

**By-Laws
of
DALRC, Inc.**

Article I

Statement of Purpose

- 1.1 The corporation is a not-for-profit organization for the purpose of providing active and retired Delta Air Lines, Inc. employees, spouses and survivors with a voice in the future of the Delta Family Care Retirement Plan and staying informed on the status of this pension plan as well as health and other benefits accrued or received as part of the overall retiree benefits for service to Delta Air Lines, Inc.**
- 1.2 The services provided shall be free of charge and supported by private donations. Services shall be available to all active and retired Delta Air Lines, Inc. employees, spouses, and eligible survivors who are covered by the Delta Family Care Retirement Plan.**

Article II

Board of Directors

- 2.1 The affairs of the corporation shall be managed by the Board of Directors, which will be comprised of not less than eight (8) nor more than ten (10) members.**
- 2.2 Members will be selected from representatives of functional departments at Delta Air Lines, Inc., specifically Administrative and Operations, Airport Customer Service, In-Flight Service, Marketing and Reservations, and Technical Operations.**
- 2.3 Board members will be appointed by the Board based on nominations from active and retired employees, spouses, and survivors from the respective functional departments.**
- 2.4 The board shall elect officers for conducting meetings and maintaining records.**
- 2.5 The Board members will serve without remuneration or compensation in attending meetings.**

Article III

Meetings of the Board

- 3.1 The Board of Directors will meet quarterly.**
- 3.2 Special meetings of the Board may be called at any time by the Chairperson.**
- 3.3 At all meetings of the Board, a majority of the active members will constitute a quorum for the transaction of business. Resolution of business shall be transacted with a favorable vote of the majority present.**
- 3.4 Board meetings will be conducted consistent with Robert's Rules of Order Revised.**

Article IV

Officers of the Board

- 4.1 The officers of the board shall be Chairperson, Secretary, and Treasurer. All officers shall be elected for one (1) year terms ending December 31 each year. Officers may be elected for successive terms.**
- 4.2 The Chairperson shall be the chief executive officer of the Board with all powers and duties normally vested in a chief executive officer of a corporation. In the absence or disability of the Chairperson, the Secretary shall assume temporary responsibility for such duties.**
- 4.3 The Secretary shall record and keep accurate minutes of Board meetings and maintain all external correspondence of the Board. At the absence or request of the Secretary, another member may be appointed to record the minutes of a Board meeting or maintain certain correspondence.**
- 4.4 The Treasurer shall have custody of the funds of the corporation and shall deposit all funds in the name of and to the credit of the corporation. S/He shall keep accurate records of the financial affairs and shall be responsible for disbursements at the direction of the Board. Two signatures shall be required for such disbursements.**

Article V

Advisory Board

- 5.1 The Board may appoint an Advisory Board, consisting of people who, through their influence or expertise, can provide special aid and insight into the operations of the corporation and further its goals and purposes.**
- 5.2 The Advisory board members shall remain without voting rights.**

Article VI

Miscellaneous

- 6.1 The fiscal year of the organization shall be January through December.**
- 6.2 The financial transactions of the corporation and its books and accounts can be audited and or reviewed annually by an independent certified public accountant.**
- 6.3 All plans for solicitations, allocation to and distribution of funds shall be approved by the Board of directors.**
- 6.4 By-Laws may be amended or repealed by a majority vote of all members of the Board of Directors present at a meeting provided advance notice of the changes has been provided. No amendment shall be considered which will make DALRC, Inc. no longer a not-for-profit corporation.**