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TIMOTHY W. JENKINS

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706 SOUTH SECOND AVENUE
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July 8, 1997

VIA HAND DELIVERY

N. Bradley Litchfield, Esq.
Associate General Counsel
Federal Election Commission
999 E Street, Northwest
Washington, D.C. 20463

AOR 1997-13

Dear Mr. Litchfield:

This Advisory Opinion Request is submitted on behalf of the United Space Alliance Political Action Committee ("USA PAC"). USA PAC is an unincorporated separate segregated fund ("SSF"). United Space Alliance ("USA") is a Delaware limited liability company ("LLC"). USA was created by a joint venture entered into by Rockwell Space Alliance Company, a wholly owned subsidiary of Rockwell International Corporation, and Lockheed Martin Space Alliance Company, a wholly owned subsidiary of Lockheed Martin Corporation ("LMC"). On December 6, 1996, The Boeing Company ("Boeing"), a Delaware corporation, acquired some of the interests of Rockwell, including assumption of Rockwell's interest in the USA joint venture.

LMC sponsors the Lockheed Martin Employees Political Action Committee ("LMEPAC"), a multi-candidate political committee. Boeing sponsors The Boeing Company Political Action Committee ("BPAC"), which is also a multi-candidate committee.

UNITED SPACE ALLIANCE

USA is a Delaware LLC established on November 7, 1995 (Attachment 1). USA is owned equally by Boeing and LMC. USA was established by the joint venture principals to maximize their ability to respond to the National Aeronautics and Space Administration ("NASA") determination to consolidate contracts relating to the NASA Space Flight Operations Program. Under the joint venture agreement, USA is authorized to complete the execution of NASA contracts to which Boeing and LMC are parties, and to perform other contracts for NASA relating to the Space Flight Operations Program. As discussed in detail below, Boeing and LMC share equal responsibility in many aspects of USA's operations.

USA PAC

The original Statement of Organization for USA PAC, filed on May 1, 1997, established the committee as a non-connected committee affiliated with the LMEPAC and BPAC. (Attachment 2). Following discussion with Commission officials, the Statement of Organization was amended on May 19, 1997, to designate the committee as a SSF affiliated with LMEPAC and BPAC and connected to LMC and Boeing. (Attachment 3). A final amended Statement of Organization was filed on June 26, 1997, in order to add a custodian of records and to make other incidental changes. (Attachment 4).

USA PAC intends to raise funds by soliciting executive and administrative personnel of USA. Employees of LMC and Boeing will not be solicited. Additional operational guidelines for USA PAC are contained in the USA PAC bylaws. (Attachment 5).

QUESTIONS POSED

1. Is USA PAC affiliated with LMEPAC and BPAC?
2. Are Boeing and LMC both connected organizations to USA PAC?
3. Assuming Boeing and LMC are connected organizations to USA PAC, must the full names of both organizations appear in the name of the SSF?
4. Assuming affiliation with LMEPAC and BPAC, how will USA PAC contributions be tallied for purposes of LMEPAC and BPAC contribution limitations?
5. May Boeing, LMC and/or USA pay establishment and solicitation costs for USA PAC?

ANALYSIS

1. USA PAC is affiliated with LMEPAC and BPAC.

As evidenced by the Statements of Organization filed by USA PAC and the USA PAC bylaws, USA PAC concedes that it is affiliated with LMEPAC and BPAC. The USA joint venture agreement between LMC and Boeing is similar in virtually all material respects to the Du Pont Merck joint venture, which was the subject of an earlier Commission Advisory Opinion. (AO 1992-17). That Du Pont Merck was established as a general partnership rather than a LLC does not distinguish the joint ventures for our purposes. The Commission has treated joint ventures as pass-through entities which assume the character of their sponsors. See AOs 1997-4, 1996-13, 1996-11; see also AO 1992-17 (joint ventures should be analyzed in the context of dual attribution principles). In this case, as in the case of Du Pont Merck, the joint venture is the creation of two corporations, meaning that USA and Du Pont Merck should be treated similarly by the Commission.

With regard to capitalization and management, USA appears nearly identical to the Du Pont Merck model. Specifically, the initial operating budget of USA derives from capital contributions made equally from LMC and Boeing; the CEO, COO, CFO, and Comptroller of USA are selected by LMC and Boeing officials; and LMC and Boeing are required to approve significant policy determinations for USA, including entering into contracts valued in excess of \$250 million, approving single transactions in excess of \$10 million and settling claims for litigation in excess of \$10 million. The officers of USA are vested with responsibility for managing and supervising day-to-day operations of the company, including most hiring decisions and approving contracts and other business transactions below the dollar thresholds referenced above.

The operations of USA are overseen by an advisory board. The advisory board is composed of two individuals appointed by Boeing, two individuals appointed by LMC, and three individuals appointed jointly by Boeing and LMC, none of whom shall be employees of Boeing or LMC. In sum, much like the Du Pont Merck general partnership joint venture, Boeing and LMC are each responsible for creating USA, they share responsibility for the appointment of certain officers, they share a degree of control over the board of advisors, and their mutual consent is required for USA to take most major actions. Although neither entity has a predominant management role or controlling position, many of the factors suggesting affiliation are present for each. As a result, USA PAC concedes affiliation. See 11 C.F.R. § 100.5(g).

2. USA PAC is connected to LMC and Boeing.

AO 1992-17 is also instructive with respect to whether USA PAC is a SSF connected to both LMC and Boeing. Commission regulations note that a connected organization may be a corporation which directly or indirectly establishes, administers or financially supports a political committee. 11 C.F.R. § 100.6(a). In this instance, LMC and Boeing share responsibility for the establishment of USA and participate in the administration and financial support of USA. As a result, they are indirectly responsible for the USA PAC operation. Under the analysis applied in AO 1992-17, we maintain that USA PAC is connected to Boeing and LMC.

3. Although Boeing and LMC are connected organizations to USA PAC, the USA PAC name should not be required to include the full name of these organizations.

The joint venture created by LMC and Boeing (United Space Alliance) does not contain any reference to the sponsoring organizations in its name. Although LMC and Boeing indirectly sponsor USA PAC, neither company controls USA and the USA PAC operation. Instead, USA is effectively organized as a subsidiary of two separate parent companies who share equally in aspects of oversight and management of USA. Accordingly, our circumstance is most analogous to a subsidiary with a parent company or a corporation which has a number of subsidiaries. These organizations are not required to include the names of the parent or subsidiaries in the SSF name. See 11 C.F.R. § 102.14(c). Likewise, in this instance, the joint venture SSF need not carry the

name of the two parent companies, especially when it is more closely associated with a joint venture company that does not include the name of either of its parents.

The Du Pont Merck circumstance is instructive for our purposes on this point as well. The Du Pont Merck Pharmaceutical Company was a joint venture created by two corporations, E.I. Du Pont de Nemours and Company and Merck and Company, Inc. The name of the SSF created by Du Pont Merck contains neither of the full names of the parent companies, but does include the full name of the joint venture. Although this issue was not expressly addressed in AO 1992-17, the Du Pont Merck model does provide precedent for the proposition that a joint venture SSF need not include the full names of corporate sponsors if it adopts the name of the joint venture.

There is also a substantial practical argument for not requiring USA PAC to include the full corporate names of LMC and Boeing in the SSF name. First, unlike in Du Pont Merck, neither LMC nor Boeing are included in part or in whole in the joint venture name. Therefore, to require that the SSF include the names of the sponsoring organizations as well as including USA would, at best, be cumbersome and awkward, and, at worst, be misleading and confusing. Specifically, requiring that the full corporate names be included could create the misperception of affiliation between both LMC and Boeing and LMEPAC and BPAC.

Finally, the request clearly is not an effort by USA PAC to disguise the connection to Boeing and LMC and the affiliation with LMEPAC and Boeing PAC. Indeed, the attached Statement of Organization specifies that LMC and Boeing are connected organizations and that their SSFs are affiliated with the USA PAC.

4. **For contribution limitation purposes, each USA PAC contribution should be apportioned half to the limit shared with LMC and half to the separate limit shared with LMEPAC and BPAC.**

As noted above, USA is a joint venture created, owned and supervised equally by LMC and Boeing. In view of the nearly identical factual circumstances to Du Pont Merck, it would follow that the contribution apportionment model affirmed in the Du Pont Merck AO apply in our context. (AO 1992-17, n. 2). Specifically, for every contribution from USA PAC, one half of each contribution should be apportioned to LMEPAC and one half to BPAC.

5. **Boeing, LMC and/or USA should be entitled to pay administration and solicitation costs of USA PAC.**

Once again, as established in the Du Pont Merck AO, a joint venture which consists of two corporate partners should be permitted to share, with the corporate partners, the expenses of establishing and financing a payroll deduction plan and other establishment and administrative expenses. Because USA is a product of two corporate partners, USA should be entitled to pay administrative and solicitation expenses of USA PAC as an exempt administration and establishment expense for a SSF.

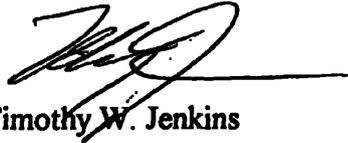
N. Bradley Litchfield, Esq.

July 8, 1997

Page 5

Thank you for your consideration of this request. Please do not hesitate to contact me at the above number if you have any questions or require additional information.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Timothy W. Jenkins', with a long horizontal line extending to the right.

Timothy W. Jenkins

TWJ/vli

Attachments

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CERTIFICATE OF FORMATION
OF
UNITED SPACE ALLIANCE, LLC

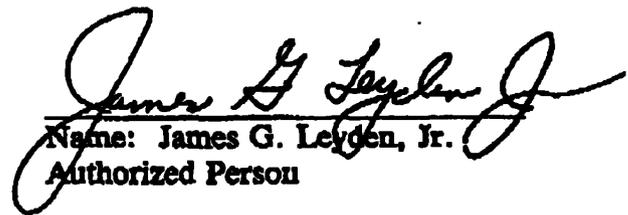
This Certificate of Formation of United Space Alliance, LLC (the "LLC"), dated as of November 7, 1995, is being duly executed and filed by James G. Leyden, Jr., as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.)

FIRST. The name of the limited liability company formed hereby is United Space Alliance, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o RL&F Service Corp., One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is RL&F Service Corp., One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Name: James G. Leyden, Jr.
Authorized Person

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "UNITED SPACE ALLIANCE, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1995, AT 8:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2558900 8100

960100005

AUTHENTICATION: 7898041

DATE: 04-08-96

STATEMENT OF ORGANIZATION

(See reverse side for instructions)

CO...
MAY 1 11 23 AM '97

1. (a) NAME OF COMMITTEE IN FULL United Space Alliance Political Action Committee (USA PAC)	<input type="checkbox"/> (Check if name is changed)	2. DATE 4/30/97
(b) Number and Street Address 1150 Gemini	<input type="checkbox"/> (Check if address is changed)	3. FEC Identification Number
(c) City, State and ZIP Code Houston, Texas 77058	4. Is This Report An Amendment? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	

5. TYPE OF COMMITTEE (Check one)

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
 - (b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)
- | Name of Candidate | Candidate Party Affiliation | Office Sought | State/District |
|-------------------|-----------------------------|---------------|----------------|
| | | | |
- (c) This committee supports/opposes only one candidate _____ and is NOT an authorized committee.
(name of candidate)
 - (d) This committee is a _____ committee of the _____ Party.
(National, State or subordinate) (Democratic, Republican, etc.)
 - (e) This committee is a separate segregated fund.
 - (f) This committee supports/opposes more than one Federal candidate and is NOT a separate segregated fund or a party committee.

6. Name of Any Connected Organization or Affiliated Committee	Mailing Address and ZIP Code	Relationship
Lockheed Martin Employees PAC	1725 Jefferson Davis Highway, Arlington, VA	Affiliated
The Boeing Company Political Action Committee	7755 East Marginal Way S. Seattle, Washington	Affiliated

Type of Connected Organization
 Corporation Corporation w/o Capital Stock Labor Organization Membership Organization Trade Association Cooperative

7. Custodian of Records: Identify by name, address (phone number -- optional) and position of the person in possession of committee books and records.

Full Name	Mailing Address	Title or Position

8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name	Mailing Address	Title or Position
Mundy I. Peale	1150 Gemini, Houston, Texas 77058	Treasurer
Edwin S. Proter	Same	Assistant Treasurer

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.	Mailing Address and ZIP Code
NationsBank of Texas	901 Main Street Dallas, Texas 75202

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

TYPE OR PRINT NAME OF TREASURER Mundy I. Peale	SIGNATURE OF TREASURER 	DATE 4/30/97
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NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g. ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

STATEMENT OF ORGANIZATION

(See reverse side for instructions)

RECEIVED
FEDERAL ELECTION
COMMISSION MAIL ROOM

May 19 1 37 PM '97

1. (a) NAME OF COMMITTEE IN FULL United Space Alliance Political Action Committee (USA PAC)	<input type="checkbox"/> (Check if name is changed)	2. DATE 5/15/97
(b) Number and Street Address 1150 Gemini	<input type="checkbox"/> (Check if address is changed)	3. FEC Identification Number
(c) City, State and ZIP Code Houston, Texas 77058		4. Is This Report An Amendment? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO

5. TYPE OF COMMITTEE (Check one)

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
 - (b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)
- | | | | |
|-------------------|-----------------------------|---------------|----------------|
| Name of Candidate | Candidate Party Affiliation | Office Sought | State/District |
|-------------------|-----------------------------|---------------|----------------|
- (c) This committee supports/opposes only one candidate _____ and is NOT an authorized committee. (name of candidate)
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6. Name of Any Connected Organization or Affiliated Committee	Mailing Address and ZIP Code	Relationship
Lockheed Martin Employees PAC	1725 Jefferson Davis Highway, Arlington, VA	Affiliated
Lockheed Martin Corp.	1725 Jefferson Davis Highway, Arlington, VA	Connected
The Boeing Company Political Action Committee	7755 East Marginal Way S, Seattle, Washington 98108	Affiliated
The Boeing Company	7755 East Marginal Way S, Seattle, Washington, 98108	Connected

Type of Connected Organization
 Corporation Corporation w/o Capital Stock Labor Organization Membership Organization Trade Association Cooperative

7. Custodian of Records: Identify by name, address (phone number -- optional) and position of the person in possession of committee books and records.

Full Name	Mailing Address	Title or Position
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8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name	Mailing Address	Title or Position
Mundy I. Peale	1150 Gemini, Houston, Texas 77058	Treasurer
Edwin S. Proter	Same	Assistant Treasurer

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.	Mailing Address and ZIP Code
NationsBank of Texas	901 Main Street Dallas, Texas 75202

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

TYPE OR PRINT NAME OF TREASURER Mundy I. Peale	SIGNATURE OF TREASURER 	DATE 5/14/97
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NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g. ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

For further information contact:
Federal Election Commission
Toll-free 800-424-9530
Local 202-219-3420

FEGAN053

FEC FORM 1
(revised 4/87)

STATEMENT OF ORGANIZATION

(See reverse side for instructions)

1. (a) NAME OF COMMITTEE IN FULL United Space Alliance Political Action Committee (USA PAC)	<input type="checkbox"/> (Check if name is changed)	2. DATE 6/6/97
(b) Number and Street Address 1150 Gemini	<input type="checkbox"/> (Check if address is changed)	3. FEC Identification Number
(c) City, State and ZIP Code Houston, Texas 77058	4. Is This Report An Amendment? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	

5. TYPE OF COMMITTEE (Check one)

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
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|-------------------|-----------------------------|---------------|----------------|
| | | | |
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 - (d) This committee is a _____ committee of the _____ Party.
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Lockheed Martin Employees PAC	1725 Jefferson Davis Highway Arlington, VA 22202	Affiliated
Lockheed Martin Corp.	1725 Jefferson Davis Highway Arlington, VA 22202	Connected
The Boeing Company Political Action Committee	P.O. Box 3707, M/S 14-49 Seattle, Washington 98124-2207	Affiliated
The Boeing Company	P.O. Box 3707, M/S 14-49 Seattle, Washington 98124-2207	Connected

Type of Connected Organization
 Corporation Corporation w/o Capital Stock Labor Organization Membership Organization Trade Association Cooperative

7. Custodian of Records: Identify by name, address (phone number -- optional) and position of the person in possession of committee books and records.

Full Name	Mailing Address	Title or Position
Edwin S. Proter	1150 Gemini Houston, Texas 77058	Assistant Treasurer

8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name	Mailing Address	Title or Position
Mundy I. Peale	1150 Gemini, Houston, TX 77058	Treasurer
Edwin S. Proter	Same	Assistant Treasurer

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.	Mailing Address and ZIP Code
NationsBank of Texas	901 Main Street Dallas, Texas 75202

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

TYPE OR PRINT NAME OF TREASURER Mundy I. Peale	SIGNATURE OF TREASURER 	DATE 6-16-97
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NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g. ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

For further information contact:
 Federal Election Commission
 Toll-free 800-424-9530
 Local 202-219-3420

FE6AN053

FEC FORM 1
(revised 4/87)

**BYLAWS
OF
UNITED SPACE ALLIANCE
POLITICAL ACTION COMMITTEE (USA PAC)**

**ARTICLE I
NAME**

The name of this Committee shall be the United Space Alliance Political Action Committee (USA PAC) ("Committee").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Committee shall be located in Houston, Texas, or such other place as the Board of Directors of the Committee shall designate.

**ARTICLE III
ORGANIZATION**

The Committee is established pursuant to the terms of the Federal Election Campaign Act ("FECA"), as amended, and as codified in 2 U.S.C. § 431 *et seq.* The Committee is not affiliated with any political party nor with any specific candidate for election and may, within the limits of applicable law, do all things necessary or desirable for the attainment of its stated purposes.

**ARTICLE IV
PURPOSES**

Section 1. The Committee is organized for the following purposes:

- (a) To support those candidates, regardless of party affiliation, for election to the House of Representatives and Senate of the United States who, have expressed support for issues important to the United Space Alliance ("USA"), have expertise or jurisdiction over issues affecting USA, or serve in the leadership of the House or Senate.
- (b) To be a federal political committee with the power to receive donations and contributions and make expenditures and disbursements in accordance with the FECA or any other applicable laws and regulations relating to the Committee's activities in support of or in opposition to candidates for federal office.
- (c) To protect, preserve, and further the private enterprise system; to promote good citizenship through the personal and financial participation of USA employees in the elective process at the federal government level; to promote and strive for excellence in government by encouraging and stimulating USA employees to take a more active and effective part in governmental affairs; to encourage USA employees and others to understand the nature and actions of government; and to assist USA employees and others in carrying out their civic responsibilities.

Section 2. The Committee will operate in accordance with the provisions of all applicable laws and regulations.

Section 3. The Committee is affiliated with the Lockheed Martin Employees Political Action Committee ("LMEPAC") and The Boeing Company Political Action Committee ("BPAC"). In order to avoid exceeding federal contributions limitations or otherwise contravening federal law or regulations, the

Committee will meet periodically and coordinate with representatives of LMEPAC and BPAC to review and approve proposed candidate contributions.

ARTICLE V CONTRIBUTIONS TO THE COMMITTEE

Section 1. Contributions to the Committee will be collected for the purpose of contributing to Members of Congress and federal candidates for seats in the United States House of Representatives and United States Senate.

Section 2. No contribution shall be accepted which is earmarked for any political committee or candidate.

Section 3. No contribution will be accepted from individuals who are not citizens of the United States and employees of United Space Alliance.

Section 4. The Committee will not solicit individuals who do not qualify as "executive or administrative personnel" under 11 C.F.R. § 114.1(c).

Section 5. Contributions to the Committee shall be wholly voluntary and no direct or indirect pressure or coercion shall be exerted on any person to induce or compel a contribution.

Section 6. Contributions which exceed the limits set by applicable law will not be accepted. The Treasurer or Assistant Treasurer shall return to the appropriate donor any contribution which exceeds the legal limit or which is otherwise prohibited by law.

Section 7. The connected organization to the Committee is USA. Administration, establishment and solicitation expenses of the Committee may be paid by USA in accordance with 11 C.F.R. § 114.1 (b).

Section 8. Committee funds shall not be commingled with those of any individual or other organization.

ARTICLE VI CONTRIBUTIONS BY THE COMMITTEE

Section 1. The Committee may make contributions only to Members of Congress and candidates for seats in the United States House of Representatives and United States Senate.

Section 2. The Committee shall not make contributions to national party committees, such as the Republican National Committee ("RNC") or Democratic National Committee ("DNC"), or to state party committees.

Section 3. The Board of Directors of the Committee, shall, in its discretion, determine how funds shall be distributed. Notwithstanding this discretionary authority, the Board of Directors shall, on a bipartisan basis, consider whether the proposed recipient is a candidate that shares positions consistent with the purposes of the Committee as stated in Article IV.

Section 4. Contributions shall be made by check or bank draft bearing the name of the Committee and shall be executed by the Treasurer or Assistant Treasurer.

**ARTICLE VII
OFFICERS AND BOARD OF DIRECTORS**

Section 1. The Officers of the Committee shall be the Chairman, the Secretary, and the Treasurer.

Section 2. The initial Officers shall be:

**Chairman: Joseph W. Hammond
Secretary: Dennis K. Diemoz, Esq.
Treasurer: Mundy I. Peale**

Section 3. The Chairman and the Secretary shall serve a term of two years or until a successor assumes the position. The Chairman and Secretary shall be appointed by the Chief Executive Officer of United Space Alliance.

Section 4. The Board of Directors shall be comprised of the officers of the Committee and two other individuals appointed by the Chairman to serve as directors-at-large. The initial directors-at-large shall be:

**Howard L. DeCastro
Michael J. McCulley**

The directors-at-large shall serve a term of two years or until a successor assumes the position.

Section 5. The Board of Directors shall meet periodically to consider issues relating to the management of the Committee, including, but not limited to:

- a) determining how funds shall be distributed;
- b) determining which USA employees who qualify as "executive or administrative personnel" under 11 C.F.R. § 114.1(c) will be solicited; and
- c) determining which lawful solicitation methods shall be utilized.

**ARTICLE VIII
TREASURER AND ASSISTANT TREASURER**

Section 1. The Board of Directors shall appoint a Treasurer and Assistant Treasurer who shall keep the financial and other records of the Committee, shall comply with all applicable legal requirements, and shall perform such other duties as may be assigned by the Board of Directors. The specific duties of the Treasurer shall include, but are not necessarily limited to the following:

- (a) advising the Board of Directors of the total amount of funds held by the Committee and such other information as may be appropriate under the circumstances;
- (b) maintaining all required records regarding contributions and expenditures and filing all necessary reports with appropriate authorities;
- (c) establishing and maintaining one or more bank accounts for the deposit of all contributions received;
- (d) keeping a detailed account of all contributions, the name and mailing address of every person making a contribution, and all expenditures made by or on behalf of the Committee; and
- (e) disbursing funds as directed by the Board of Directors.

Section 2. If the Treasurer is unable to perform such duties, the Assistant Treasurer shall assume duties of the Treasurer. The Treasurer may also delegate to the Assistant Treasurer, on a discretionary basis, any other duties of the Treasurer.

Section 3. The Treasurer and Assistant Treasurer are the only personnel empowered to disburse the Committee's funds.

Section 4. The Treasurer shall maintain the Bylaws of the Committee for the ready availability of all current contributors to the Committees. Current contributors include those who have made or pledged a contribution during the calendar year in which the request for document disclosure is made.

Section 5. The Treasurer and Assistant Treasurer shall serve indefinite terms. They can be replaced by a majority vote of the Board of Directors.

ARTICLE IX CONTRIBUTIONS TO PACS

No contributions will be given to a political committee sponsored by a member of Congress if such committee is not an authorized candidate committee, nor will contributions be given to a political committee set up to make direct contributions to candidates for federal or non-federal elections.

ARTICLE X AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the Board Directors subject to prior written approval by the affiliated committees, LMEPAC and BPAC.

ARTICLE XI DISSOLUTION

In the event the Committee is dissolved, the Treasurer shall return undistributed funds to the contributors readily identifiable, and any funds which are not identifiable may, prior to dissolution of the Committee, be disbursed by the Committee to candidates for election to federal office in accordance with these Bylaws and applicable law.