

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF THE
ASSOCIATION OF SCIENTISTS AND PROFESSIONAL ENGINEERING
PERSONNEL AEROSPACE AND DEFENSE
POLITICAL ACTION COMMITTEE**

INTRODUCTION

These are the Constitution and Bylaws of the Association of Scientists and Professional Engineering Personnel Aerospace and Defense Political Action Committee (“ASPEP ADPAC”), a multi-candidate separate segregated fund of the Association of Scientists and Professional Engineering Personnel (“ASPEP”), and have been adopted by ASPEP effective January 1, 2008.

This document shall be understood to be consistent with the terms of the constitution and bylaws of ASPEP, the connected organization under federal law.

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**Article 1
NAME AND OFFICE**

1.1 NAME

The name of this separate segregated fund shall be the Association of Scientists and Professional Engineering Personnel Aerospace and Defense Political Action Committee (“ASPEP ADPAC”).

1.2 OFFICE

The headquarters of ASPEP ADPAC shall be at 1236 Brace Rd., Suite G, Cherry Hill, NJ, 08034.

Article 2

PURPOSE AND POLICIES

2.1 PURPOSE

ASPEP ADPAC is intended to be a multi-candidate political action committee, connected to ASPEP, an independent labor organization representing scientists and engineers, principally in the aerospace, defense and related industries. As such, ASPEP ADPAC will support candidates for federal office who are committed to pursuing technological developments deemed critical to strengthening our economy and advancing the standard of living for all citizens, and to supporting scientists and engineers in the aerospace, defense and related industries, including research and development in those industries.

ASPEP ADPAC will also seek to educate and lobby on behalf of aerospace and defense employees, generally promoting economic and social welfare. Further, ASPEP ADPAC shall work for good government and democratic processes and encourage its members to exercise their full rights and responsibilities of U.S. citizenship. ASPEP ADPAC shall urge the nation to pursue, and shall strive for high ethical conduct in all levels of government, as well as in human relations.

2.2 POLICIES

- a. ADPAC shall not be affiliated with any party organization, but may assist and cooperate with political organizations having like purposes.
- b. ADPAC shall keep its contributors informed of its activities by periodic bulletins and/or newsletters.
- c. ADPAC shall conduct its affairs in a professional and forthright manner.

Article 3 ACTIVITIES

3.1. CONTRIBUTIONS TO CANDIDATES FOR FEDERAL OFFICE

ASPEP ADPAC shall engage in lawful activity designed to implement and further its purposes and policies. Principally, ASPEP ADPAC shall contribute to candidates for federal office whose views and actions advance the values, interests and plans of ASPEP ADPAC.

3.2 OTHER ACTIVITIES

ASPEP ADPAC may also establish positions and set goals on behalf of its contributors, pursue steps necessary to establish federal or state legislation that fulfills the desired objectives, testify before federal or state legislatures or regulatory agencies regarding matters of interest to ASPEP ADPAC, prepare and circulate publications to contributors, lease or own property, and expend funds (in addition to the making of contributions to the campaigns of federal candidates).

3.3 FUND RAISING AND ADMINISTRATIVE SUPPORT

a. ASPEP ADPAC may raise funds required to support its activities by contributions from ASPEP members and others consistent with the requirements of the Federal Election Campaign Act, as amended.

b. ASPEP may assume responsibility for the administrative expenses of ASPEP ADPAC, as consistent with federal law, and may, among other things, supply administrative personnel to ASPEP ADPAC.

Article 4 CONTRIBUTORS

4.1 ELIGIBILITY

Any aerospace or defense employee, including engineers, scientists, technical, managerial, administrative, office or production workers shall be eligible to contribute to ASPEP ADPAC. However, contributions will be solicited only on a basis consistent with the limitations imposed on connected, multi-candidates political action committees under the Federal Election Campaign Act, as amended.

Also eligible to contribute are persons employed at colleges or universities, consultants and other self-employed persons in aerospace, defense, or any related occupation. Persons formerly in such positions are also eligible to contribute.

4.2 GENERAL

ASPEP ADPAC reserves the right to reject contributions from any person whose contributions may be unlawful under the Federal Election Campaign Act.

Article 5
BOARD OF DIRECTORS (BOARD)

5.1 COMPOSITION and TERM

ASPEP ADPAC shall be governed by a Board of Directors (Board). The Executive Board of ASPEP shall serve as the Board of Directors of ASPEP ADPAC, except that all members of the Board shall be contributors to ASPEP ADPAC. Members of the Board shall serve without compensation.

5.2 BOARD MEETINGS

5.2.1 Regular and Special

The Board shall meet at least once each year, or more if called into session by the President. Whenever time or nature of business does not permit a meeting, voting may be conducted by mail, electronic mail or telephone and shall be regarded as an official act upon proper recording of the vote. A majority of the Board may request a special meeting. The special meeting shall be convened within one week of the receipt of such request.

5.2.2 Quorum

A majority of the Board shall constitute a quorum.

5.3 OFFICERS

The officers of the ASPEP Executive Board shall serve as the officers of ASPEP ADPAC, unless disqualified by virtue of not contributing to ASPEP ADPAC, in which instance eligible members of the Board shall elect from their members a President and Treasurer (and may elect an Assistant Treasurer, as needed). The President shall convene and preside at meetings of the Board. The Treasurer shall assume responsibilities of a treasurer of a political action committee set forth under the Federal Election Campaign Act, as amended.

5.4 BONDING and INDEMNIFICATION

Employees and officers of ASPEP ADPAC and of ASPEP who handle ADPAC funds shall be bonded. The Treasurer (and any Assistant Treasurer) shall be indemnified by ASPEP for claims brought against them, except in cases of intentional misconduct or gross negligence.

5.5 CAMPAIGN CONTRIBUTIONS

The Board shall have the obligation and exclusive authority to approve and to make campaign contributions to candidates for federal office.

Article 6
LIABILITY

Only the Board shall have the authority to bind or create any liability on behalf of ASPEP ADPAC. ASPEP ADPAC funds shall not be subject to the claims of general creditors of ASPEP.

Article 7
PARLIAMENTARY RULES OF PROCEDURE

The rules contained in Robert's Rules of Order, revised, shall govern meetings of the Board, to the extent they are consistent with this constitution and bylaws.

Article 8
AMENDMENTS

This Constitution and Bylaws may be amended by two-thirds vote of the Board.