

ARTICLE i - Name

The name of the Organization shall be "HP ALUMNI ASSOCIATION, INC.," a non-profit, mutual-benefit organization incorporated in the State of California.

ARTICLE ii - Purpose

- A. The objective of the Organization is to provide a private membership community for former HP employees to network and share best practices that can enhance their careers, lives and communities.
- B. It achieves this by:
 - Providing programs and services that are of mutual benefit and interest to the members of the HPAA.
 - Promoting membership to former HP employees and encourage involvement in HPAA events.
 - Fostering the core values of the organization and its members including:
 - Trust and respect for individuals.
 - A high level of achievement and contribution.
 - Conducting business with uncompromising integrity.
 - Achieving our common objectives through teamwork.
 - Encouraging flexibility and innovation.
 - Providing opportunities which support alumni in new endeavors

ARTICLE iii - Limitations

- A. The Organization shall have no power or authority over its Members, except as specified under "MEMBERSHIP". The Organization shall not be responsible for the actions of any of its Members or delegates to its sessions.
- B. The Organization is an independent group separate from Hewlett-Packard Company.
- C. The Organization will be run as a mutual-benefit non-profit California Corporation officially filed as the HP Alumni Association, Inc. which will be commonly known as either the "HP Alumni Association" or "HPAA."

ARTICLE iv - Membership

- A. Membership
 1. Qualifications. An individual may apply to be a member, provided that:
 - The applicant is a former employee of Hewlett-Packard Company or its subsidiaries, acquisitions, or spin-offs (including, but not limited to Agilent, Apollo Computer, Compaq Computer, and Verifone) and is not currently employed at HP. The applicant must have been a regular HP employee during some portion of his/her career. Seed employees and contractors who never worked as regular employees are not eligible for membership. An exception is any seed employee who was in the database of record and part of the HPAA before May 1, 2002 may continue as part of the HPAA.
 - The applicant agrees to abide by the policies and guidelines as defined by the Organization, and has not abused HPAA guidelines in the past.
 - The Board of the HPAA reserves the right to refuse membership to anyone, either at time of application or any time of membership

2. Procedure for Joining. In order to join HPAA, a person must complete the application form labeled "Membership Application" available on the HPAA web site.
 - Upon completion of the application form, applicable membership fees, and verification of his/her former employment status, the new member will be notified of his or her approval for membership.
 - The HPAA Officers have authority to determine the appropriate employment verification process and may change this process at any time it deems necessary.
 - Membership is renewable annually and membership dues are nonrefundable.
 - The HPAA does not and will not discriminate membership approval based on but not limited to race, sex, religion, gender preference, or disability. It will comply with all applicable laws in force.
3. Responsibilities. A Member is expected to maintain active membership in the Organization as evidenced by:
 - Payment of annual dues as established by the Executive Board
 - Updates to membership directory
 - Member meets the qualifications of an HP Alumni Association Member as outlined in section iv.A.1
 - If he/she abuses HPAA guidelines, his/her membership may be terminated or limited by the Executive Board.
 - Other activities (optional)
 - Attendance and participation in meetings, events and outings (optional)
 - Contributions to group discussions (optional)
 - Members can resign at will, however annual membership dues are non-refundable.
4. Privileges
A member will receive meeting announcements, access to the HPAA **Yahoo Groups** or other designated Web-site and Membership Directory, a subscription to applicable user publication and discussion groups; may attend meetings; may receive discounts on applicable HPAA activities and notification of services if available; and may run for and hold elective office if they meet criteria for such office as outlined in section v.D.1.
5. Dues
The HPAA board may charge fees for r annual membership to HPAA
 - The board may set fees to offset projected operating costs as a non-profit.
 - The HPAA Board must vote fees into effect.
 - The Executive Board retains the right to change membership dues at any time to ensure the solvency of the HPAA.
 - Membership fees are non-refundable.

ARTICLE v - Governing Bodies

A. Executive Board

1. Authority

The government of HPAA is vested in the Executive Board. The members of the Executive Board are not compensated for their efforts, but are eligible per reasonable corporate documentation and reimbursement standards for reimbursement of reasonable travel and expenses necessary to conduct HPAA business.

2. Composition

The Executive Board shall consist of the following Board Positions:

- Chairman
- Board Member, Secretary
- Board Member, Treasurer
- Board Member, Membership
- Board Member, Marketing/PR
- Board Member, Services and Sponsorship
- Board Member, Web Infrastructure
- Board Member, Regional Chapter Development
- Board Member, Jobs/Career Programs

3. Duties

The Executive Board shall determine policy and interpret existing decisions of the Organization. It shall take an active interest in the governance of the Organization. In pursuit of this duty, the Executive Board Members shall communicate and/or meet with one another to initiate and monitor closely all policy matters pertaining to the Organization.

Conduct of Business

A quorum of the Executive Board is 50% plus one member of the board. A simple majority carries a proposal. All Board Members shall have one (1) vote. If a board member holds more than one position due to board vacancies, they still have one (1) vote. If two people share a board seat, they are allocated one (1) vote. The Executive Board may conduct its business by whatever means it deems appropriate. Non-attending board members may give written proxy to other board members with prior notification to the Board. E-mail is acceptable for these purposes.

Board Member Commitment

Board Members are expected to attend at least 75% of all board meetings and fulfill their assigned duties or show reasonable effort toward fulfilling their responsibilities.

Teamwork

Board Members are expected to work effectively with the rest of the board and membership as well as represent the HPAA in a professional manner. Within the first three months of accepting a new Board Seat (not re-elected as an "incumbent"), a board member enters into a probationary period. Within the probationary period, the board member may be asked to leave the board by $\frac{3}{4}$ vote of the board if it is found that the person is not working effectively with others on the Board.

A board member may be voted off the board at any time if it is voted by $\frac{2}{3}$ of the board that the member is not representing the HPAA in a professional manner, or is not meeting their commitments to the Board Position as determined by "Commitment" above or the description of their duties. If a board member is voted off the board, then other board members may temporarily fill the position or nominate temporary replacements until the next general election is held.

B. Officers

1. Composition

The Officers of HPAA shall be the persons occupying Board Positions as defined in

Article v. A.2.

2. Duties

1. Chairman.

The duties of the Chairman include and are not limited to:

- Presiding at all meetings of the Executive Board and the Organization.
- Ensuring that the regulations of the Organization are enforced.
- Carrying out assignments and instructions given to him/her by the vote of the Organization.
- Overseeing all official correspondence addressed to, or originating from, the Organization.
- Having primary responsibility for the planning and arrangements of all General Meetings.
- Overseeing all official communications and coordinating mailings pertaining to the status of the HPAA

2. Board Member, Secretary.

The duties of the Secretary include and are not limited to

- Conducting and administering all elections under the direction of the Executive Board. E-mail balloting is acceptable if the board wishes to pursue this process. Each member is allocated one (1) vote
- Keeping the corporate minutes of all Executive Board and General Meetings, the by-laws, other Official papers of the Organization, and to make appropriate papers available to members in Yahoo Groups folder or HPAA website.
- Keeping the corporate minute book up-to-date.

3. Board Member, Treasurer

The duties of the Treasurer include and are not limited to

- Managing the finances and annual budget.
- Accounting for member dues collected.
- Auditing all Organization funds received and disbursed.
- Ensuring that funds are used for the collective benefit of the members of HPAA
- Managing signature processes and policies for funds disbursement.
- Posting these policies on the HPAA website.
- Filing all necessary forms to keep the Organization's corporate status and tax filings up-to-date.

4. Board Member, Membership:

The duties of the Board Member, Membership include and are not limited to

- Maintaining a current list of Members of the Organization, including records pertaining to membership status.
- Creating membership application and verify eligibility of potential members
- Managing membership processes and queries.
- Communicating to treasurer payment of dues, **as applicable**.

- Managing Policy Guidelines and updates regarding web site content and postings. Posting these guidelines on the HPAA website
 - Working with Marketing/PR teams to deliver internal e-mail announcements to membership regarding events and general information
 - Defining and coordinating membership recruitment programs
 - Working closely with Regional Chapters and Social Committees, described in section for membership events and support
 - Defining and managing the qualification and approval process for member applicant and verification with HP of applicants' prior employment.
5. Board Member, Marketing/PR:
The duties of the Marketing/PR Board Member include and are not limited to
- Promoting the HPAA externally to the press and former HP employees who are not HPAA members to educate them on the value of membership and benefits the organization provides to members, sponsors and local communities.
 - Marketing: Soliciting website content from members, sponsors, service providers and HP.
 - Creating and maintaining marketing materials for promotion of HPAA to members, exiting HP employees, former HP employees, local communities, etc.
 - Encouraging members to promote HPAA to HP Alumni who are not members.
 - Press Relations: Managing external communications with the press and creating and maintaining appropriate materials
 - HP Liaison: fostering good relations with HP.
 - Liaising with other Corporate Alumni Groups
 - Coordinating with Membership Director on announcements such as events and general information
6. Board Member, Service and Sponsorships:
The duties of the Board Member, Service and Sponsorship include and are not limited to
- Creating and executing new member services and benefits:
 - Managing Member Services Development
 - Managing Sponsor Recruitment and Management
 - Recruiting and coordinating volunteers
 - Creating and managing the Executive Advisory Council.
7. Board Member, Web Infrastructure:
The duties of Board Member, Web Infrastructure include and are not limited to
- Coordinating the HPAA website
 - Ensuring the site is up and running, and is well maintained
 - Ensuring that content is refreshed on the website in a timely manner
 - Managing Infrastructure Vendor Relations and purchasing processes
 - Coordinating processes which relate to updating and changing website functionality.

- Coordinating Web infrastructure selection and implementation
8. Board Member, Regional Chapter Development:
The duties of Board Member, Regional Chapter Development include and are not limited to
- Managing existing and establish new relationships with regional HPAA **group coordinators on a worldwide basis.**
 - Assisting in developing Regional Groups
 - Assisting in establishing regional programs
 - Facilitating best practices and information flow among regional groups and the Overall HPAA
 - HP Retirees Liaison: Working with existing HP Retiree Groups and regional chapters to share member information, coordinate activities and resources.
9. Board Member, Jobs/Career Programs:
The duties of Board Member, Jobs/Career Programs include and are not limited to
- Establishing new and maintain existing relationships with recruiters and hiring corporations. Post jobs of interest to the membership.
 - Creating and soliciting career related information. Maintain folder, files on server on career related documents as a repository for members.
 - Developing programs and events of interest to the membership in the area of career and jobs.

C. Committees

1. The following additional committee chairpersons have been identified to supplement the Board of Directors. Additional committees may be added as needed to assist in the smooth running of HPAA. Once appointed by the board, Committee Chairs will define the charter of the committee and submit to the Board for approval. The Committee Chairs produce minutes of the committee meetings to be shared with the Board unless the Committee Chair, Supervising Board Member or representative of the committee provides an update at the Board meeting. Committee Chairs will be invited to appropriate Board meetings to provide updates or other items under discussion.

- Social: Organizing HPAA annual meeting and events in the S.F. Bay Area. Reports to Chairman who also resides in the SF Bay Area.
- Executive Advisory Council Development. Reports to Sponsorship Board Member
- Marketing/PR: Reports to Marketing Board Member.

2. Executive Advisory Council

The Executive Advisory Council consists of up to seven former HP executives that meet eligibility requirements listed in section iv.A. These executives advise the Executive Board on policy and business matters pertaining to the effective operation of the HPAA. These advisors shall serve a term of one-year which commences upon approval of the advisory candidate by the board. The board may re-elect executive advisors for additional terms.

The advisory council is recruited and coordinated by the Executive Advisory Council Chairperson. Any HP AA board member and the Executive Advisory Council Chair may nominate Advisory Council members. Executive Advisors are voluntary positions and are not compensated except for reasonable out-of-pocket expenses per HPAA reimbursement guidelines to conduct HPAA business as approved by the Executive Board.

D. Elections

1. Eligibility

Any HPAA member may nominate him or herself or be nominated for any elective office in HPAA, after six months of membership. The positions Chairman, Web Infrastructure, and Treasurer, must reside in the SF Bay Area to facilitate communication and administration of responsibilities. For example, the web infrastructure director should be located close to the website vendor which is currently in the Bay Area. The HPAA Bank account is located in California and needs two approvals for funds disbursement. Other Board Members may be located in geographies outside of the San Francisco Bay Area as long as it does not impede their duties as officers.

2. Terms of Office

- All terms of office will be for one (1) year. The elected offices become effective at the end of a designated Annual Meeting or other date as determined by the board. If circumstances prevent the holding of a General Meeting approximately one (1) year following the election of the Executive Board, the Terms of Office may be varied at the discretion of the Executive Board with a five-seventh vote of the Board. A normal term would be from April to April the following year. The board elects the replacement Chairman if the Chairman is unable to fulfill his/her term of office.
- Nominations. Nominations for all elected offices on the Executive Board will be solicited from the Membership in an e-mail campaign to be held no less than 1 month prior to elections. Election processes including deadlines for nominations will be managed by the Secretary and approved by the Board.
- Election Procedure. Elections are announced two months before they occur. Elections will be by simple majority of the ballots cast via e-mail voting, or other means, such as a survey.
- Vacancies. Vacancies in an elective office, which leave an unexpired term of office, may be filled by a vote of the Executive Board.

ARTICLE vi- Committees and Groups

A. Committees

The Executive Board may create and disband both standing and ad-hoc committees and designate a chairperson if necessary, as it deems appropriate, to assist in carrying out duties. The Executive Board shall monitor the need for the existence of each committee.

B. Regional HPAA Groups

- A Regional HPAA Group is an informal organization within the HPAA that serves members in specific regional areas to organize in any way they desire to discuss items of mutual interest.

- The formation of Regional HPAA Groups should be presented to and approved by the Executive Board and the Board will attempt to accommodate requests leveraging the HPAA infrastructure and organizational best practices.
- Recommendations of the Regional HPAA Groups should be submitted to the Executive Board for action.
- Regional HPAA Groups may propose activities to the Executive Board for funding from HPAA.

ARTICLE vii- Conduct of Business

A. Voting

- The Chairman of HPAA, or other Officer presiding at a General Meeting of the Organization, shall determine in each case whether a decision must be referred to an e-mail ballot.
- Votes shall be on a basis of one (1) per Member.
- When a question has been proposed for vote of the membership by e-mail, the Secretary shall initiate an e-mail ballot within fifteen (15) days. Twenty-one (21) days (according to their e-mail date/ postmarks), after sending out the ballots, the Secretary will count the votes and notify the Executive Board of the motion. A two-third favorable vote is required for a motion to amend the by-laws, while a simple majority of those responding to a vote shall be required to pass all other motions.

B. Meetings

- It is the intent of the Organization to meet at least once a year. The Executive Board may schedule additional meetings as required by the Organization. The Executive Board shall govern attendance at meetings.
- Regional Groups are encouraged to meet frequently. They should announce the meetings to the membership using the discussion boards and information on their regional web page well in advance of the meeting.
- All registered Members will be notified via e-mail as to the time and place of all General Meetings.

C. Inappropriate E-Mail Postings to Discussion Board and inappropriate behavior.

Inappropriate postings, e-mails, announcements and behavior in any HPAA meetings or forum are explicitly forbidden. These pertain to derogatory comments and/or behaviors including but not limited to race, sex, religion, and disabilities.

- Members are prohibited from representing themselves as representatives of HPAA to the press, to HP or anyone outside of HPAA without consent of the majority of the Executive Board.
- The HPAA reserves the right to determine what is considered appropriate based on the HPAA Policies and Procedures Document. E-mail and behavior guidelines will be posted for the membership community on the HPAA website or Yahoo community board in this document. These guidelines will be managed and updated by the Board Member responsible for Membership. The board ratifies the guidelines and any changes thereto.
- Failure of a member to comply with guidelines may result in expulsion from HPAA membership with no refund of membership fees.

- The Board has the right to determine the appropriate corrective action for each incident depending on the seriousness of the incident.
- The Board may restrict authorization privileges for any member at any time for any reason. For example, a member's posts may be moderated (require approval) if necessary.

D. Member Services and Sponsorship

The Board of the HPAA or designated members of a chartered committee may seek sponsorship from outside entities, for promotional and/or financial purposes. Should such an arrangement be struck, the sponsor will have no negative influence or impose constraints on the activities of the HPAA. The HPAA board must

- Ratify sponsorship agreements and terms
- Ratify and approve vendor arrangements and terms
- Ratify and approve Advisory Council member nominations

E. Financial Guidelines

- All financial processes and procedures are kept in the HPAA financial guidelines managed by the Treasurer
- All expenditures need to be authorized by at least two board members in writing. Email is permissible for this purpose.

F. Changes to the By-Laws

- The Board of Directors may, upon majority vote, modify, add or delete any of the above by-law provisions at any time.