names on the ballot with a box for confidence and no-confidence. If any board member receives a majority of the quorum vote of no confidence, the Board Member shall no longer serve on the Board. The Board will appoint a replacement.

Section 9. The Board of Directors may, by resolution and a majority vote, designate another individual to act temporarily in the place and stead of any officer who is absent, disqualified, or otherwise unable to perform the duties of his or her office, except where line of succession of officers or the alternate of a directors duties take precedent.

Section 10. If a Board Member is unable to perform his or her assigned tasks, the President may ask for a vote to determine if the person shall continue as a Board member. This vote may be conducted by secret ballot, at the President's discretion. A majority of the quorum vote is required to pass the motion.

ARTICLE VI.

OFFICERS AND THEIR DUTIES

Section 1. The officers of this Club shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors, and such officers may be from their own number. Retiree board members cannot serve as an officer.

Section 2. Officers elected at the first meeting of the Board of Directors following the annual meeting of the members, or elected at subsequent meetings of the Board of Directors, shall hold office for a term of one (1) year or until the election of their respective successors, provided, however, that any person elected to fill a vacancy caused by the death, resignation, or removal of any officer shall be elected to serve only during the remaining portion of the term of such office, or until his or her successor is duly elected.

Section 3. The President shall perform all duties as customarily appertain to the office of President or as he may be directed to perform by resolution and majority vote of the Board of Directors not inconsistent with the provisions of these by-laws.

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

Section 5. The Treasurer shall have custody of all funds, securities, valuable papers, and other assets of this Club. He or she shall provide and maintain full and complete records of all assets and liabilities of this Club. Within ten days after the close of each quarter, he or she shall prepare and submit to the Board of Directors a financial statement showing the condition of this Club as of the close of business on last business day of such quarter, and shall perform such

other duties as he or she may be directed to perform by resolution and majority vote of the Board of Directors not inconsistent with the provisions of law or these by-laws. The President may, in case of the absence or disability of the Treasurer, perform his or her duties and act in his or her stead.

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

Section 7. All checks and other obligations of this Club must be signed by at least two (2) authorized board members.

ARTICLE VII.

EMPLOYEES

Section 1. The Board of Directors may designate and appoint any employee(s) which they deem necessary for the conduct of the business of the Club (except for Active and Associate members of the E-Club Board of Directors), and shall fix any and all salaries that are to be paid that employee(s).

ARTICLE VIII.

GENERAL

Section 1. The Board of Directors may, by resolution and a majority vote, designate another individual to act temporarily in the place and stead of any officer who is absent, disqualified, or otherwise unable to perform the duties of his or her office, except where line of succession of officers or the alternate of a directors duties take precedent.

Section 2. Copies of the organization papers of this Club, its by-laws and any amendment thereto, return of nominations and elections, proceedings of all regular and special meetings of the members and Directors, shall be recorded in the minute books of the Club.

Section 3. All checks to be valid shall be both signed and countersigned in the manner provided above.

Section 4. The books of this Club shall be kept on a calendar year basis, commencing each year on January 1st, and ending on December 31st of the same year.

ARTICLE IX.

DUES

Section 1. The Board of Directors shall, at least thirty (30) days prior to January 1st of each year, determine the amount of dues to be charged for membership in the Club for the next succeeding calendar year and shall have said amount included in a notice and posted on all normal communication (e.g., E-News, e-

mail) or in the printed media (e.g, E-Trader).

Section 2. There shall be no refund of membership dues to any person who loses his or her membership status under the provisions of Sections 4, 5, and 6 of Article II hereof.

ARTICLE X.

SEAL

Section 1. The Club adopts as its Corporation Seal the following:



ARTICLE XI.

Section 1. Amendments or revisions to these by-laws may be adopted by the affirmative vote of a majority of the Directors at any special meeting or at any duly held annual meeting thereof, if the notice of such meeting has contained a copy of the proposed amendment or amendments in substantially the form to be voted upon.

ARTICLE XII.

Section 1. Deleted.

ARTICLE XIII.

Section 1. E-CLUB, INC. shall extend, with the approval of the Board of Directors, sponsorship to various organizations that provide recreational, social, educational or other benefits for the individual members of the club. The organizations sponsored by the E-Club shall be referred to as activities clubs.

Section 2. Sponsored organizations may, at the discretion of the Board of Directors, be granted financial aid. This money can be used for equipment, rentals, entry fees, etc. These organizations may also receive non-financial aid

as the Board of Directors may deem proper. This would include items such as being able to use the facilities, publicity, etc.

Section 3. Organizations requesting financial support under Section 3 of this article shall be required to submit the following:

- (a) Membership list including the employee clock number of the Club member.
- (b) Deleted

ARTICLE XIV.

Section 1. Voting at annual meetings will be limited to members over the age of 17.

ACCEPTED AND APPROVED at March 7, 2011 Board of Directors Meeting.

2011 Board of Directors - Officers

(Signatures)

Dennis Hagler, President

Mitchell Scott, Vice-President

Regina Keeler, Treasurer

Sasha Singuefield, Secretary

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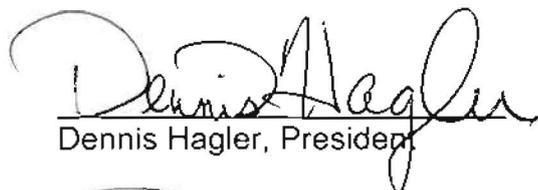
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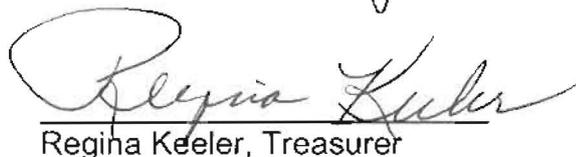
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