

AMENDED AND RESTATED BY-LAWS OF
LABORATORY RETIREE GROUP, INC.

A Non-Profit Corporation

Revised: January 18, 2023

ARTICLE I

Name and Location of Office

The name of this corporation is LABORATORY RETIREE GROUP, INC. (the "Corporation" or "LRG"). The principal office of the LRG in the State of New Mexico shall be located in the County of Los Alamos. The LRG may have other offices, either within or without the State of New Mexico, as the business of the LRG may require from time to time.

ARTICLE II

Objectives and Dedication

The LRG is organized and incorporated under the laws of the State of New Mexico to operate as an exempt organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any Officer or Director. The LRG is primarily dedicated to the promotion of social welfare of retirees of Los Alamos National Laboratory. Subject to the foregoing, LRG may also engage in all other activities which are permissible by law.

ARTICLE III

Membership and Conduct of LRG Business

Section 1. Members. LRG shall have two classes of members: (1) Active Members and (2) Friends. The qualifications and rights of members of each class shall be as follows.

Section 1.1. Active Members are those people who meet Eligibility requirements. To be eligible for Active membership, a person must be age 50 or older and work for, have worked for, or have retired from, the prime contractor responsible for operation of the Los Alamos National Laboratory. Widows or widowers of deceased Active members are also eligible for Active Membership. In addition, all Active Members must pay Annual dues. Active members have the right to vote and can serve on the LRG Board of Directors. Active Members receive copies of LRG's Annual Directory and copies of LRG's newsletter "The Main Gate", which is published three times a year.

Section 1.2. Friends of LRG are people who support the purposes of LRG and who pay Annual dues. Friends receive LRG's newsletter "The Main Gate", which is published three times a year. Friends do not receive LRG's Annual Directory, and are not eligible to vote or serve on the LRG Board of Directors.

Section 1.3. Dues and Fees. Annual dues, initiation fees and other membership assessments shall be determined by an affirmative vote of a majority of the Board of Directors as deemed necessary by such Board of Directors.

Section 2. Annual Meeting. The annual meeting of the members of LRG shall be held on a convenient day in May as determined by the Board of Directors after a determination that suitable meeting facilities are available to maximize attendance by members.

Section 3. Special Meetings. Special meetings of the members may be called by the President, the Secretary, by a majority of the Board of Directors, or by the board within fifteen (15) days of receiving a petition signed by at least ten percent (10%) of the then-current Active members of LRG, as verified by the secretary and one other member of the Board of Directors appointed by the President.

Section 4. Place of Meeting. The President or the Secretary may designate any place, either within or without the State of New Mexico, as the place of meeting for an annual meeting or for any special meeting. Any meeting may also be conducted partly or fully by virtual or remote participation, such as by internet conference or teleconference.

Section 5. Notification of Members Meetings. Notification of members' meetings shall be sent to every member by mail, fax or email. Notification shall be made at least ten (10) days but not more than fifty (50) days prior to the date of such meeting and shall include the date, time, and place, and the Topics of such meeting.

Section 6. Quorum of Members. At any meeting of LRG Members, at least thirty-one (31) or five percent (5%), whichever is less, of Active members who attend in person, virtually, or by proxy, shall constitute a quorum. A lesser number may adjourn any meeting, and the meeting may be held as adjourned without further notice; provided, however, that Directors shall not be elected at meetings so adjourned. When a quorum is present at any meeting, a majority of the members represented thereat shall decide the question stated in the notice given to members, unless the question is one upon which by express provision of law, the Articles of Incorporation, or these By-Laws, a larger or different vote is required, in which case such express provision shall govern and control the decision of such question. No question other than that stated in the Notice of the meeting shall be considered by the members.

Section 7. Voting. Each Active member who has paid their current dues shall have the right to vote in all special meetings and the annual meeting of the members.

Section 8. Absentee voting and Proxies. At all meetings of LRG members, a member may vote on a particular issue or issues by absentee ballot executed in writing by the member. A member may execute in writing a proxy authorizing another member to vote in their behalf on any or all issues.

Such proxy or absentee ballot shall be filed by the member, their designee, or the designated proxy with the Secretary of LRG before or at the time of the meeting.

Section 9. Guests and Visitors. All meetings of the members shall be open to the public. Guests may be invited to functions and meetings by any attending member.

Section 10. Behavior of Attendees at Meetings. Attendees at LRG meetings, whether Active members, Friends, Guests, Visitors, or the Public, must conduct themselves in a civil manner and with respect for other attendees. The presiding officer at any meeting shall, after issuing a caution and if the behavior continues, cause the removal of any person from any meeting at which that person is disruptive to the orderly conduct of that meeting.

ARTICLE IV

Board of Directors

Section 1. Number, Tenure, and Qualification. Directors shall be elected by the members of LRG at an annual meeting. Newly elected Directors shall assume their duties at LRG's first regular meeting of the Board of Directors held after the annual meeting. The number of Directors of LRG shall be at least three (3) and no more than twenty (20). Each Director shall hold office for a three (3) year term except that the initial Board of Directors shall consist of five (5) Directors being elected for three (3) year terms, five (5) Directors being elected for two (2) year terms and five (5) Directors being elected for one (1) year terms. Directors shall serve the term for which they are elected, until they resign their Directorship, or until they are removed per Section 5 below. Directors must be Active Members of LRG, but need not be residents of New Mexico.

Section 2. Management. The Board of Directors shall manage the business of LRG. In the management and control of the property, business, and affairs of LRG, the Board of Directors is hereby vested with all the powers possessed by LRG itself, so far as this delegation of authority is not inconsistent with laws of the State of New Mexico, the Internal Revenue Code, the Articles of Incorporation of LRG, or with these By-Laws.

Section 3. Resignations and Vacancies. Any Director may resign by giving written notice to the Secretary of LRG. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of LRG if no date of resignation is specified. Any vacancy in the Board may

be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office or for the duration specified by the Board in the case of an increase in the number of Directors.

Section 4. Compensation. The Directors shall not receive compensation for their services as Directors, but the Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors on behalf of LRG.

Section 5. Removal of Directors. A Director of LRG may be removed for good cause shown by a vote of two-thirds (2/3) of all of the current Directors.

ARTICLE V

Meetings of the Board of Directors

Section 1. Regular Meetings. The regular meetings of the Board of Directors shall be held without other notice than these By-Laws on the third Wednesday of each month at a regular place selected by the Board of Directors or through virtual capability. The Board of Directors may provide, by resolution, the time and place, either within or without the State of New Mexico, for the holding of regular meetings without notice other than such resolution.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or at least one-tenth (1/10) of the current Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any physical place, or virtual meeting arrangement, for holding any special meeting of the Board of Directors.

Section 3. Annual Meeting. The annual meeting of the Directors shall be held in conjunction with the annual meeting of the LRG membership of each year for the purpose of electing new officers and the transaction of such business as may come before the meeting. In the event that such annual meeting of the board is omitted by oversight or otherwise not held on the date herein provided for, the Board of Directors shall cause a meeting of the board in lieu thereof to be held as soon thereafter as conveniently may be, and any election or business transacted at such meeting shall be as valid as if transacted or held by the board at the annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 4. Notice. Notice of any special meeting of the Directors shall be given at least two (2) days beforehand by written notice, which includes FAX or e-mail, to each Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business

because the meeting is not lawfully called or convened. Except as otherwise provided by these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Attendance and Quorum. Directors may attend any meeting of the Board of Directors either in person or through a form of remote or virtual attendance, such as by internet or teleconference. At the start of the meeting, the attendance of a majority of the current Directors, whether in person or by remote means, shall constitute a quorum for the transaction of business. Those present shall adjourn the meeting.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is satisfied shall be the act of the full Board of Directors, except as provided by law or by these By-Laws.

Section 7. Action By Consent. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

Section 8. Participation remotely. As described in Section 5 above, any Board member may participate in a meeting of the Board by remote or virtual means. Any Board member who participates by such means shall be considered to be present in person at the meeting.

Section 9. Conflicts of Interest. Any LRG Director who has a financial or decision-making interest in a contract or transaction between LRG and any other organization must disclose this fact to the other Directors, and must recuse themselves from any further discussion or vote on this issue by the LRG Board of Directors. This requirement for notification and recusal extends to the family of an LRG Director to the second degree of consanguinity (for example, spouse, spouse's brother, children, and parents). The recusal shall be entered in the record. The remaining members of the Board of Directors must satisfy the Quorum requirement during their discussion and vote on the issue. Otherwise, the vote of the Directors is invalid.

Section 10. Rules of Order. The procedures for conducting all meetings shall be informal but loosely based upon Robert's Rules of Order and shall be applied at the discretion of the presiding officer.

ARTICLE VI

Committees of the Board of Directors

Section 1. Executive Committee. The Executive Committee shall be composed of all of the Officers of LRG. Between the meetings of the Board

of Directors, the Executive Committee shall have the power of and exercise the authority of the Board of Directors in the management of LRG, except as to the election or removal of Officers or Directors of LRG, the amendment or repeal of these By-Laws or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of LRG or these By-Laws to act.

The Executive Committee shall advise the Board of Directors on all significant matters pertaining to the affairs of LRG and shall have and may exercise such specific power and perform such specific duties as prescribed by these By-Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. The Executive Committee shall report its actions to the board at the next regular or annual meeting and shall request ratification of any actions not directed by the Board.

Section 2. Other Committees. Other committees may be appointed by the President with the concurrence of the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of LRG. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision or alteration by the Board of Directors provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board of Directors. Any such committee may act by a majority of its members present at a meeting or by writing or writings signed by all of its members.

Section 3. Chair. One member (or more) of each committee shall be appointed Chair (or co-chairs) by the President.

ARTICLE VII

Advisory Board

LRG may have an Advisory Board made up of ex-officio Directors who shall be elected by the Board of Directors at the annual meeting. The ex officio Directors may advise and consult with the Board of Directors but shall have no vote on any LRG matter.

ARTICLE VIII

Officers

Section 1. Number. The Officers of LRG shall consist of persons designated to perform the duties of the following: President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be

elected in accordance with the provisions of this Article and must be members of the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of LRG shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual Membership meeting. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new Officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until the next annual Membership meeting, until they resign, until they are unable to carry out the duties and responsibilities of the Office, or until they are removed in the manner hereinafter provided. Any Officer may succeed himself or herself.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors for cause or whenever in the Board of Directors' judgment the best interests of LRG would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of LRG. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all deeds, mortgages, extension agreements, modification of mortgage agreements, leases, and contracts of LRG. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate. The President shall be an ex-officio member of all committees and shall preside at all meetings of the Board of Directors.

Section 6. Vice-President. Except as specially limited by vote of the Board of Directors, the Vice President shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all deeds, and contracts of LRG during the absence or disability of the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors shall designate.

Section 7. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers (including the Certificate of Incorporation and By-Laws of LRG), and documents of LRG and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of LRG in such bank or banks as the Board of Directors shall designate. The Treasurer may endorse for deposit or collection all checks and notes payable to LRG

or to its order, and may accept drafts on behalf of LRG. The Treasurer shall keep accurate books of account of the LRG's transactions which shall be the property of LRG, and shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall prepare an annual budget and present it to the Board of Directors for approval.

Section 8. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In the Secretary's absence at any meeting an Assistant Secretary or a Secretary Pro Tempore shall perform such duties thereat.

Section 9. Assistant Treasurer(s). The Board of Directors may appoint or may authorize Assistant Treasurer(s) to perform such duties as shall be assigned to them by the Board of Directors.

Section 10. Salaries. The Officers shall not receive compensation for their services as Officers, but the Board of Directors may authorize reimbursement for expenses incurred by the Officers in connection with the performance of their duties as Officers on behalf of LRG.

ARTICLE IX

Contracts. Loans. Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and for the behalf of LRG, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of LRG and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Financial Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of LRG, shall be signed by such Officer or Officers, Agent or Agents of LRG and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of LRG not otherwise employed shall be deposited from time to time to the credit of LRG in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X

Fiscal Year

The fiscal year of LRG shall be the period beginning January 1 and ending on December 31 of each year.

ARTICLE XI

Corporate Seal

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of LRG.

ARTICLE XII

Dissolution

If the Board of Directors determines that LRG is no longer able to function as an organization, that LRG lacks sufficient membership, or that LRG lacks sufficient financial resources, the Board may vote to dissolve LRG as an organization. Such a vote must be by two-thirds (2/3) of the current members of the Board. Before making the decision to vote to dissolve LRG, the Board must send notice to members that dissolution of LRG is being contemplated. Upon dissolution of LRG, the Board of Directors shall, after paying or making provision for the payment of all liabilities of LRG, transfer or convey all of the remaining assets of LRG to one or more domestic non-profit organizations, as shall then be exempt organizations within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE XIII

Notices

Section 1. Notices. Whenever written notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any Director or member of a committee, such notice may be given by mail, addressed to such Director or member of a committee, at such person's address as it appears on the records of LRG, with postage thereon prepaid. Such notice shall be deemed to be given three (3) days after the time when the same shall be deposited in the United States mail. Notice may instead be given by FAX or by e-mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any Director or member of any committee, a waiver of notice in writing, and signed by

the persons or persons entitled to said notice, shall be deemed equivalent thereto, whether before or after the time stated therein.

ARTICLE XIV

Indemnification of Officers and Directors

Section 1. Power to Indemnify in Actions, Suits or Proceedings. LRG shall indemnify a person who was or is a party to, or is threatened by a pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of LRG) by reason of the fact that such person is or was a Director or Officer of LRG, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in the settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the extent provided by the provisions of the New Mexico Non-Profit Corporation Act, as such act shall be amended from time to time.

Section 2. Insurance. LRG shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not LRG would have the power or the obligation to indemnify them against such liability under the provisions of this Article XIV.

ARTICLE XV

Amendments

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the Board of Directors of LRG, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors then in office at a duly noticed regular or special meeting of the Board of Directors.

By:

Alan Wadlinger

[Alan Wadlinger \(Mar 1, 2023 09:31 MST\)](#)

Alan Wadlinger

LRG President

ATTESTED BY THE BOARD OF DIRECTORS:

Alan Wadlinger

Alan Wadlinger

Alan Wadlinger (Mar 1, 2023 09:31 MST)

David Schiferl

David Schiferl

Norman Delamater

Norman Delamater

Norman Delamater (Mar 1, 2023 20:25 MST)

David Janecky

David R. Janecky

Paul Lewis

Paul S. Lewis

Paul S. Lewis (Mar 1, 2023 21:01 MST)

Paul & Martha (Sue) Elkins

Paul & Martha Elkins

Paul & Martha Elkins (Mar 1, 2023 21:22 MST)

Leigh House

Leigh House

Leigh House (Mar 2, 2023 11:15 MST)

Bob Meier

Robert Meier

Robert Meier (Mar 2, 2023 13:21 MST)

Morris Pongratz

Morris B. Pongratz

John Stewart

John Stewart

John Stewart (Mar 5, 2023 16:59 MST)

Sheila Girard

Sheila M. Girard

Sheila M. Girard (Mar 6, 2023 18:06 MST)

CERTIFICATION OF SECRETARY

The undersigned Secretary of LABORATORY RETIREE GROUP, INC. hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Board of Directors of LRG at a duly noticed meeting.

Sheila M. Girard

Sheila M. Girard (Mar 6, 2023 18:06 MST)

Sheila Girard
Secretary