



Boeing Leadership Network Articles of Incorporation

1.0 ARTICLES OF INCORPORATION – 1972

(Rev. 1999; 2001; 2002; 2005; 2007; 2010, 2015, 2016, 2017, 2018, 2019, 2021, 2022, 2023, 2024)

ARTICLE I. NAME

The name of this Corporation shall be The Boeing Leadership Network hereto referred to as BLN or the Leadership Network.

ARTICLE II. OBJECTIVES

The Leadership Network shall be nonpartisan, not for profit, not for collective bargaining. Within these limitations, its objectives shall be:

- (a) To encourage a spirit of fellowship, camaraderie, and cooperation among all members of the Leadership Network.
- (b) To provide opportunities for participation in educational activities that inspires members and other employees to enhance their effectiveness, leadership qualities, and awareness of the business environment.
- (c) To provide opportunities for members, employees, and their families to be involved through direct participation and cash contributions in civic, community, and social projects or activities.
- (d) To initiate, sponsor, and implement activities that continue to improve the morale, health, and welfare of all employees and their families.

ARTICLE III. DURATION

The duration of The Boeing Leadership Network shall be perpetual.

ARTICLE IV. NON-PROFIT PURPOSE

- 4.1 GENERAL. This Leadership Network is one that does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

- 4.2 **EARNINGS.** No part of the property or earnings of the Boeing Leadership Network shall be paid or distributed to or inure to the benefit of any private individual member, officer, or member of the Executive Board of the Leadership Network, except as reasonable compensation for goods or services furnished or rendered.
- 4.3 **PROPAGANDA AND LEGISLATION.** No part of the activities of this Leadership Network shall consist either of carrying on propaganda or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of or in opposition to any candidate for public office through endorsement, publication of statements, or otherwise.
- 4.4 **DISSOLUTION.** Upon dissolution of this Leadership Network, any remaining assets and obligations of the Leadership Network shall be transferred to the successor organization, if any, established to assume the functions of the Leadership Network, and if there be no such successor, any assets remaining after payment of Leadership Network obligations shall be transferred to the Employees Community Fund of Boeing Puget Sound, provided it is qualified as an eligible tax-exempt organization as then defined by the Internal Revenue Code.

ARTICLE V. MEMBERSHIP

- 5.1 **TYPES OF MEMBERSHIP.** The following types of membership in the Leadership Network shall be recognized:
- (a) **Members** — Individuals currently on the payroll of The Boeing Company and who satisfy one of the following membership requirements:
- Are currently classified in a manager or executive job classification.
 - Have participated a leadership role or leadership development program as recognized by the Boeing Leadership Network Membership Committee.
 - Are an employee formerly classified in a Boeing management job classification who is not currently a member of the Boeing Leadership Network.
- Membership eligibility shall be considered without regard to race, ethnicity, gender, age, national origin, sexual orientation, gender identity, disability, military/veteran status, or religion.
- (b) **Board Member Approved Exception (Honorary Member)** —Honorary members may be nominated by any active board member and shall be approved by a BLN Executive Board member. Honorary members are Boeing employees who don't qualify to be a member but want to volunteer for BLN. Honorary members will register as Leadership Development Program members, pay dues, and shall be entitled to such rights and privileges of membership.

(c) Retired Members —Members of the Boeing Leadership Network in good standing who retire under the company’s Employee Retirement Plan qualify for a non-dues paying membership with the BLN Retiree Committee (BLNR). Former members who have retired but have lost their membership eligibility through layoff or leave from Boeing may also be granted a non-dues paying membership in the BLNR by the BLNR Board. Retired members, though not paying dues, shall be entitled to all rights and privileges as determined by the BLN Executive Board, except that such members shall not be entitled to vote, hold office, or serve on the BLN Executive Board except as the BLNR Executive Board Liaison.

5.2 **ADMISSION TO MEMBERSHIP.** Any person desiring membership in the Leadership Network shall submit to the Business Manager or designee, via the Leadership Network website or authorized membership enrollment form, a completed authorization form for payment of membership fee and dues by payroll deduction. The Business Manager or designee shall place the applicant’s name on the Leadership Network roster and notify the appropriate Membership Chair. For non-U.S. members, we will strive to collect their dues payments in compliance with Boeing payroll or have region manage their dues and banking independently as advised by Boeing payroll, finance, and/or legal.

5.3 **CANCELLATION, SUSPENSION, AND TERMINATION OF MEMBERSHIP.** Members may cancel their membership by submitting a completed authorization form for cancellation via the Leadership Network website. Any member who fails to pay dues shall, without further notice, be suspended from all rights and privileges of the Leadership Network, and if such failure to pay dues continues for ninety days, his or her membership shall be automatically terminated. The membership of an honorary member who becomes ineligible for membership in the Leadership Network shall be terminated.

5.4 **CONTINUATION OF MEMBERSHIP.** Any member on or after May 31, 1999, shall continue to qualify as an active member regardless of changes in job classification, so long as the member remains an employee of The Boeing Company and continues to pay dues.

ARTICLE VI. EXECUTIVE BOARD

6.1 **GENERAL.** The affairs of this Leadership Network shall be managed and directed by an Executive Board consisting of not less than five (5) nor more than twenty-three (23) persons, the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Board shall be such as are prescribed by the Bylaws of the Leadership Network. None of the members of the Executive Board shall receive any compensation for his

or her services as such. The term “Executive Board” as used in these Articles of Incorporation, the Bylaws, and any other documents of the Leadership Network shall mean “Board of Directors” for any purposes required by law. Also hereto referred to as the “Board.”

6.2 EXECUTIVE BOARD. Each of the following elected officers of the Leadership Network are to be Boeing Executives and shall be a voting member of the Executive Board until his or her respective term of office expires:

- President
- Executive Vice President—Professional Development & Business Networking
- Vice President – Social Connections
- Vice President – Personal Well Being (Emotional, Physical and Financial)
- Vice President – Community Outreach

ARTICLE VII. BYLAWS

The Executive Board shall adopt such Bylaws, not inconsistent with these Articles of Incorporation, as shall be appropriate to the conduct of the affairs of this Leadership Network. The initial Bylaws of the Leadership Network shall be approved by the affirmative vote of a majority of active members of the Leadership Network. Thereafter, such Bylaws may be altered, amended, or repealed, as the purposes of this Leadership Network may from time to time require, (i) by the affirmative vote of a majority of active members participating in a meeting called for the purpose of altering, amending, or repealing such Bylaws regardless of whether such members are present in person or by proxy, (ii) by the affirmative vote of two-thirds of active members returning a proxy ballot created for the purpose of altering, amending, or repealing such Bylaws, (iii) by the affirmative vote of two-thirds of the voting members of the Executive Board participating in a meeting called for the purpose of altering, amending, or repealing such Bylaws, or (iv) by unanimous written consent of all of the members of the Executive Board.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be altered, amended, or repealed in whole or in part as follows: (i) by the affirmative vote of two-thirds of active members participating in a meeting called for the purpose of altering, amending, or repealing such Articles regardless of whether such members are present in person or by proxy or (ii) by the affirmative vote of two-thirds of active members returning a proxy ballot created for the purpose of altering, amending, or repealing such Articles. To be counted, ballots must be received within the timeframe required in the balloting instructions—no less than fifteen (15 days) days from the date of distributing such ballots to the members.

ARTICLE IX. LIMITATION OF BOARD MEMBER LIABILITY

To the full extent that the Washington Nonprofit Corporation Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Board members, a Board member of the Leadership Network shall not be liable to the Leadership Network or its members, if any, for monetary damages for conduct as a Board member. Any amendments to or repeal of this Article IX shall not adversely affect any right or protection of a Board member of the Leadership Network for or with respect to any acts or omissions of such Board member occurring prior to such amendment or repeal. If the Washington Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of Board members, then the liability of a Board member for the Leadership Network shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the Leadership Network.

ARTICLE X. INDEMNIFICATION

10.1 **RIGHT TO INDEMNIFICATION.** Each person who was, is, or is threatened to be made a named party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she is or was a Board member or officer of the Leadership Network or, that being or having been such a Board member or officer or an employee of the corporation, he or she is or was serving at the request of the Leadership Network as a Board member, officer, partner, trustee, employee, or agent of another corporation or of a partnership, joint venture, trust, employee benefit plan, or other enterprise (hereinafter an “indemnitee”), whether the basis of a proceeding is alleged action in an official capacity as such a Board member, officer, partner, trustee, employee, or agent or in any other capacity while serving as such a Board member, officer, partner, trustee, employee, or agent, shall be indemnified and held harmless by the Leadership Network against all expense, liability, and loss (including attorneys’ fees, judgments, fines, ERISA (Employment Retirement Insurance Security Act) excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a Board member, officer, partner, trustee, employee, or agent and shall inure to the benefit of the indemnitee’s heirs, executors, and administrators. Except as provided in Section 10.4 hereof with respect to proceedings seeking to enforce rights to indemnification, the Leadership Network shall indemnify any such indemnitee in connection with the proceeding (or part thereof) initiated by such indemnitee only if the proceeding (or part thereof) was authorized or ratified by the Board

of Board members. The right to indemnification conferred in the Section 10.1 shall be a contract right.

- 10.2 RESTRICTIONS ON INDEMNIFICATION. No indemnification shall be provided to any such indemnitee for acts or omissions of the indemnitee finally adjudged to be intentional misconduct or a knowing violation of law, for conduct of the indemnitee finally adjudged to be in violation of Section 23B.08.310 of the Washington Business Corporation Act, for any transaction with respect to which it was finally adjudged that such indemnitee personally received a benefit in money, property, or services to which the indemnitee was not legally entitled or if the Leadership Network is otherwise prohibited by applicable law from pay such indemnification, except that, if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on indemnification set forth in this Section 10.2 shall be as set forth in such amended statutory provision.
- 10.3 ADVANCEMENT OF EXPENSES. The right to indemnification conferred in Section 10.1 hereof shall include the right to be paid by the Leadership Network the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an “advancement of expenses”). An advancement of expenses shall be made upon delivery to the Leadership Network of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under the Section 10.3.
- 10.4 RIGHT OF INDEMNITEE TO BRING SUIT. If a claim under Section 10.1 or 10.3 hereof is not paid in full by the Leadership Network within 60 days after a written claim has been received by the Leadership Network, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Leadership Network to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the Leadership Network to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article X upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the Leadership Network), and, thereafter, the Leadership Network shall have the burden of proof to overcome the presumption that the indemnitee is so entitled.

- 10.5 PROCEDURES EXCLUSIVE. Pursuant to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and advancement of expenses set forth in the Article X are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.
- 10.6 NONEXCLUSIVITY OF RIGHTS. The right to indemnification and the advancement of expenses conferred in this Article X shall not be exclusive of any other right that any person may have or hereafter acquire under any statute or provision of these Articles of Incorporation or the Bylaws of the Leadership Network, or by general or specific action of the Board of Board members, or by contract or otherwise.
- 10.7 INSURANCE, CONTRACTS, AND FUNDING. The Leadership Network may maintain insurance, at its expense, to protect itself and any Board member, officer, trustee, employee, or agent of the Leadership Network or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether the Leadership Network would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporation Act. The Leadership Network may enter into contracts with any Board member, officer, partner, trustee, employee, or agent of the Leadership Network in furtherance of the provisions of this Article X and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in the Article X.
- 10.8 INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE BOEING LEADERSHIP NETWORK. The Leadership Network may, by action of the Board members, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the Leadership Network (a) with the same scope and effect as the provisions of the Article X with respect to the indemnification and advancement of expenses of Board members and officers of the Leadership Network, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

2.0 BYLAWS

ARTICLE 1.0 ORGANIZATION

To achieve the Leadership Network's objectives for members in separate work locations, the organization of the Leadership Network shall consist of the following:

- 1.1 **EXECUTIVE BOARD.** The Boeing Leadership Network Executive Board is responsible for establishing and ensuring adherence to policy; developing, maintaining, and administering Leadership Network-wide programs; and establishing and maintaining fiscal control of Leadership Network activities. Matters pertaining to the conduct of affairs of a region, or committee, including the maintenance of records, contractual authority, reports, distribution of assets, and related matters, shall be determined by the Executive Board from time to time.
- 1.2 **REGIONS.** Regions shall be responsible for serving the interests of the Boeing Leadership Network members at company locations to be designated by the Executive Board.
- 1.3 **BOEING LEADERSHIP NETWORK RETIREES.** The BLN Retiree Committee is responsible for serving the interests of the retired members.

ARTICLE 2.0 EXECUTIVE BOARD

2.1 **OFFICERS AND DUTIES.** The Executive Board shall consist of the following elected, voting officers: President, Executive Vice President—Professional Development and Business Networks, Vice President—Social Connection, Vice President—Personal Well Being, and Vice President—Community Outreach. Appointed, nonvoting members include, Membership, Treasurer, BLN Retirees Liaison, Secretary, Marketing and Communications Chair, Regional Development Chair, Business Manager, Regional Representatives, and others as deemed necessary by the Executive Board. The duties of these officers shall be as follows:

- (a) **President:** The President shall be the principal executive officer of the Leadership Network and represent the Leadership Network with the company and other organizations. The President shall preside at all meetings of the Executive Board and, with the approval of the Executive Board, appoint Executive Board standing and special committees. With the Treasurer, the President shall have authority to sign all contracts and authorize other financial obligations of the Leadership Network previously approved by the Executive Board. The President and the Treasurer together shall have the authority to delegate in writing all or any part of such authority (including the authority to so delegate) to such person or persons as they may deem advisable.

- (b) Executive Vice President—Professional Development and Business Network:
Responsible for sponsoring programs appropriate for the professional development of BLN members and for broadening the business networks of BLN members. Serves on the Executive Board as an elected officer and acts for the President in his or her absence.
- (c) Vice President—Social Connection: Responsible for the oversight of the execution of all programs and activities that promote social interaction of the members and their families. In addition, has functional leadership for the Social Connection Committee and serves on the Executive Board as an elected officer.
- (d) Vice President—Personal Well Being: Chairs the Personal Well Being Committee, which initiates, sponsors, and implements activities and services that continue to improve the morale, health, and welfare of the Leadership Network members and their families. Serves on the Executive Board as an elected officer.
- (e) Vice President—Community Outreach: Shall be the chairperson of the Community Outreach Committee and be responsible to provide opportunities for members, employees, and their families to be involved in civic and community projects or activities and be the Leadership Network liaison with community and related public organizations. Serves on the Executive Board as an elected officer.
- (f) Chair—Membership: Shall be the chairperson of the Membership Committee, be responsible to encourage a high level of membership in the Leadership Network, and promote a strong, active membership. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.
- (g) Chair—Marketing & Communication: Shall be the chairperson of the Marketing and Communications Committee, be responsible for all official marketing materials and formal communications via social media, Website, InSite and the Newsletter. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.
- (h) Chair—Regional Development Chair: Shall be the chairperson of the Regional Representatives, be responsible to encourage a detailed understanding in the Leadership Network, and promote a strong, active role for regional members. Also responsible for all liaison between regions and the Executive Board and to provide for beneficial exchange of information among regions. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.

- (i) Treasurer: Shall be the chairperson of the Budget Committee, receive all monies taken in by the Leadership Network, and deposit to the credit of the Leadership Network in such depositories as may be approved by the Executive Board. The Treasurer shall pay all Leadership Network bills, keep book accounts of Leadership Network receipts and expenditures, and make such reports to the Executive Board and to the membership as designated by the Executive Board. The books shall be always open to the inspection of the Executive Board and be audited annually. The Treasurer, with approval from the Executive Board, may appoint an Assistant Treasurer to help with these duties. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.
- (j) Regional Representatives: Shall be the principal representatives to the Executive Board for their Region. A region can be any city or state where there is a Boeing employee population, including non-U.S. locations. The Regional Representatives shall be responsible for the advocacy of the Leadership Network and shall be responsible for serving the needs of the Leadership Network members assigned to such Region. The BLN Regional Representatives may appoint such additional officers as deemed necessary for the effective conduct of business to serve on the Leadership Network committees and as required to meet Leadership Network obligations and shall be approved by the Executive Board. The BLN Regional Representatives shall initially be appointed by the Executive Board with future appointments made by the Region's members. Regional groups may appoint a representative of their choosing. All Regional Representatives will serve as nonvoting Executive Board members. Regional Representatives may serve multiple terms.
- (k) BLN Retirees Liaison: Shall be responsible for the advocacy of the Retiree Leadership Network and for the administration of programs and activities, providing programs tailored to their member constituents. BLN Retirees Liaison may appoint such additional officers as deemed necessary for the effective conduct of business to serve on the Leadership Network committees and as required to meet Leadership Network obligations. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.
- (l) Secretary: Shall be responsible for maintaining all Leadership Network historical records, maintaining records of all Executive Board meetings, and supervise the conduct of Leadership Network elections. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.

(m) **Business Manager:** Shall serve as the administrative liaison to the Executive Board, manage the affairs of the Leadership Network Business Office, act as property custodian, and be responsible for publicity of activities/events and communication to the membership, maintenance of the Leadership Network website, oversight of the BLN group distribution mailbox, maintenance of the BLN logo, informational newsletters, and all other printed, electronic, and audio-visual materials. The Business Manager shall also be responsible for expressing the Leadership Network's sympathy upon the illness or death of a member of the Leadership Network. The Business Manager has signature authority in respect to all financial accounts held by the Network and acts as primary contact with financial institutions. Shall be appointed by the Leadership Network President, with the approval of the Executive Board and serve as a nonvoting Executive Board member.

- 2.2 **VACANCIES.** In the event of any vacancy of an Executive Board office caused by the prolonged absence, disability, resignation, or death of an officer, such office shall be filled by appointment of the Executive Board for the balance of the term thereof, except in the case of a vacancy occurring in the office of President, which shall be filled by the Executive Vice President—Professional Development and Business Networks, Vice President—Social Connection, Vice President—Personal Well Being or Vice President—Community Outreach sequentially as available, for the balance of the term thereof. The office of the Regional Representative shall be filled by appointment of the Executive Board.
- 2.3 **MEETINGS.** Regular meetings of the Executive Board shall be held at such times and places as it shall designate to exercise the general control and management of the affairs and properties of the Leadership Network and perform such acts as are necessary to carry out the purposes of the Leadership Network. Special meetings of the Board may be called at any time by the President or at the request of any five members of the Board. Ten days written notice of special meetings shall be given to all members of the Board.
- 2.4 **QUORUM: VOTING.** A majority of the voting members of the Executive Board shall constitute a quorum for any meeting, and each elected member of the Executive Board shall possess one vote in matters coming before the Executive Board. All voting at meetings of the Executive Board shall be by each member and voting by proxy shall not be allowed. The act of majority of the Board present at any such meeting at which a quorum is present shall be the act of the Executive Board.
- 2.5 **ACTION WITHOUT A MEETING.** Any action, required to be taken by the Executive Board, before a scheduled meeting, may be taken without a meeting. Such action shall be set forth by the President and consent must be by unanimous written consent of all members of the Executive Board (entitled to vote with respect to the subject matter thereof).

- 2.6 TERM LIMITS. Executive Board members should not exceed two terms in any one position. Other board positions will not have a term limit.

ARTICLE 3.0 BLN RETIREES

- 3.1 BLN RETIREES, OFFICERS, AND DUTIES. BLN Retirees officers shall consist of the President, Vice President, and additional officers as deemed necessary by the BLN Retirees Liaison. BLN Retirees shall be responsible for additional officers and volunteers to staff the committees and to be event coordinators. BLN Retirees shall also be responsible for advocacy of the Leadership Network, administration of allocated budgets for programs and activities, involving local executives, and providing programs tailored to their constituents.
- (a) BLN Retirees Liaison: Shall be the principal executive officer of the BLN Retirees and represent that organization with the Leadership Network and other organizations. Within the authorization granted by the Leadership Network Executive Board, the President or Liaison shall be responsible for serving the needs and the programs of the BLN Retirees.
 - (b) BLN Retirees Chair for Programs/Activities: The Vice President of the BLN Retirees shall be responsible for carrying out the programs undertaken by BLN Retirees under the overall policy direction of the Leadership Network Executive Vice President. The BLN Retirees Programs/Activities Chair shall carry out the programs of the BLN Retirees under the direction of the BLN Retirees Liaison.
 - (c) Treasurer of BLN Retirees: The Treasurer shall handle the financial affairs of BLN Retirees.
 - (d) Secretary of BLN Retirees: The Secretary shall be responsible for maintaining meeting records of BLN Retirees.
 - (e) Additional Officers: BLN Retirees Liaison may appoint such additional officers as deemed necessary for the effective conduct of business, to serve on the Leadership Network committees and as required to meet Leadership Network obligations. A BLN Retirees Past Liaison may attend meetings and provide transition guidance to the BLN Retirees Liaison as necessary for a term of one year following the term of his or her office.

- 3.2 VACANCIES. In the event of a vacancy of any Regional Representative or BLN Retiree Liaison position caused by the prolonged absence, disability, transfer, resignation, or death of such officer, the following shall apply:
- (a) Regional Representative: A vacancy in the office of Regional Representative shall be filled by appointment of the Executive Board.
 - (b) BLN Retiree Liaison: A vacancy in the position of BLN Retiree Liaison shall be filled by appointment by the BLN President. The appointment to such office shall be for the balance of the term thereof.

ARTICLE 4.0 ELECTIONS AND APPOINTMENTS

- 4.1 EXECUTIVE BOARD ELECTIONS AND APPOINTMENTS OF OFFICERS. The election of Executive Board officers shall be held during May of each year. All such officers shall serve a term of two years beginning July 1 of the year in which elected.

To provide continuity of administration within the Executive Board, the following Officers shall be elected during even years:

Executive Board

President

Vice President— Personal Well Being

Vice President— Community Outreach

To provide additional continuity of administration within the Executive Board, the following Officers shall be appointed to the Executive Board during even years:

Membership Chair

Secretary

BLN Retiree Liaison

The following officers shall be elected during odd years:

Executive Board:

Executive Vice President—Professional Development and Business Networking

Vice President—Social Connection

The following Officers shall be appointed during odd years:

Treasurer

Marketing & Communications Chair

Regional Development Chair

- 4.2 **NOMINATIONS.** Nominations for Leadership Network Executive Board positions shall be made by the members of the Executive Board. A list of those so nominated shall be filed with the Leadership Network Executive Board Secretary no later than the 15th day of April each year.
- 4.3 **BALLOTING.** Ballots for the election of officers shall be e-mailed to all members of the Leadership Network. The nominee for office receiving the greatest number of votes cast shall be elected to the office.
- 4.4 **ELIGIBILITY.** To be eligible for election to an office the individual must be a dues-paying member of the Leadership Network. It is recommended that nominees are Boeing Executives who hold the five Executive Board positions and Senior Manager or above for Chair positions (though not required).

ARTICLE 5.0 COMMITTEES

All Executive Board committees, except as otherwise specified herein, shall be appointed by the Leadership Network Executive Board President with the approval of the Executive Board and report to the Executive Board at such times as the Executive Board may designate. The standing committees of the Executive Board shall be as follows:

- 5.1 **PROFESSIONAL DEVELOPMENT AND BUSINESS NETWORKS COMMITTEE.** The Professional Development and Business Networks Committee shall be responsible for developing and maintaining programs appropriate for the educational development of Leadership Network members. Said committee shall be chaired by the Executive Vice President—Professional Development and Business Networking and include a representative from each Region.
- 5.2 **SOCIAL CONNECTION COMMITTEE.** The Social Connection Committee shall be responsible for developing and administering policies and plans for BLN events. Said committee shall be chaired by the Vice President, Social Connection, and include a representative from each Region. Other participants may include a representative from Professional Development and Business Networks, Community Outreach, Personal Well Being, BLN Retirees, the Treasurer, the Business Manager, and others as needed.
- 5.3 **MEMBERSHIP COMMITTEE.** The Membership Committee shall encourage a high level of membership in the Leadership Network and promote a strong, active membership through the booster network. Said committee shall be chaired by the Membership Chair and include the Membership Officer of each Region or such other representative(s).

- 5.4 **MARKETING & COMMUNICATIONS COMMITTEE.** The Marketing & Communications Committee shall work with other committees to promote the right events with flyers, InSite posts, newsletters, email notifications and other professional means of informing members of upcoming events, changes in BLN, elections, celebrations, and other happenings in BLN. Said committee shall be chaired by the Marketing & Communications Chair and include the Marketing Officer of each Region or such other representative(s).
- 5.5 **PERSONAL WELL BEING COMMITTEE.** The Personal Well Being Committee shall be responsible for developing, promoting, and maintaining a program for the improvement of the health of the Leadership Network members and their employees. Said committee shall be chaired by the Vice President - Personal Well Being and include a representative from each Region.
- 5.6 **COMMUNITY OUTREACH COMMITTEE.** The Community Outreach Committee shall be responsible for encouraging and providing a means for participation of Leadership Network members in worthwhile civic and community activities. Said committee shall be chaired by the Vice President - Community Outreach and include a representative from each Region.
- 5.7 **REGION OR BLN RETIREES' COMMITTEES.** The Regional Representative or BLN Retirees Liaison shall establish such committees as he or she shall deem necessary for the conduct of region or BLN Retirees activities.
- 5.8 **COMMITTEE RESPONSIBILITIES.** No committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Board member or officer of the Leadership Network; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another association; (e) authorize the sale, lease, or exchange of all or substantially all the property and assets of the Leadership Network not in the ordinary course of business; (f) authorize the voluntary dissolution of the Leadership Network or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Leadership Network; or (g) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Board Member of any responsibility imposed upon it, him, or her by law.

ARTICLE 6.0 MEETINGS OF THE MEMBERSHIP

- 6.1 **MEETINGS.** Meetings of the Leadership Network membership may be called by the Executive Board at any time, and the Board shall call a meeting on petition of 5% of the Leadership

Network Members. Meetings shall be held at such place as the Executive Board shall designate from time to time.

- 6.2 **NOTICE OF MEETINGS:** Notice stating the place, day, and hour of the meeting and purpose or purposes for which the meeting is called shall be delivered to each member entitled to vote at such meeting not less than 10 nor more than 50 days before the date of the meeting. If mailed using the United States Postal Service, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to each member's address as it appears on the records of the Leadership Network.
- 6.3 **QUORUM: VOTING.** Ten percent of the Leadership Network members present in person or by proxy at any Leadership Network meeting shall constitute a quorum for the transaction of Leadership Network business. Unless otherwise provided by statute, by the Articles of Incorporation or any amendment thereto, or by the Bylaws, the vote of the majority of the members constituting such quorum shall be binding upon all members and upon the Leadership Network. Members may vote in person or by proxy. A proxy must be executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be effective when received by the Secretary or other officer or agent authorized to tabulate votes. A proxy shall become invalid 11 months after the date of its execution, unless otherwise provided in the proxy.

ARTICLE 7.0 FISCAL MATTERS

- 7.1 **FISCAL YEAR.** The fiscal year of the Leadership Network shall begin on the first day of January of each year and end on the last day of December of the same year.
- 7.2 **MEMBERSHIP FEE AND DUES.** The membership initiation fee and the dues shall be determined by resolution of the Executive Board. The membership fee and dues shall be paid by payroll deduction. Retired members shall be exempt from the payment of the membership fee and dues.
- 7.3 **USE OF MEMBERSHIP FEE AND DUES.** The use of membership fee and dues shall be limited to purposes consistent with Leadership Network objectives as set forth in the Articles of Incorporation. Use of other funds collected (e.g., through voluntary payroll deduction) shall be limited to cover costs of the specific activity for which such funds were collected. Under funding shall be covered by the general fund. Any overage will be placed in the general fund. All or part of the membership fee and dues for members within a Region will be allocated to the Region by the Business Manager and the Executive Board for the support of regional activities. Extra funds can be requested by regions representatives for other events and require approval from the Executive Board.

- 7.4 REVIEW GOVERNING DOCUMENTS. The Executive Board shall conduct a periodic review of all governing documents every five years starting in 2020. This includes a legal entity to review financial and governing documents.
- 7.5 LOANS TO TRUSTEES, EXECUTIVE BOARD, AND OFFICERS. The Boeing Leadership Network prohibits loans or loan guarantees to Trustees, Executive Board Members, or Officers.
- 7.6 CASH MANAGEMENT INVESTMENT POLICY STATEMENT (IPS). The purpose of this Cash Management Policy is to provide a clear statement of BLN's cash management objective, to define the responsibilities of the Treasurer, Executive Board, and any other parties involved in managing BLN's cash investments, and to identify recommended cash reserve and permissible short-term cash investments.

The overall investment objective of BLN is to provide a reasonable return for excess cash reserves in short-term income producing assets while minimizing risk and expense of these investments. Liquidity – maintain the ability to pay obligations when they become due.

Role of BLN Treasurer:

- (a) Ensure that all transactions shall be for the sole benefit of BLN.
- (b) All activity and balances in the primary accounts shall be monitored by the Treasurer's Office to assess the cash necessary to meet daily obligations and ensure adequate funds are available. The level of cash reserves should be maintained to no less than three and a half months of average monthly expenses (or approximately \$350,000).
- (c) The Office of the Treasurer is responsible for the movement of funds between bank accounts maintained by BLN. This includes, but is not limited to:
 - Initiating all wire transfer of funds for general business purposes of BLN.
 - Establishing the daily cash position of BLN.
 - Appropriately funding disbursement accounts for BLN obligations.
 - Moving depository funds for investment purposes of BLN.
 - Bring cash management decisions not expressly permitted under this Policy to the attention to the BLN Executive Board as required by IPS procedures.
- (d) Role of BLN Executive Board:
- (e) The Executive Board has ultimate responsibility for the cash management of BLN's cash assets
- (f) The Executive Board shall review BLN's cash management policy on an annual basis.
- (g) The Executive Board shall conduct an annual review of BLN's investment assets to verify compliance to the cash management policies.
- (h) Any investment that is not expressly permitted under this Policy must be formally reviewed and approved by the Executive Board.

- (i) The Executive Board will endeavor to operate BLN's cash management investments in compliance with all applicable state, federal and local laws.
- (j) Cash investments shall be diversified with a view to minimizing risk.
- (k) General Investment Guidelines
- (l) Cash Optimization – establishing systems and procedures that help minimize investment in non-earning cash resources while providing adequate liquidity.
- (m) Financial Risk Management – monitoring and assisting in the control of BLN's exposure to interest rates, foreign exchange, and other financial risks.
- (n) Types of Securities in which BLN can invest are cash and cash equivalents which include:
 - U.S. Gov't Treasury Bills
 - Bank Certificates of Deposit
 - A+ rated Corporate Commercial Paper
 - Other Money Market Instruments
- (o) If BLN wishes to investigate expanding the types of securities in which the organization can invest it falls under the responsibility of the Executive Board to make a final decision on any adjustments to this IPS.

7.7 RECORD RETENTION POLICY. Banking documents to be kept by BLN Business Manager for three (3) years. All election information, board meeting minutes, and all-member event minutes to be kept for a minimum of five (5) years. Tax documents to be kept for a minimum of seven (7) years and important historical documents, deemed so by the BLN Business Manager, to be kept permanently.

7.8 GIFT ACCEPTANCE POLICY. Any value of gifts must be approved by the Executive Board prior to acceptance.

7.9 FIXED ASSET POLICY. The fixed asset capitalization threshold is \$5,000.00. Any asset costing \$5,000.00 or more will need to be capitalized.

7.10 CODE OF ETHICS AND WHISTLEBLOWER HOTLINE. All Boeing Leadership Network members, Executive Board members, and volunteers will be held to the Boeing Company code of ethics signed annually. If you would like to file a complaint about the organization, you may contact the Business Office at 206-852-1666. If the complaint is about the Business Office or one of its staff, please contact an Executive Board member.

ARTICLE 8.0 AMENDMENTS

These Bylaws may be altered, amended, or repealed in whole or in part by:

- (a) An affirmative vote of a majority of active members participating in a meeting called for the purpose of altering, amending, or repealing such Bylaws regardless of whether such members are present in person or by proxy,
- (b) Unanimous written consent of all active members entitled to vote,
- (c) An affirmative vote of two-thirds of the voting members of the Executive Board participating in a meeting called for the purpose of altering, amending, or repealing such Bylaws, or
- (d) Unanimous written or electronic consent of all the members of the Executive Board.

Notice of a membership meeting or e-mail proxy, for the purpose of changing Bylaws shall include the form of proposed alteration, amendment, or repeal or of any proposed new Bylaw or a summary thereof. To be counted, e-mailed proxies must be received within 30 days following the date of the e-mailing of such proxies to the members.