

# **TRA OPERATING PROCEDURES**

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# TRA Operating Procedure No. 1

## TRA Operating Procedures

Critical rules, responsibilities, and definitions can well appear in the Articles or By-Laws, but implementation specifics or interpretations would unnecessarily clutter those key documents. Any changes at any level of detail would require a general mailing and majority vote of the entire membership. It is a simple fact that some documentation regarding details is prudent but the governing Board must be in a position to deal with day to day issues within constraints of Articles and By-Laws.

This initial Operating Procedure authorizes implementation of a structured family of written rules, definitions, clarifications and explanatory material to document decisions of the Board on questions that come before it. The intent is to record and retain those decisions to be used as guidance in future activities of the Association without forcing each resurfacing question to be researched and debated over and over again by each new Board.

Roberts Rules of Order call them Standing Rules. TRA will simply call them OPERATING PROCEDURES. They will be binding on all TRA members unless and until either modified or rescinded by the then-standing Board.

The subject and content of an Operating Procedure may result directly from a decision of the Board in the course of normal business. It may be the product of a study directed by the Board, or it may be suggested by an individual who is working through a problem. In any event, any new Operating Procedure, modification or rescission must be reviewed in its final form and receive majority approval of the Board. Similarly, any modification or rescission of an Operating Procedure requires a majority vote of the then-standing Board.

In case of conflict between an Operating Procedure and the Association's Articles or By-Laws, the latter shall prevail.

An Operating Procedure, once approved, becomes a directive to TRA officials and members regarding the manner in which the subject should be processed. To insure that such action is taken only with due and thoughtful consideration: approval, modification and rescission actions will require a two-step process:

- First, a proposed Operating Procedure (new, modification or rescission) will be submitted to the Board at a scheduled board meeting along with pro and con discussions. A vote may or may not be taken to assess the level of interest, but it will not be binding at that time. In time-critical situations the President may ask for a temporary authorization pending step two action described below. The temporary authorization will require a two-thirds favorable vote.
- Second, the proposed new, modification or rescission of an Operating Procedure shall be reconsidered and a final vote taken at the next regular Board Meeting. A majority favorable vote is required for adoption.

Each Operating Procedure will be numbered and/or coded consistent with the structure established, and will bear the date of approval by the Board. Any modifications or rescission will similarly be recorded in the Procedure. An index and cross-referenced directory will be maintained.

**Submitted for Board Approval  
(Dates unreadable)**

# TRA Operating Procedure No. 2

## Articles/By-Laws Change Process

Any member may submit a suggested change for consideration by the Committee designated by the Board to consider such actions. The Board may direct review of either selected section(s) or a broad general review.

The committee will report its position on the suggested change to the Board within 90 days of its receipt. Committee rejection is final unless overruled by the Board.

Changes will be placed on the ballot when:

- 1.) Two-thirds of the full Board votes for its inclusion, or
- 2.) Eighty (80) members in good standing or 2% of the qualified members as of the end of the sixth month of the fiscal year – whichever is greater – petition regarding the change. The committee will judge whether the individual petitioner(s) is addressing the specific subject of the change.

Qualifying changes will be placed on the annual ballot with limited pro and con arguments. The Board vote on the proposed change will be indicated on the ballot.

A special election at any other time may be authorized by two-thirds (2/3) vote of the full Board. It will specify a cut-off date. At least 30 days will be allowed for return of the ballot. Results will be reported to the Board for confirmation at the next regular or special meeting following the cut-off date.

Changes will become effective immediately upon confirmation by the Board unless specified differently on the ballot.

**Initially approved by the Board in 1996.  
Modification submitted to the Board 5/18/00  
Modification Approved by the Board 6/15/00  
All actions to date reconfirmed 7/20/00**

# TRA Operating Procedure No. 3

## Eligible Retirees

NGST/NGMS Retirees, as defined by the TRA (“Association”) Articles and By-Laws, are welcome and encouraged to become “members” of the Association at any time. Incentives are provided for initial membership.

Their status as “retirees” is established by their service and the formal actions of NGST/NGMS to recognize the fact of their retirement. The Association does not presume to add or detract in any way from that status or the requirements that define it.

Member and non-member retirees alike share the rich sense of contributions NGST/NGMS along with memories of individual episodes of trauma and elation over the years. All are part of the same brotherhood. Accordingly, all retirees are welcome to participate in open events conducted by the Association alone or in conjunction with NGST/NGMS.

Where costs are a factor, non-members may be subject to a charge or surcharge appropriate to the event. Members will have priority for TRA-sponsored activities. Non-members will not receive regular Association publications, and will not be eligible to hold office or to vote on Association matters.

**Submitted to the Board for Review 5/18/00**  
**Approved by the Board 6/15/00**  
**Reconfirmed for the record 7/20/00**

# TRA Operating Procedure No. 4

## **Quorums**

Except where specified otherwise in the Association Articles and By-Laws (ex: at the Installation Meeting), or as authorized by future Board action, a simple majority of the body calling a meeting shall constitute a quorum for the conduct of business. This is consistent with guidance in Roberts Rules of Order.

**Submitted to the Board for Review 5/18/00**

**Approved by the Board 6/15/00**

**Reconfirmed for the record 7/20/00**

# TRA Operating Procedure No. 5

## **Payment of Dues**

“Members shall pay annual dues in an amount established by the Board of Directors” per the Association By-Laws. This provides significant latitude in regard to amount, discounts, hardship, incentives, rewards and exceptions or honors so long as the action is approved by the Board.

In view of the potential fiscal impact and/or adverse reaction of the membership, a **2/3** vote of the Board will be required for approval of such actions.

**Submitted to the Board for Review 5/18/00**

**Approved by the Board 6/15/00**

**Reconfirmed for the record 7/20/00**

# TRA Operating Procedure No. 6

## Nominations

As early as possible in the fiscal year, the President will nominate and the Board will approve a Nominations Committee in accordance with the Association By-Laws.

The Committee will receive and consider suggestions from any source including individuals regarding themselves. They will seek suggestions from past and present officers, committee chairs, and members of long standing and/or those who are recognized as especially knowledgeable about capabilities and performance of candidates. Members of the Nominating Committee may become candidates for any position, but may not vote on their own candidacy. The Committee Chair may elect to hold secret ballots at any time. Majority vote shall prevail in Committee deliberations.

The Committee should consider a wide variety of factors, which may differ from one office to another. President and Vice President candidates require both people and organizational skills, a demonstrated will to perform effectively, and a grasp of TRA objectives. Technical skills appropriate to the task are essential for the Treasurer and Secretary. A charged mix of new and old: thoughts, age, TRA experience, background in TRW/NGST/NGMS promise of future strength – will stimulate the Directors At Large, collectively to balanced and creative action. Race, creed, sex, or politics of the candidate shall not be considered. Ability to work with others, demonstrated willingness and ability to participate regularly, clear thinking and open-mindedness are attributes to be sought in every position. Area of residence, when it could possibly hinder the candidate's ability to participate fully, should be considered and discussed with the candidate.

Only those who agree in advance to accept the position if elected may be nominated. This provision shall not prevent a candidate from accepting higher office or a position deemed by the Board to be of greater benefit to the Association.

The Committee shall submit to the Board one to three nominees per ballot position. The Board may vote as a slate or by individual. If approved by a majority of the Board, they shall be placed on the ballot.

If a qualified candidate for a position is supported by 50 or more signatures of members in good standing and presented to the Board before the vote on the Committee report, that nominee will be placed on the ballot.

The Board may act independently by 2/3 vote of the whole Board to place a candidate on the ballot regardless of Nomination Committee recommendations.

All nominees appearing on the ballot will be asked to provide biographical and background information along with appropriate position statements. They must be advised of allowable length and due date for such material. Failure to meet specified criteria will make the submitted material subject to editing for publication.

In the event that candidates or slates of candidates may represent larger issues, the Nomination Committee may recommend and/or the Board may authorize pro and con arguments to be published with the ballot.

**Submitted to the Board for Review 5/18/00**

**Approved by the Board 6/15/00**

**Reconfirmed for the record 7/20/00**

# TRA Operating Procedure No. 7

## Committees

The By-Laws require and authorize the President, with approval of the Board, to appoint and staff Standing and Ad-hoc committees. Those committees were not named. Nevertheless, committees essential to protection of officers and members, and needed to assure timely operation of the Association under unforeseen circumstances must be in place at all times. Thus, the following Standing Committees will be required. They should be appointed immediately upon installation of new officers. Failing that – by definition – Standing Committees, once appointed, continue to function until they are replaced.

**Executive Committee** to provide capability for prompt action in emergency situations.

- A.) The Board of Directors may designate the Immediate Past President and three other of its members as an Executive Committee, and may delegate to this committee powers to transact business of the Association when the Board is not in session.
- B.) Meetings of the Executive Committee may be called by any of its members as deemed necessary.
- C.) The Executive Committee shall not overrule, rescind or revoke any actions previously voted by the Board. Actions taken shall be fully reported in minutes circulated to the Board of Directors prior to the next Board meeting.

**Finance Committee** to maintain ongoing oversight of financial responsibilities of the Association.

The Finance Committee will counsel the Treasurer, help develop the TRA annual budget, review fiscal performance of the Association, and perform other duties at the discretion of the TRA Board.

**Other Standing Committees** may be established by the Board. They will continue to function until replaced, or until the Board rescinds the designation of “Standing Committee”.

(While the following are not recommendations at this writing, they have been considered “standing” at other times and by other organizations: **Policy, By-Laws, Program, Social, Communications, Chapter Development, Travel, Investment, Building Fund, Office Management, Bereavement, etc.**)

Ad-hoc Committees may be formed with approval of the Board, and will cease to function upon installation of the new Board unless reappointed by the then-sitting Board.

**Submitted to the Board for Review 5/18/00**

**Approved by the Board 6/15/00**

**Reconfirmed for the record 7/20/00**



# TRA Operating Procedure No. 8

## **Immediate Past President**

The Immediate Past President office was established to insure that, to the extent possible, actions and objectives of the immediate prior TRA administration can be recognized and explained by the theoretically most knowledgeable spokesman for that regime – the past president. It should mitigate heavily against abrupt, disruptive changes hastily made by a new administration. It should contribute to smooth transitions. It follows that only the president of the immediately preceding administration can hold this office.

The individual functions as a Director at Large with unique credentials consistent with his/her past performance, and one worthy of some deference and special consideration of his/her views.

It qualifies as an elected office because election to the presidency automatically carries with it entitlement to be Immediate Past President. The office can be vacated by the subject holding another Board level office, by the subject electing not to serve, or by removal from office by 2/3 vote of the entire Board in accordance with the By-Laws.

If the office is vacated and the Board elects to fill the vacancy, the replacement will be a Director at Large. Whether or not there is an Immediate Past President on the Board, we must comply with the provision in By-Law II that “at no time will there be an even number of voting members on the Board of Directors...”.

**Submitted to the Board for Review 5/18/00**  
**Approved by the Board 6/15/00**  
**Reconfirmed for the record 7/20/00**

# TRA Operating Procedure No. 9

## New Member Incentive

TRW/NGST/NGMS Retirees, as defined in the Association Articles and By-Laws, who have not previously been members of the Association, may be granted free membership for the remainder of the calendar year in which they join plus the following calendar year.

**Approved by the Board 3/23/00**

**Reconfirmed for the record 6/15/2000 and 7/20/2000**

# **TRA Operating Procedure No. 10**

## **Order of Precedence**

**The order of precedence recognized by the Association is:**

- **Articles of Association**
- **By-Laws**
- **TRA Operating Procedures**
- **Roberts Rules of Order**

**Submitted to the Board for Review 5/18/2000  
Approved by the Board 6/15/2000  
Reconfirmed for the record 7/20/2000**

# TRA Operating Procedure No. 11

## Signing of Checks and Payment of Expenses

Whenever possible, payment of all bills and expenses should be approved in advance by the Board.

When circumstances require, the Treasurer is authorized to pay TRA's legal obligations which are included in the approved annual Budget so long as those payments are presented to the Board for concurrence at the next regular meeting of the Board.

The Treasurer may pay normal incidental expenses or bills under \$100.00 that are not included in the approved annual Budget, if special circumstances warrant. A report of these payments shall be made to the Board at their next regular meeting.

As guidance to the Treasurer for future decisions, the Board will be the final judge whether the above referenced bills are included in the approved annual budget and whether circumstances warranted the special action by the Treasurer. The Board may rescind this special authority by majority vote.

**Submitted for Board Consideration 7/20/2000**

**Approved by the Board \_\_\_\_\_**

# TRA Operating Procedure No. 12

## TRA E-mail Policy

TRA maintains a directory of e-mail addresses for TRA members. Members who wish to have their e-mail addresses included in this directory must send TRA an e-mail requesting to be included. This list provides:

- 1) an easy way for TRA members to communicate with other members via e-mail,
- 2) a way of informing members of information of interest, such as Retiree Benefit changes and meetings of NGST/NGMS Retirees.

The names of members who participate in this e-mail directory are available on the TRA web site. To avoid unwanted use of our E-mail Directory, only the names are listed at this site. Any TRA member can get the e-mail address of anybody on the list simply by requesting it.

TRA does not send the entire list to individuals. However, special lists by selective zip codes, are available to any existing or organizing TRA Retiree Group throughout the United States upon request.

TRA does not include the e-mail addresses in their membership directory. Typically, we publish the directory once every four years. E-mail addresses change very frequently, so the directory information would become obsolete very quickly. In addition, a published list can easily fall into the wrong hands and be used for other than private communications between members.

Submitted to the Board for Review 3/15/2001  
(This policy has already been transmitted to all currently listed  
E-mail addresses and is currently (3/15/01) maintained on the TRA Web  
Site)  
Scheduled for Board vote at 4/19/2001 meeting

# TRA Operating Procedure No. 13

## Provisional Change of Name to “TRA”

The acquisition by Northrop Grumman Corporation includes all those elements of TRW from which our membership has – up to that time – been drawn. The Board recognizes that there will be many, perhaps significant, changed relationships and operations between the Corporation and the Association.

While retaining the Association’s independent nonprofit status, it is the Board’s intent to welcome the new relationship and to facilitate in every way a continuing mutually beneficial interaction.

Our Articles of Association accommodate such new relationships in Article 4. This states “...All retirees and spouses of deceased retirees from TRW Defense and Space Sector *and all predecessor and successor organizations* [italics added] are eligible for membership.” (Note the reference to the Sector existing at the time the Association was founded in 1989.) Future retirees of Northrop Grumman’s Space Technology Sector and Mission Systems Sector are welcome and encouraged to join the Association.

Lest it appear that the Association somehow declined to participate with Northrop Grumman, it seems appropriate to remove “TRW” from the title of the Association. The Board of Directors, acting in what they feel is in the best interest of the membership, has voted unanimously therefore to refer to and to identify the Association simply as “TRA.” The letters will have no prescribed significance, but may be considered an acronym for “The Retirees’ Association.” It will continue to be appropriate to refer to “the Association.”

It will, of course, be necessary to finally validate the change of name by a vote of the membership. There are several other editorial changes in the Articles and By-Laws that will be necessitated by the change of title. As the relationship between Northrop Grumman and the Association becomes clearer, yet more changes may become prudent. Considering the effort and expense of conducting a formal notice and vote process, the Board proposes to defer such a vote until the situation and nature of the relationship is better understood.

After discussion and approval in the February, March, and April Board Meetings; the President directed formal recognition of this Name Change action. This Operating Procedure was therefore prepared for vote at the May 2003 meeting of the Board.

**Voted upon and Approved 22 May 2003  
Kay Burton, President**

# TRA Operating Procedure No. 99

(Standard heading, 26 point type, Centered, Bold, Upper and Lower Case,  
Number assigned in sequence as processed pending further coding at a later date)

**Title of This Procedure** (Title is 16 point, aligned left, bold, underlined, upper and lower case)

## Text or Text

(Text will normally be in 12 point type, left aligned. Use 12 or 10 point type as appropriate along with adjusting borders and spacing to confine each document to one page whenever possible. Insert illustrations as needed.)

## Sub Headings

(Subheadings within text will be 12 point bold, left aligned  
Unless context requires otherwise.)

Submitted and approval modification dates  
(10 point type in lower right corner of the document)

