

## SSST special meeting

3/22/2010

1. Meeting called to order 7:10 p.m.
  - a. All 8 board members present. Coach Matt Streumpf and approximately 79 team families were represented.
2. Introduction
  - a. Kim welcomed families. Board introduced themselves. Kim thanked everyone for attending the meeting.
3. By-Laws-Katie
  - a. Goal was to adopt the by-laws with the changes that were proposed.
  - b. Review of current by-laws showed several inconsistencies
    - i. Name change
    - ii. Tax exempt status
    - iii. VSA
    - iv. Annual meeting guidelines
    - v. Financial controls added language
4. By-Laws Q & A-Katie
  - a. Q- Is team paying taxes?-A-Katie deferred answer to next item on agenda during which that question will be answered
  - b. Q-What is needed to adopt by-laws and changes? A- 2/3 of team families must vote in favor of changes (approx. 88 families).
  - c. Q-Regarding the check and balances currently in place with respect to financial controls? A-Current board feels that additional controls should be spelled out in by-laws, thus the proposed changes. However, changes do leave flexibility for future boards to make these changes work in a way that is best for their board's term.
  - d. Q-What is the difference between charitable organization team is now and what is proposed? A-Katie explained the difference between a 501 c 7 and 501 c 3 organization. She also noted that currently, SSST has no tax exempt status.
  - e. Q-What benefits are there to applying for 501 c 7 tax exempt status? A- We cannot qualify for 501 c 3. We have no tax exempt status currently, so any tax exempt status is an improvement
  - f. Katie made a motion to take a vote, via paper ballots provided (one per family) to adopt the current by-laws, along with the proposed changes. The motion was seconded by Matt Mullen. There was no additional discussion. Members were asked to vote via anonymous paper ballot and deposit them in the sealed ballot box.
5. Tax Liability-Katie
  - a. Katie presented tax liability information including updated status on SSST's standing with the IRS, the CA Secretary of State and the CA Franchise Tax Board.
  - b. Results of meeting with Tax Attorney presented

- c. Details of the significant tax liability were presented including non-filing of taxes at federal and state level. Inconsistent payroll deductions from junior coaches paychecks.
- d. Summary of steps being taken by 2010 Board to move the team forward and remedy the tax liability situation.

6. Tax Liability Q & A

- a. Q-Was a service used to manage payroll last year? A-Apparently not. However, a payroll service was used in 2006, 2007 and most of 2008.
- b. Q-How were checks issued? Were they handwritten? A-Katie deferred to Matt Mullen, who answered that some checks were handwritten and others were generated as part of a home office software program.
- c. Q-Hasn't there been any communication between the old board (2009) and the current board? A- Information has been requested on several occasions and has not been received.
- d. Q-Clarification requested on unfiled taxes? A-Income and payroll taxes not filed for 2009. Income taxes not filed for 2004-2008. Some payroll taxes filed (via payroll service) for 2006, 2007 and most of 2008. Also appears that no taxes were withheld from assistant coaches paychecks last year (matt and jack were indep contractors so they are not affected by this).
- e. Q-Is there a lien against the team? A-Not that we are aware of.
- f. Q-What are the financial liabilities? A-Current board is doing everything possible to rectify situation. This includes filing for tax exempt status, so that when back taxes are filed, there is a chance that team would only be liable for the fines, interest and back fees. Board is doing everything in their power to reduce tax liability. Goal is to get 2009 payroll sorted out, then file for tax exempt status, then file 2009 back taxes. Years 2004-2008 will be addressed later, as we believe that the team is not currently on the IRS's radar.
- g. Q-Can tax exempt status be applied retroactively? A-Yes
- h. Q-How much are we liable for? A-Hard to say until we file the back taxes and apply for the tax status.
- i. Q-How many teams file tax returns? A-Not sure, however SR Aquacats have just applied for same tax status as we are.
- j. Q-Do you have a ballpark figure? Is this swim season in jeopardy? A-Matt answered that no, this year's budget will cover all our operating expenses and that we are continuing to fundraise to cover expenses not covered by the budget. However, fundraising and due increases were not to cover fees for lawyers, fines or CPAs etc.
- k. Q-What is timeline for tax status? A-Once by-laws are passed, payroll needs to be sorted out. Next priority is the tax status. Hope to have applications submitted within one month.
- l. Explained that since there may not be enough families present to make the 2/3<sup>rd</sup> vote, those that are not present at the meeting will have chance to vote via email.

7. Financial Issues-Matt

- a. Complete review of budget began and several, significant irregularities were detected.

- b. Advice was sought from third-party, unaffiliated professionals to understand options, including accounting firm and law enforcement
  - c. Police report was filed with Danville PD on behalf of the SSST.
  - d. Matt has been in constant contact with DPD and CCCo. DA office. An investigation is underway, however no determinations have been made. No charges have been filed however the case is moving forward.
  - e. As more info becomes available, it will be shared with the membership, as appropriate.
8. Financial Issues Q & A
- a. Q-Is the team able to proceed with the season? A-Yes.
  - b. Q-Does SSST need a lawyer? A-No, the ADA acts as our lawyer.
  - c. Q-What about press coverage? A-The team and the board have no desire to bring this to the press. The Board will not take this issue to the press and does not want the membership to do so either. The Board will continue to relay factual information only to the membership as it becomes available.
  - d. How will this affect the SSST's relationship with the Sycamore HOA? A-HOA is aware of the situation, and they remain supportive. As of now, our relationship with the HOA is very good.
  - e. Q- Are we (the team) to assume that the current investigation is of 1 or 2 individuals and not the entire 2009 board? A-That is correct.
  - f. Q-Does SSST have D & O insurance? A-Yes and it is current.
  - g. All inquiries about financial issues should be directed to Matt only, so that there is a single, consistent source of information.
9. Scoreboard and closing remarks
- a. \$6,000 raised via fundraising for scoreboard last year. Team was going to match with \$4,000 for a total of \$10,000
  - b. Still do not have approval for scoreboard from HOA, was never approved last year
  - c. Letters were sent out to community/neighbors with specs for permanent structure and HOA received a significant number of complaints. Application was withdrawn from Town of Danville. Goal was to work on application and approval for Spring, however other issues have come up so it has been tabled for the time being.
  - d. No indication that it won't be approved if it comes through the HOA now
  - e. Kurt Oliver to offer services if needed on an mobile scoreboard
  - f. Q-What is the objection raised by community? A-Objection is the appearance of the permanent structure, as it is proposed to be a substantial feature added to the current landscape.
  - g. Q-Are there financial concerns with respect to the scoreboard? A-No, the money is in the budget, but as of now it is more of a delay. Other options are available, such as a portable structure.
  - h. Q-Will there be another fundraiser for the scoreboard? A-Fundraising this year will be for the general fund, we have built a fundraising goal of \$6K-\$8K into the budget. The first fundraiser will be the SSST Garage sale to raise money.

- i. The Board would like to close with the reminder that no charges have yet been filed and that there are families involved. Please remember to keep gossip and talk outside the team to a minimum so that feelings and families are not hurt by false rumors.

10. Meeting adjourned: 8:12 p.m.

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**A California Public Benefit Corporation**  
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## **ARTICLE 1**

### **Name**

#### **Section 1.0 Corporation Name**

The name of this corporation is SSST, also referred to as, Sycamore Stingray Swim Team.

## **ARTICLE 2**

### **Offices**

#### **Section 2.0 Principal Office**

The principal office for the transaction of the activities and affairs of SSST (“principal office”) is located in Contra Costa County, California. The members of the board of directors of SSST (the “Board”) may change the location of the principal office at any time. Any change of this location shall be noted by the Secretary at the end of these bylaws, where the Secretary will clearly state the new location. The Board may at any time establish branch or subordinate offices at any place or places within California or where the corporation is qualified to conduct its activities.

## **ARTICLE 3**

### **Purpose and Objective**

#### **Section 3.0 Purpose and Objective**

The purpose and objective of the SSST is to benefit children, up to age 18, living in the San Ramon Valley area. SSST is committed to developing its members as better swimmers, while teaching team spirit, good sportsmanship, and community camaraderie. The team environment is fostered through competitive dual meets with other recreation league swim teams, as well as invitational meets, culminating league meet and qualifying meets. SSST shall promote swimming in accordance with the standards, rules, regulations, policies and procedures of USA Swimming, Valley Swim Association (VSA), Pacific Swimming and other amateur swimming organizations. The purpose of the SSST By-Laws is to establish the SSST mission, set standards for swim team membership, provide organizational structure, establish membership and general responsibilities for the SSST Board of Directors (BOD), and to provide general guidance on how to conduct SSST and BOD business. Additionally, procedures for making changes to these By-Laws are established.

## **ARTICLE 4**

### **Levels of Ability and Values**

#### **Section 4.0 Levels of Ability**

SSST shall provide a framework to enable all swimmers to reach the highest level of ability desired by the swimmer. SSST shall provide a variety of instructional levels that strive to fit in with the age, ability and goal of each swimmer. Within the framework provided, a swimmer shall have the opportunity to achieve his/her goal, whether it be a competent swimmer or a world-class swimmer. The Head Swim Coach, in cooperation with the swimmer's legal guardians, shall decide the proper level in which the swimmer shall practice and compete to allow the swimmer to achieve his/her desired goal.

#### **Section 4.1 Team Values/Mission Statement**

SSST and the coaching staff shall focus on building a swim team, based on a philosophy that encourages family and community values consistent with our community of Danville, which favors inclusion and personal development of all active members regardless of age or ability; encourages a sound balance between academics and athletics, team spirit and good sportsmanship; and maintains a high-quality, personalized approach to coaching the swimmers at all levels. All swimmers shall be made to feel welcome to practice and participate as active swimming members of the SSST. SSST will strive to make swimming a fun experience.

## **ARTICLE 5**

### **Corporate and Financial Structure**

#### **Section 5.0 Non-profit Corporation**

SSST is a mutual benefit public corporation and is not organized for the private gain of any single person. It is organized under the California Nonprofit Public Benefit Corporation Law for non-profit purposes. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

#### **Section 5.1 Tax-Exempt Status**

SSST is organized exclusively for non-profit and educational purposes and for the purpose of fostering Recreational and amateur sports competition within the meaning of Section 501(c) (7) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, the SSST shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this swim club and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (7) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

### **Section 5.2 Dedication of Assets**

The properties and assets of the SSST are irrevocably dedicated to non-profitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Board member of this corporation. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for non-profit and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c) (7) of the Internal Revenue Code. The Board shall designate that organization for such transfer at the appropriate time.

### **Section 5.3 Revocation of Assets**

Any records, data, assets, property, equipment, software or other belongings of the SSST that are provided to Board, coaches, staff or volunteers shall remain property of the corporation. All such property shall be immediately returned to the corporation upon completion of task, termination of employment or when required. Failure to return such property may result in criminal prosecution according to the appropriate civil law.

## **ARTICLE 6**

### **Membership**

#### **Section 6.0 Qualifications for Membership**

There are two classes of membership within SSST: voting and non-voting membership. The voting membership consists of all adult and youth swimmers who pay the yearly membership fee and who's parents or legal guardians perform the required volunteer work assignments, as determined by the Board, participate and compete in amateur competitive swimming activities conducted by SSST and are in good standing with the corporation. The voting membership includes the parents or legal guardians of

members under 18 years old. SSST provides a discounted fee schedule for member families with multiple swimmers, as such, the voting membership shall be limited to a maximum of one representative per family entity or household. The non-voting membership includes all other adult and youth swimmers who participate in SSST swimming programs, but do not pay the yearly membership fee and are in good standing with the corporation. Non-voting membership is restricted from voting on all matters; otherwise, non-voting membership is identical in all respects to voting membership. In these bylaws, unless specifically distinguished in context, the words, "General Membership," "Membership," and "all members" refers to both voting and non-voting membership. This section is subject to the provisions in Section 7.5 of Article 7.

### **Section 6.1 Nondiscrimination Policy**

Within the scope of programming for the swimming program, the SSST does not discriminate against individuals on the basis of race, color, sex, religion, sexual orientation, or national or ethnic origin in acceptance to membership of the corporation. However, under certain circumstances, the SSST may be forced to limit or to cut off acceptance to all prospective new members or all members of a specific age or ability group. These conditions are as follows:

- (a) When the size of the swim club or any group has grown to a level that cannot be supported by the existing facilities, new membership to the oversubscribed group may be restricted until the condition is rectified by a reduction in the membership or an expansion of the facilities. In such restricted admission conditions, membership admission policies must be drafted by the Board and followed in practice.
- (b) Membership may be limited due to contractual agreements made by SSST. Under such circumstances as described in 6.1(a) and (b) above, the Board may decide by a majority vote when to restrict new memberships.

### **Section 6.2 Fees and Dues of Members**

Each member must pay, as determined by and within the time and on the conditions set by the Board, any fees, and monthly and/or annual dues to be defined by the Board. A member in good standing is a member who is up to date in paid dues. The Board is empowered to regulate payments, schedules, exemptions, etc. In addition to normal dues and fees, the Board shall establish requirements for volunteer participation of members with appropriate minimum volunteer hour requirements and financial or other penalties it deems appropriate.

### **Section 6.3 Code of Conduct**

It is expected that all members of the SSST and its hired staff (e.g. swimmers, parents, Board members, coaches, hired staff, etc.) will conduct themselves in socially acceptable behavior and manner. Good sportsmanship is required by all members and

staff at all corporation functions (e.g. practice, meets, social events, functions, meetings, etc.). The Board shall from time to time, as needed, adopt a code of conduct that shall be drafted by a committee including a coach, a Board member, and a non-Board member at large. This code of conduct shall be published and made available to all members and staff and will include repercussions for violations, which could include immediate member expulsion from the corporation.

#### **Section 6.4 Suspension of Membership**

If a swimmer member violates the SSST code of conduct, the swimmer's coach shall provide a verbal warning to the member. SSST's Head Coach or a coach designated by the Head Coach is empowered to immediately remove the swimmer from the pool and recommend suspension to the Board. The Board will consider the action or attitude of the swimmer to determine if the action or attitude is detrimental to the corporation. The Board, at their discretion may choose to suspend the individual for any period by a simple majority vote. No portion of the dues or registration fees paid by the member shall be eligible for refund in the event of a member suspension.

#### **Section 6.5 Termination of Membership**

The membership of a member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member;
- (b) The failure of the member to pay dues or assessments, if required, within the times set forth by the Board;
- (c) Failure of the member family to perform the required number of volunteer hours and failure to pay penalties set by the Board; or
- (d) The determination by a majority of the Board or a committee designated to make such determination, that the member has failed in a material and serious degree to observe the code of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the values, interests and purposes of the corporation. No portion of the dues or registration fees paid by the member shall be eligible for refund in the event of a member termination for cause.

#### **Section 6.6 Transfer of Membership**

No member may transfer for monetary or other value, a membership or any right arising from such membership. All rights of membership cease upon a member's termination or death.

### **ARTICLE 7**

## **Meetings of Members**

### **Section 7.0 Place of Meeting**

Meetings of the membership shall be held at any location within the City of Danville or as designated by the Board and shall be open to all adult members and parents or legal guardians of minor members. The SSST will typically hold one meeting of the membership each year to transact business that requires a vote of the entire membership attending the meeting. This meeting is referred to as the "Annual Meeting." The members may also call a "Special Meeting" as necessary to transact other business that may be necessary.

### **Section 7.1 Annual Meeting**

The Annual Meeting of members shall be held on a date to be determined and announced by the Board. Such date and location shall be announced no less than ten (10) days and no more than thirty (30) days prior to the Annual Meeting date. If the date needs to be changed for cause beyond the control of the Board, a new meeting date shall be designated and announced with no less than ten (10) days advance notice to the newly designated date. The purpose of the Annual meeting is to elect Directors and for the transaction of such other business as may come before the meeting.

### **Section 7.2 Special Meeting**

A Special Meeting of the voting members for any lawful purpose may be called at any time by any of the following:

- (a) Any member of the Board of Directors of SSST. The date and location of the Special Meeting shall be announced no less than ten (10) days prior to the meeting date. Nothing shall be construed as limiting, fixing or affecting the time when a meeting of members may be held when the meeting is called by action of any member of the Board of Directors of SSST.
- (b) Any voting member. If twenty five percent (25%) or more of the voting membership desire to hold a Special Meeting and the meeting is to be called by corporation members other than by the Board, a written request shall be submitted and signed by such members specifying the general nature of the business proposed to be transacted and shall be delivered to the President, Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to all the members entitled to vote and such notice shall indicate where the Special Meeting will be held, the nature of the business and the date for the meeting, which date shall be not less than ten (10) nor more than thirty (30) days following the receipt of the request. If the Board does not give the notice within ten (10) days after receipt of the request, the corporation members requesting the meeting may give the notice.

### **Section 7.3 Notice of Members' Meeting**

All notices of meetings of voting members, both Annual and Special Meetings, shall be posted, distributed, sent by acceptable practice or otherwise given to the Membership with not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and:

- (a) In the case of a Special Meeting, the general nature of the business to be transacted and no other business may in that case be transacted; or
- (b) In the case of the Annual Meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members. If action is to be taken at any meeting for approval of any of the following, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s). Items requiring membership notice and approval include amending the bylaws, voluntary dissolution of the corporation and removal of a Board member.
- (c) The Board shall provide notice and a full report to be given at an Annual or Special Meeting for certain decisions made by the Board. The notice shall state the complete reasons behind the decision and a detailing of how the Board plans to implement the decision. Items requiring membership notice are:
  - (i) Annual budget publication;

### **Section 7.4 Quorum**

33.33% of the voting power shall constitute a quorum for the transaction of business at a meeting of the members. However, the President may choose to adjourn a meeting that has less than 33.33% of the voting members in attendance.

### **Section 7.5 Voting in Member Meeting**

Eligibility to vote in member meetings is limited to the following:

- (a) Voting in member meetings is based on qualification of voting membership. Parents, legal guardians or adult members who are members and in good standing as defined in this Article 7 shall have one vote per family entity or household. Attending member voters shall be required to sign in at the meeting to verify their eligibility.
- (b) In cases where (multiple) members have multiple families or households (divorce, separation, etc.), only one adult from the family entity is entitled to vote. In cases of divorce or separation, the family entity will still have only one vote. In

the event the involved family entity adults fail to agree how such vote shall be cast, then that family entity's vote shall be invalid.

A simple majority of voting members attending the meeting will approve the action being taken, except when voting for the amendment to the corporation's Articles of Incorporation or bylaws, which shall require at least 66.67% vote. Items requiring membership notice and approval are:

- (i) Amending the Articles of Incorporation;
- (ii) Amending the bylaws;
- (iii) Voluntarily dissolving the corporation; and
- (iv) Removing a Board member.

### **Section 7.6 Conducting Business during Member Meeting**

Robert's Rules of Order shall be used to conduct formal business during all meetings. If during the meeting, order becomes an issue, Robert's Rules of Order shall dictate. Official minutes of member meetings shall be kept and made available to the membership in a timely fashion.

## **ARTICLE 8**

### **Number and Composition of Board of Directors**

#### **Section 8.0 Composition of Board of Directors**

The Board of Directors (BOD also referred to as officers) of the SSST shall consist of the following active elected officials: President, Vice President, Treasurer and Secretary. The immediate Past President shall act as an advisor to the BOD, without vote. The BOD will consist of the four elected officers of the Corporation, in addition, will include 4 board members at large, who will be appointed by the President and approved by the elected officers. These board positions will consist of:

- A: The League Representative
- B: The Membership Chairperson
- C: The Coaches Liaison
- D: The Jobs Chairperson

All elected Board members must be active voting members of SSST and in good standing. Board composition may be subject to conditions of contracts entered into by SSST with the Sycamore HOA.

## **ARTICLE 9**

### **Election of Board of Directors**

#### **Section 9.0 Nominations and Solicitations of Board Candidates**

The President shall appoint a committee from the voting members to recommend qualified candidates for election to the Board at least 2 months prior to the date of any election of Board members. Elections shall be held during the Annual Meeting unless a Special Meeting is called. The nominating committee shall make its report at least 60 days prior to the date of the election and the Secretary shall forward to each member, with the notice of meeting required by Section 7.3 of Article 7, a list of candidates nominated at least 1 month prior to the election.

- (a) When there is a meeting to elect Board members, any voting member present at the meeting in which the election is to occur may nominate qualified candidates to avoid any potential conflicts of interest, no one serving on the SSST BOD may have a spouse or significant other serving on the BOD or the SSST coaching staff. Only one member from a swimmer's family may serve on the BOD. SSST BOD duties require a significant amount of personal time to perform well. In order to encourage parents or guardians of swimmers in good standing to volunteer to run for election to demanding BOD positions, an incentive will be offered. Each BOD member will be allowed one free swimmer for each full year they serve on the BOD. This incentive will be credited during the fiscal year the BOD is in office.

#### **Section 9.1 Vote Required to Elect Board Member**

The voting process will be administered by the Election Committee, appointed by the SSST President. The election process will consist of hard copy ballot with SSST BOD positions and nominees clearly indicated. The ballots will be distributed at the beginning of the meeting. Each nominee or a designated representative from the membership will be afforded two minutes to speak. The election will be held, ballots collected, and a count conducted by the Election Committee prior to the meeting's termination. Candidates receiving the highest number of votes cast during the Annual Meeting or Special Meeting shall be elected to the Board. In the event that multiple candidates receive equal numbers of votes, a new secret ballot presenting only those candidates shall be conducted immediately. This voting procedure shall be repeated until 1 candidate receives more votes than the other candidates.

## **ARTICLE 10**

## Board of Directors

### Section 10.0 Powers

The Board is provided powers and authority to conduct business and the following:

- (a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the SSST shall be managed and all corporate powers shall be exercised by or under the direction of the Board.
- (b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:
  - (i) Appoint, select and hire agents and employees of the corporation. The Board has the power to hire professional staff to assist the corporation with normal business as budgeted by the Board. The Board can provide a managing employee the power to hire/fire other employees within their reporting organization if such a provision and the Board's review of such action is clearly stated in their contract. However, the Board shall not hire staff which abdicates its governance and running of the corporation. Hired personnel shall report to the Board. All hired employees are non-voting positions;
  - (ii) Add committees and committee officers as it deems necessary (committee officers report to the Board and are not Board members);
  - (iii) Terminate all hired employees, committees and committee officers and member agents;
  - (iv) Terminate by immediate action any employee of the corporation or corporation member for immoral or egregious misconduct, including among other things actions that may jeopardize the safety of swimmers or corporation members;
  - (v) Prescribe any powers and duties for the agents and employees of the corporation that are consistent with the law, the Articles of Incorporation and these bylaws;
  - (vi) Develop an annual budget that must be presented to the voting members during the Annual Meeting or a Special Meeting; and
  - (vii) The Board may not borrow money and incur indebtedness on behalf of the SSST and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust,

mortgages, pledges, hypothecation and other evidences of debt and securities without approval by the voting members.

- (viii) The Board shall be at arm's length and not violate any provisions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **Section 10.1 Election and Term of Office of Board Members**

Board members shall be elected to specific positions on the Board by the voting members or appointed by the elected officers of the corporation and shall hold office for one (1) year; provided, however, that if any Annual Meeting is not held or the Board members are not elected during such time, they may be elected at any Special Meeting held for that purpose. No Board member shall be eligible for the same office for more than two (2) consecutive terms.

### **Section 10.2 Vacancies**

A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- (a) The death, resignation or removal of any Board member;
- (b) The increase of the authorized number of Board members through amendments to these bylaws of the corporation;
- (c) Except as provided in this paragraph, any Board member may resign, which resignation shall be effective on giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Board member is effective at a future time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No Board member may resign when the corporation would then be left without a duly elected Board member or Board members in charge of its affairs.
- (d) A Board member may be removed by a simple majority vote of the membership in attendance at any Annual or Special Meeting. A Board member may also be removed by resolution of the Board if that Board member has been declared of unsound mind by an order of the court, convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Corporation Law.

- (e) When any Officer or Director fails to adequately perform the duties of his/her office or fails to attend three (3) consecutive meetings of the Board, without an adequate excuse, the BOD may declare the office vacant by a simple majority vote.
- (f) By a resolution of the Board, by simple majority, when any Officer or Director has committed any act or acts of dishonesty, moral turpitude or intentional felonious behavior which are materially detrimental to the Corporation and its members.

### **Section 10.3 Vacancies Filled by Board Members or Members**

If the President resigns, the Vice President shall immediately fill the vacant President position. Other Board members may then fill any open vacancy or vacancies. Vacancies on the Board may be appointed from the general voting membership by the President with simple majority approval by other Board members. In the case of a removal, an election shall be held to elect a replacement subject to Section 9.1 of Article 9 within ninety (90) days at either the Annual or a Special Meeting. The replacement Board member shall complete the term of the previous Board member.

### **Section 10.4 Restriction on Interested Board Members**

Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person is:

- (a) Any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Board member as a Board member; or
- (b) Any spouse, ex-spouse, domestic partner, lineal descendant or antecedent, brother or sister, the adopted child or adopted grandchild, or the spouse or domestic partner of any child, adopted child, or grandchild or adopted grandchild of any such person.
- (c) However, any violation of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

### **Section 10.5 Place of Regular BOD Meetings**

Regular meetings of the Board shall be held on a regular schedule and duly posted and readily visible to the voting membership at least ten (10) days prior to each meeting. Such posting shall provide notice of Board meeting date, time and location. The meeting shall be held at any place within the Town of Danville or as designated from time to time by resolution of the Board. Special Meetings of the Board shall be held at any place within the Town of Danville or as designated in the notice of the meeting which will be

duly posted and readily visible to the voting membership at least ten (10) days prior to each Special Meeting.

### **Section 10.6 Annual Membership Meeting**

Following each annual member meeting, the Board shall hold a regular meeting for the purpose of organization, confirmation of officers, transition of documentation and the transaction of other business. Notice of this meeting shall not be required.

### **Section 10.7 Board Meetings Open to General Membership**

All regular meetings of the Board shall be open to all voting members in good standing unless the Board President chooses to close some Board discussion topics to the general membership and conduct an Executive Board Session. Example of such closed discussions would include, but are not limited to, salary reviews, performance reviews, bonuses, topics of personal nature, etc.

### **Section 10.8 Special Board Meetings**

- (a) Authority to Call. Special Meetings of the Board for any purpose may be called at any time by the President, the Vice President, the Secretary or any two Board members. Due to the nature of special Board meetings, as much notice as possible must be provided to the membership, with sufficient posting and visibility of meeting date, time and location.
- (b) Notice to directors.
  - (i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods:
    - (a) by personal delivery or written notice;
    - (b) by first-class mail, postage prepaid;
    - (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director;
    - (d) by telegram, charges prepaid;
    - (e) by telecopy (FAX); or
    - (f) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

- (ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy (FAX) or electronic mail shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting.
- (iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the place of the meeting if it is to be held at the principal executive office of the corporation.

### **Section 10.9 Quorum**

A majority of the authorized number of Board members shall constitute a quorum for the transaction of business. The Board shall consist of 8 (eight) members. A quorum shall 5 members of the Board. Every act or decision made by a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, particularly those provisions relating to:

- (a) Approval of contracts or transactions in which a Board member has a direct or indirect material financial interest;
  - (b) Appointment of committees; and
  - (c) Indemnification of directors
  - (d) Approval of budgets
- (a) In the event of a tie vote, the President's vote shall be the deciding factor. If the President is not present then the vote/decision must be deferred. Meetings attended by less than a quorum can discuss issues and exchange general information necessary for the continued operation of the SSST. Meetings may have telephone participation. Any one or more BOD members may participate in any meeting of such Board by means of a conference telephone or similar equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

### **Section 10.10 Adjournment**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

### **Section 10.11 Notice of Adjournment**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors and members who were not present at the time of adjournment.

### **Section 10.12 Action without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing (or in any recordable medium) to that proposed action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such consent shall have the same force and effect as a unanimous vote of the Board. Such recordable consent(s) shall be filed with the minutes of the proceedings of the Board.

### **Section 10.13 Officers**

These bylaws intentionally do not provide detailed enumeration of officers’ duties. It is believed the Board can best provide a clear definition of its tasks and duties. At the beginning of each fiscal year after the Annual Meeting, the Board shall document and submit to the Secretary for safekeeping, a list of officer specific tasks and duties. These bylaws provide a guidance of officer duties based on traditional separation of duties.

- (a) **President.** The President shall generally supervise, direct and control the business and the officers of the corporation. He/she shall preside at all meetings of the members and at all meetings of the Board. He/she shall appoint all standing and special committees, and shall be an ex-officio member of those committees, with the right to vote. The President shall approve all official documents. He/she shall have such other powers and duties as may be prescribed by the Board or the bylaws.
- (b) **Vice President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.
- (c) **Secretary.** The Secretary shall keep records as described below:
  - (i) **Book of minutes.** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Board members, committees of Board members and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of

those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings.

- (ii) Membership records. The Secretary shall keep, or cause to be kept a record of the corporation's members, showing the names of all members and their addresses.
- (iii) Notices and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board required by these bylaws to be given. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.
- (iv) A copy of these bylaws with any approved amendments to date.
- (v) A copy of the Articles of Incorporation.
- (vi) A copy of the annual reports of the corporation for a period of at least 7 years or as required by the Internal Revenue Service (the "IRS"). All such records shall be kept at the Secretary's home, the corporation's principal office, or other location approved by the Board for safekeeping. At the end of the Secretary's term and or when documents are completed, records shall be transferred to the succeeding Secretary.

(d) Treasurer. The Treasurer shall attend and keep record of the following:

- (i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Board member at all reasonable times. Financial records shall be kept per IRS recommendation or for no less than 7 years.
- (ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board; shall disburse the funds of the corporation as may be ordered by the Board; shall render to the President and Board members, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the bylaws. Only disbursements included in the annual approved budget may be disbursed. Any disbursement not included in the approved annual budget must have Board approval prior to disbursement.

## **Section 10.15 Fees and Compensation**

Board members and members of committees shall not receive any stated salary for their services. However, Board members and members of committees may receive reimbursement of expenses incurred in the course of business for the corporation if it is determined by resolution of the Board that the expenses are just, reasonable and accompanied with official receipts. BOD shall also have the power in its discretion to contract for and pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

## **Section 10.16 Conducting Business during Board Meeting**

Robert's Rules of Order shall be used to conduct formal business during all meetings. Official minutes of Board meetings shall be kept and made available to the general membership in timely fashion.

# **ARTICLE 11**

## **Committees**

### **Section 11.0 Committees of Board Members**

The Board may designate one or more committees, fill the committee(s) and determine the length of service of the committee(s) by resolution adopted by a majority of the directors then in office to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall report in a timely fashion to the Board. The Board may not have a committee perform any function which would violate or circumvent the bylaws. Board members may also act as committee chairs.

### **Section 11.1 Meetings and Action of Committees**

Meetings and action of committees shall be governed by the Board and in similar fashion as the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

### **Section 11.2 Term of Office**

Each member of a committee shall continue as such until the next Annual Meeting of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### **Section 11.3 Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

#### **Section 11.4 Quorum**

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### **Section 11.5 Rules**

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

#### **Section 11.6 Limitations**

No committee may:

- (a) Fill any vacancies on the Board or on any committee;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appoint any committees of the Board or the members thereof;
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) Approve any transaction
  - (1) to which the corporation is a party and one or more directors have a material financial interest; or
  - (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## ARTICLE 12

### Indemnification of Directors, Officers, Employees, Volunteers and Other Agents

#### Section 12.0 Definitions

For the purpose of this Article 12:

- (a) “agent” means any person who is or was a director, officer, employee or other agent of the corporation; or is or was serving at the request of the corporation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or other agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation. This right shall extend to all such persons, their successors, heirs and legal representatives.
- (b) “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
- (c) “expenses” includes, without limitation, all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys’ fees, costs and other expenses incurred in establishing a right to indemnification under this Article 12.

#### Section 12.1 Successful Defense by Agent

To the extent that an agent of the corporation has been successful on the merits in the defense of any proceeding referred to in this Article 12, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 12.1 through 12.3 below shall determine whether the agent is entitled to indemnification.

#### Section 12.2 Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 12.4 below, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, other than an action brought by, or on behalf of, the corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney

General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

### **Section 12.3 Actions Brought by or on Behalf of the Corporation**

- (a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- (b) Claims and suits awarded against agent. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of the corporation, by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - (i) The determination of good faith conduct required by Section 12.4 below must be made in the manner provided for in that section; and
  - (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

### **Section 12.4 Determination of Agent's Good Faith Conduct**

The indemnification granted to an agent in Sections 12.2 and 12.3 above is conditioned on the following:

- (a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

- (i) the Board, by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the corporation.

### **Section 12.5 Limitations**

No indemnification or advance shall be made under this Article 12, except as provided in Section 12.3 or 12.4(b) above, in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in connection with which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly provided by a court in approving a settlement.

### **Section 12.6 Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding, on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article 12.

### **Section 12.7 Contractual Rights of Nondirectors and Nonofficers**

Nothing contained in this Article 12 shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

### **Section 12.8 Insurance**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance (BOD Liability insurance) on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article 12; provided,

however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code. The SSST does not indemnify anyone beyond the conditions and limitations of the insurance policy.

### **Section 12.9 Fiduciaries of Corporate Employee Benefit Plan**

This Article 12 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 12.0(a) of this Article 12. Nothing contained in this Article 12 shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **ARTICLE 13**

### **Records and Reports**

#### **Section 13.0 Members' and Officers' Inspection Rights**

For a purpose reasonably related to such person's interest as a member, any member of SSST may inspect and copy the records of members' names and addresses and voting rights during usual business hours with 5 days written notice to the corporation stating the purpose for which the inspection rights are requested; or

- (a) Obtain from the Secretary, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Board members, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand; and
- (b) Any member of SSST, or a designated agent or attorney of the corporation, may inspect the accounting books and records, bylaws, and/or minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such member's interest as a member and may make copies or extracts thereof.
- (c) Any information obtained under this clause or bylaws may not be used for activities unrelated to the activities of the corporation, solicitation for private or other personal or corporate uses.

#### **Section 13.1 Annual Report to Members**

An annual report shall be made to the members and officers within 120 days of the close of the corporation's fiscal year. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by California Corporations Code Section 6322. The report required by this section shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

### **Section 13.2 Archival of Records**

At the end of each fiscal year, the Board shall secure necessary documentation from the ending year and prior archives as necessary to satisfy these bylaws and government agencies. The ending year documents shall be kept in duplicate, one copy with archives in a secure site, the other with the Secretary for current year access and reference.

## **ARTICLE 14**

### **Contracts, Checks and Gifts**

#### **Section 14.0 Contracts**

The Board, except as otherwise provided in these bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**Section 14.1 Checks, Drafts, Etc.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation. At the beginning of each Board’s term, financial control measures shall be implemented by the Treasurer and approved by the Board. Monthly financial institution account statements shall be obtained by the Treasurer and a duplicate copy shall be given to at least one additional elected Board member.

**Section 14.2 Gifts**

The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

**ARTICLE 15**

**Fiscal Year**

The fiscal year of the corporation shall begin on the first day of the month of November and end on the last day of October in each year.

**ARTICLE 16**

**Amendments**

Bylaws may be proposed for adoption, amendment or repeal by the Board. The Board may not extend the term of a director beyond that for which the director was elected.

**ARTICLE 17**

**Construction and Definition**

**Section 17.0 Construction and Definition**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the corporation and a natural person.

## ARTICLE 18

### Certificate of Secretary

#### Section 18.0 Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting Secretary of SSST, and the above bylaws, consisting of Twenty Eight (28) pages, are the bylaws of this corporation as adopted by the voting Board of Directors of SSST on \_\_\_\_\_, 2007. These Bylaws supersede, preempt and replace all prior SSST bylaws and associated prior revisions and shall be effective as of November 1<sup>st</sup> 2007.

Date:

Secretary: