

**CHARTER and BYLAWS for the
INTEL RETIREE ORGANIZATION
Effective 8/20/2008
Revision 2.0 11/16/2011
Revision 2.1 02/25/2015**

ARTICLE I: NAMING

Section 1: Name

This organization shall be known as the INTEL RETIREE ORGANIZATION, and shall be referred to in the Charter and Bylaws as "the Organization". Intel Corporation shall be referred to as "the Company."

Section 2: Classification

The Organization is not organized for and does not contemplate gain for profit to the members thereof. No part of earnings of this Organization shall ever go to the benefit of any member or individual, and none of the assets of this Organization shall ever be distributed to its members, except to compensate members for out-of-pocket expenses.

ARTICLE II: CHARTER STATEMENT

Section 1: Vision

Be a valued part of the Intel Family.

Section 2: Mission

To make a meaningful and positive difference for Intel Retirees, the Company, our local communities, and current employees planning for retirement.

Section 3: Objectives

The Organization is a volunteer group of dedicated Intel Retirees (henceforth the "Retirees") who recognize the cultural value of their years at Intel. As a group, we want to stay connected, work toward the common goal of experiencing a productive and fulfilling retirement, share knowledge and experiences, and come together to help in our local communities.

We work closely with Intel to ensure that we are aware of benefit changes and that we are consulted on company direction affecting Retirees and/or Retiree benefits, as deemed appropriate by Intel and its representatives.

Section 4: Value Proposition

Value to Retirees:

- Serve as official Intel Retiree Organization and single point of contact between Retirees and the Company
- Keep Retirees informed of important issues and benefit changes in a timely manner
- Provide group feedback to the Company on Retiree needs, issues, and programs
- Help Retirees stay in touch with previous co-workers through communications, networking, and a variety of

volunteer and social activities

- Build a community and resource bank for each other

Value to Intel:

- Serve as official Intel Retiree Organization and single point of contact between the Company and Retirees
- Act as Company ambassadors and advocates
- Provide communication expertise, messaging, and channels
- Provide information to educate Company employees considering retirement
- Support Company products and program evaluation as requested

Value to Communities:

- Identify and provide opportunities for volunteerism and charitable contributions
- Educate the Organization on how to maximize participation in the Company's Corporate Social Responsibility programs

ARTICLE III: RELATIONSHIP & MEMBERSHIP

Section 1: Intel Relationship

The Intel Retiree Organization is recognized by Intel under their employee groups program, and has an executive sponsor who shares the vision that Retirees are part of the Intel family. See attachment 1 for comparison to Intel Chartered Employee Group.

Section 2: General Membership

Any former Intel employee who separated from the Company under one of their formal retirement programs is eligible for Organization membership. This includes Intel Employees who so separated from a non-US based operation of the Company. In the event of the death of the Retiree, their surviving spouse or significant other may retain their membership in the Organization. Otherwise, memberships are nontransferable and not assignable.

ARTICLE IV: AMENDMENTS

Section 1: Charter

Charter amendments can be proposed by any member and must be addressed by the Board at its next scheduled meeting. Amendments shall be approved by a motion from the Board by a two-thirds majority vote of board members present, and then require approval by Intel. After approval the Charter is updated and the Board gives

notice to the membership.

Section 2: Bylaws

Bylaw amendments can be proposed by any member and must be addressed by the Board at its next scheduled meeting. Amendments shall be approved by a motion from the Board by a two-thirds majority vote of board members present, and then require approval by Intel. After approval the Bylaws are updated and the Board gives notice to the membership.

ARTICLE V: DISSOLUTION

Upon dissolution of the Organization, the Board, after paying or making provision for the payment of all liabilities of the Organization shall distribute the remaining assets of the Organization to one or more charitable or educational organizations supported by the Intel Foundation.

BYLAWS OF THE INTEL RETIREE ORGANIZATION

Effective 8/20/2008

Revision 2.0 11/16/2011

Revision 2.1 02/25/2015

ARTICLE 1 – ORGANIZATION OPERATION AND STRUCTURE

SECTION 1 AUTHORITIES AND RESPONSIBILITY. The governing body of the Organization shall be the elected Officers, the approved Board members at Large, the appointed Committee Chairpersons and Site Coordinators, also known as the Board. The Board shall have general charge, management and control of the affairs, funds and properties of the Organization, and subject to the provisions of these Bylaws, shall have the authority to take such actions in matters of policy and procedures as, in its judgment, will best promote the interest and welfare of the Organization. Each Board position is entitled to one vote on each issue, regardless of the number of people who share the position. This excludes the non-voting members (at large and Intel liaison). An individual may not hold more than one elected position.

SECTION 2 VOTING. Voting is normally done during scheduled Board meetings. A quorum of two-thirds of voting board members is required to approve motions. Motion approval by email requires all voting Board members be emailed the motion with a specified voting deadline. All Board motions (with the exception of Charter & Bylaw amendments) require a majority vote for approval. A majority vote is defined as 50% plus one vote of the Board members voting by meeting or by email before the deadline.

The Board can issue motions it believes need to be voted on by the membership, including motions to amend the Charter or Bylaws. The Secretary emails the motion to the membership along with a specified deadline and pointers to appropriate reference material. A majority vote of 50% plus one vote of the membership votes received by the specified deadline is required for the motion to pass.

SECTION 3 ORGANIZATION STRUCTURE. The Organization shall have an umbrella structure, consisting of a central/cross-site Board and local sites chaired by local Retirees who have seats on the Board.

SECTION 4 OFFICERS AND BOARD MEMBERS. The Board is comprised of elected Officers and appointed Board members. The Officers shall be the President, Vice President, Secretary and Treasurer. Except for the President and Vice President, each elected Officer, appointed Committee Chairperson or Site Coordinator may share the position with another Organization member and divide responsibilities accordingly. Elected and appointed Board members serve for two-year terms.

(A) The PRESIDENT shall lead all Organization Board & Intel meetings and oversee the Board. The President should facilitate an open flow of information between the Board members, and lead a critical evaluation of practices and adherence to the strategic plan and objectives of the Organization. The President is responsible for ensuring that meetings are held on a regular basis and that an agenda and appropriate materials are distributed in advance. The President will also participate in the development of committees, their composition, and their roles within the Organization as well as other duties as needed. The President is the

primary interface back to Intel. The President also manages the Officer Election process.

- (B) The VICE PRESIDENT is 2 in a box with the President, acts for the President when he/she is not available and shall have all the same responsibilities and authority.
- (C) The SECRETARY shall attend and suitably record in permanent form the proceedings of all Organization Board meetings. The Secretary takes notes for the Board meetings and publishes those as minutes, with ARs assigned. The Secretary also administers email voting of motions for the Board or the Membership. The Secretary acts for the President and Vice President when they are unavailable, and shall have the same responsibilities and authority.
- (D) The TREASURER shall be the custodian of all monies belonging to the Organization including but not limited to collection and deposit of dues, maintenance of financial records (including all tax forms) and disbursement of funds.²
- (E) COMMITTEE CHAIRPERSONS. The Board Officers may appoint Committee Chairpersons as are necessary and define their responsibilities. The areas of responsibility of each Committee will be set by the Chair of that Committee and approved by the Board. Members may serve on more than one Committee, but may only chair one Committee. There are no term limits for Committee Chairs or members.
 - i. **Communications:** Responsible for creating and implementing communication strategies for the Organization and providing inputs to and reviewing the work of the website News Flash and other publications.
 - ii. **Website:** Responsible for website design and development, documentation that includes requirements, design documents and user documents, development of site content, and website administration.
 - iii. **Volunteer:** Establishes guidelines for volunteer activities and links the site volunteer activity leaders to the Intel Public Affairs managers. Also works with Intel Foundation to include Retirees in all matching programs.³
 - iv. **Benefits and Health:** Serves as a liaison between Retirees and the Intel Health and Benefits team to ensure that the Organization has a forum to communicate its concerns to Intel and can consult with Intel on specific issues such as Retiree benefits when appropriate and as permitted by Intel in its discretion. The development and establishment of company policies relating to retirement benefits remain solely within Intel's control and Intel reserves the right to refuse to discuss any aspect of the company's business at any time. Under no circumstances shall the Organization advocate or negotiate on behalf of an individual Organization member with respect to the individual's retirement compensation and/or benefits.

- v. **Finance:** Responsible for creating and implementing financial strategies and administrative processes for the Organization. Manages all banking and audit requirements.⁴
 - vi. **Strategic Planning:** Responsible for setting goals and objectives for the organization, and working with Intel and retirees to meet those. Chair of this committee is the President, and members are Board officers and Committee Chairs.
 - vii. **News Flash:** Responsible for establishing guidelines for and publishing official newsletters and announcements to members. Works closely with website staff to ensure consistency between webpages and publications. Produces indicators showing response rate to articles to determine strategic direction.
- F) **SITE COORDINATORS.** The Board shall appoint Site Coordinators to work with their respective sites on strategies and activities that reflect the purpose of the Organization and meet our mission statement. The Site Coordinators sit on the Board as their respective site's representative. It is recommended that there be two Site Coordinators per site to facilitate work sharing and serve as back-up. There are no term limits for Site Coordinators.
- G) **BOARD MEMBER AT LARGE.** Provide guidance to the Board based on their Intel Retiree Board experience and their continued desire to serve as a non-voting member of the Board. Board Members at Large are nominated and approved by the Board during the bi annual election process, by a motion.
- H) **EXPANSION.** As the Intel Retiree Organization grows, the Board can create new positions by amending the Bylaws, as they deem necessary.

Current Board Members:

<http://intelretiree.com/contact-us/board-members/>

ARTICLE 2 – MEMBERSHIP BENEFITS AND DUES

SECTION 1 Benefits of Membership

The benefits of membership in the Organization are to:

- Receive advance email communications about important changes in or about new Intel retiree benefits
- Hold office as the Intel Retiree Organization Bylaws permit
- Vote on issues brought before the general membership
- Receive invitations from the Intel Retiree Organization about local social events with fellow retirees
- Receive assistance in navigating through Intel and other basic retiree information that retirees need, so that the retiree experience is made easier.

SECTION 2 Each Organization member shall be entitled to vote for the Organization officers and any other issue the Board determines a membership vote is needed.

SECTION 3 Annual dues, if deemed necessary by the Board, shall be required for membership and shall be paid by members in advance.¹

SECTION 4 Changes in dues must be proposed by a member of the Board and ratified by a simple majority of the Board members present at a regularly scheduled Board meeting.

ARTICLE 3 – NOMINATIONS AND ELECTIONS

SECTION 1 NOMINATIONS. All Intel Retiree Organization Members are eligible to serve as President, Vice President, Secretary or Treasurer. Elections are held on even years starting in 2008. Nominations for Officers shall occur in October of an election year. Members wishing to be a candidate may be nominated by another member of the Intel Retiree Organization or themselves. The nominee must notify the Board if he/she does not wish to run for a nominated position.

SECTION 2 ELECTIONS. During the second week of November of an election year, the President will manage the election process and send out information on the upcoming election to all Organization members for whom the Board has a valid email address.

(A) Each member shall have one vote per open position.

(B) Voting shall be done via electronic polling beginning seven (7) days before the results are to be announced. The results of the voting shall be announced at a cross-site phone conference meeting or by email, as decided by the Board.

(C) President, Vice President, Secretary and Treasurer are elected by a majority vote. A majority is defined as 50% plus one vote of the members voting.

(D) The first two-year term in office begins January 1 of the following year.

(E) All Board officers and at large members may run for re-election for as many terms as they want.

(F) Site Coordinators and Committee Chairpersons are appointed by the Officers and also have two-year terms and have no term limits. Note that all terms began or were reset January 1, 2009 in line with our official Intel Charter status and these Bylaws.

SECTION 3 VACANCIES. In the event an Officer cannot fulfill the full length of his/her term and/or an elected Board position becomes vacant before his/her term of service has expired, the remaining elected Officers shall select and appoint, by majority vote, an Organization member to serve the remainder of the term. In the unlikely event that agreement cannot be reached by majority vote of the remaining elected Officers, a meeting of all Board members shall be called and the vacated position shall be filled by a majority vote of all Board members present. A majority is defined as 50% plus one vote of the members voting. The appointee shall serve out *only* the remaining term of the vacated position.

ARTICLE 4 – MEETINGS

SECTION 1 BOARD MEETINGS. The Board will meet as business requires, normally quarterly. The President is responsible for calling all Board and Intel meetings. Special meetings may be called at any time by the President upon request of any member of the Board. Board meetings will be open to all

Organization members. Minutes are published and record any actions taken or motions approved by the Board.

SECTION 2 SITE MEETINGS. Site meetings shall be held at the discretion of the Site Coordinators and the local membership.

SECTION 3 COMMITTEE MEETINGS: Committee meetings shall be held at the discretion of the committee chairperson and as business requires.

ARTICLE 5 – FINANCE

SECTION 1 The fiscal year of the Organization shall begin on January 1 of each year and terminate on December 31st of the same year.

SECTION 2 The Board shall manage, control and make all appropriations from the funds of the Organization, but shall not make the Organization liable for any debt or debts to an amount which shall exceed the current assets of the Organization.

Attachment I: Intel Retiree Organization Compared to Intel Chartered Employee Group

Intel Chartered Employee Group	Intel Chartered Retiree Organization
Organized around a common identity	Organized around common identity as Intel Retirees
Blue Badge members only	Open only to those who left Intel under one of the company's formal retirement plans
Administered by the Corporate Diversity Group	Administered by HR Group
May receive funding upon successful application for grants	Provide attendance at/sponsorship by HR/PA in low cost annual events at major sites to help grow membership Work together to develop other synergistic ways to add value to Intel and the Retirees e.g. volunteer activities, Intel ambassadorship
Leveraged visibility via the Corporate Diversity intranet site	Link to organization's website from Intel's Retiree website
Facilitated access to local Circuit coverage for activities/events	Activities and events are communicated through the IRO website, email, and Intel Retiree mailings
Co-marketed in general diversity communications as well as Employee Group and site diversity fairs	Involvement of Retirees in education of those planning for retirement, e.g. "About Us" in collateral/classes
Other communications and support from Intel	Continue to provide employee-like support to the Intel Retiree Organization: <ul style="list-style-type: none"> • Home mail list management • Bridges for Board meetings and committee meetings • Retiree involvement in Volunteer Matching Grant Program (Intel Involved Matching Grant Program), Community Giving Campaign, Disaster Matching, Education Match and Vault/Discount program • Quarterly meetings on health benefits

CERTIFICATION OF ADOPTION OF CHARTER AND BYLAWS

We, the undersigned, the duly elected and acting Officers of the Organization certify that the foregoing Bylaws were adopted as the Bylaws of the INTEL RETIREE ORGANIZATION by a simple majority vote of the membership present at a called meeting, duly noticed, and that these Bylaws now constitute Bylaws of this Organization.

IN WITNESS WHEREOF, we have hereunto subscribed our names:

Barbara Frank, President

Cheryl Pruss, Vice President

Vicki Valens Secretary

Notes:

¹No dues have been collected as of the effective date of these Bylaws and all event costs have been paid for by attending members. If the Board decides to institute dues, the Board will consider liability insurance for the Board.

²This position remains vacant as of the effective date of these Bylaws and deemed not necessary since we do not collect dues or own assets at this time.

³These positions are vacant as of the effective date of these Bylaws but may be filled in the future if needed.

⁴This committee does not exist as of the effective date of these Bylaws but may be filled in the future if needed.