

G.A. RETIREES ASSOCIATION, INC.

A California Corporation

CONSTITUTION

(Revised September 26, 2000)

ARTICLE I

Name

Sec. 1 The name shall be the G.A. RETIREES ASSOCIATION, INC., hereinafter called the Association.

ARTICLE II

Purpose

Sec. 1 The purpose of the Association is to promote the interests of all retirees of the GA Technologies Inc. (GA), hereinafter called the Company, their spouses, and surviving spouses in the following ways:

- a. To promote and facilitate personal contacts among retirees, their spouses and surviving spouses for their mutual interests.
- b. To recommend to GA Management (and General Dynamics management) improvements in the economic well-being of GA retirees and surviving spouses, particularly in the area of annuity supplements to ensure equity and to ease the effects of inflation and Medicare supplement insurance to meet uncovered and rising health care costs.
- c. To maintain ongoing contacts with GA management to: (1) encourage dissemination of information on the Company's plans and operations, and (2) keep GA apprised of retiree problems and concerns.
- d. To encourage retirees, spouses and surviving spouses in efforts to improve the public image of GA and to support the Company in its relations with the government and regulatory agencies where such action would be helpful.

ARTICLE III

Board of Directors

Sec. 1 a. The Association shall be managed by a Board of Directors consisting of a President, Vice-President, Secretary, Treasurer, two members-at-large and the immediate past President of the Association. The members will elect the Board of Directors of the Association for a term of one calendar year. Election shall be by mail ballot.

b. Any vacancy in the Board of Directors shall be filled for the unexpired term by the appointment, by the Directors then serving, of a member of the Association except that a vacancy in the Office of the President shall be filled by the Vice-President.

Sec. 2 Duties of Board Members:

a. The President shall preside at all meetings of the Board of Directors and at the general Association meetings. The President shall forward an agenda to all Directors at least one week before each meeting. The President, Directors and members he/she may select shall represent the Association in discussions with GA (or General Dynamics) management.

The President shall annually appoint a Nominating Committee consisting of three members. The President shall strive to build unity and improve the Association through promoting the interests of all retirees and surviving spouses.

b. The Vice-President shall assist the President in every way possible to promote the interests of the Association. The Vice-President shall perform all the duties of the President in his/her absence.

c. The Secretary shall provide all secretarial assistance, have custody of all Association documents and written communications, record the minutes of the Board and Association meetings, and perform such other functions as assigned by the President.

d. The Treasurer shall receive and provide for the recording and safekeeping of Association funds, pay approved expenditures, submit statements of income and expenses for presentation at the annual general membership meeting, maintain a membership list, and perform such other functions as assigned by the President.

e. The Members-at-large shall assist the other Board members in their duties and shall represent the interests of the Association members at meetings of the Board of Directors.

ARTICLE IV Membership

Sec. 1 All retirees of GA and surviving spouses of retirees are eligible to be members of the Association. A GA retiree is a former GA employee who (1) is drawing a pension from GA, Chevron, Gulf Oil, or GD, (2) has received a lump sum payment instead of a pension, or (3) is vested in pension rights and is 55 years or older. A member in good standing is one who is current in his financial obligations to the Association. Only members in good standing may vote on matters affecting the Association.

Sec. 2 Other individuals and their spouses who do not meet the requirements of Section 1 above may become Associate members at the discretion of the Board of Directors. An Associate Member is entitled to all the rights and privileges of a member except for voting on Association matters or being a member of the Board of Directors. Associate Members shall pay the same dues as regular members.

ARTICLE V Meetings

Sec. 1 Association Board of Directors' meetings will be held at least once each calendar quarter and on call of the President. Any member in good standing may attend meetings of the Board. The Board shall establish the annual budget prior to the annual general membership meeting in order to determine the members' dues.

Sec. 2 Annual general membership meetings shall be held near the anniversary date of the first organizing meeting (Fall 1986). Notice of the meeting, the agenda and the proposed budget shall be sent to all members at least one week prior to the meeting date. All meetings will be conducted in accordance with Robert's Rules of Order.

ARTICLE VI Assessments

Sec. 1 In addition to the annual dues, the Board of Directors shall have authority to assess all members equally for funds to cover extraordinary expenses such as attorney's fees, etc. Such assessments require approval by two-thirds of the members voting by mail ballot.

ARTICLE VII Amendments

Sec. 1 Amendments to this Constitution may be offered by a majority vote of the Directors of the Association or by a petition of 10% of the membership. Such amendments require approval by two-thirds of the members present at a meeting or voting by mail ballot.

END

We certify this to be a true and exact copy of the revised Constitution approved by the Association members at the Annual General Membership Meeting held November 16, 2000.

Deloris Covington, President

Vladislav Malakhof, Vice-President

Albert B. Smith, Treasurer

James R. Ward, Secretary

Notes:

1. This revision was made in response to the concerns of officers regarding: 1.) Inconsistencies between requirements of the Constitution and existing operation practices, 2.) The existence of copies of a revised Constitution that did not contain signatures attesting to the authenticity of the copy.
2. This revision is the outgrowth of a Committee appointed by the President and composed of Sidney Langer (Chairman), Martin Kantor, Vladislav Malakhof, and Jim Ward.
3. This revision was submitted to the membership before the Annual General Membership Meeting of November 16, 2000 where it was approved by the membership.