



Old Town San Diego Chamber of Commerce & Old Town Business Improvement District

Annual Meeting

AGENDA (Corrected)

Wednesday, November 18, 2015
@ Casa Guadalajara Mexican Restaurant

5:30 P.M. Meet and Greet
6:15 P.M. Annual Meeting

1. Call to Order

2. Business Introductions

3. Non-Agenda Public Comment

*Public comment may be made on any subject in the Board's area of responsibility. Time allotted to each speaker shall be determined by the President; however, comments are limited to no more than three (3) minutes total per subject regardless of the number of those wishing to speak. (Comments relating to items on today's agenda are to be taken at the time the item is heard.) Please direct requests to speak to the President **prior** to the start of the meeting. Pursuant to the Brown Act, no discussion or action, other than a referral, shall be taken by the Board on any issue brought forth under "Non-Agenda Public Comment."*

4. Administrative Items

- a. Board Administrative Items and/or non-agenda comment
- b. Request for Agenda Revisions (continuances, change in order, etc.)
- c. Conflict of Interest Declarations on Agenda Items

5. Announcements and Community Updates

6. Approval of Minutes

- a. General Meeting – October 21, 2015

Action Item

7. Committee Reports

a. Organization Committee

- Election Committee - Report
 - Approve elected candidates below to serve on the Old Town San Diego Chamber of Commerce Board of Directors for 2-Year Term 2015-2017 *Action Item*

Patty Ducey-Brooks
Jeanne Ferrell
Fred Grand

Diane Powers
Paul Smigliani
Christine Smith

- Approve elected candidate below to serve on the Old Town San Diego Chamber of Commerce Board of Directors for 1-Year Term 2015-2016 *Action Item*

Ramzi Murad

- Statement of Financial Position (Unaudited) – Fiscal Year End 2015

- b. Approve new proposed Old Town Chamber of Commerce By-Laws *Action Item*

8. Old Town Chamber Annual Report Fred Grand

- Overall Old Town Chamber Accomplishments Fred Grand
- Design Committee Diane Powers
- Promotions Committee Chuck Ross

9. Thank You's and Awards Fred Grand

10. Next Meeting: Wednesday – January 20, 2016 – Mormon Battalion Historic Site

HAPPY NEW YEAR TO EVERYONE

11. Adjourn



Old Town San Diego Chamber of Commerce/BID Board of Directors Meeting

Minutes of the Board of October 21, 2015
8:30 AM @ Mormon Battalion

Directors Present:

Fred Grand – Hacienda Hotel
Christine Smith – Café Coyote
David Thornton - OTT
Kim McLaughlin – Haunted San Diego Tours
Jeanne Ferrell – Cold Stone Creamery
Chuck Ross – Fiesta de Reyes
Michael Howland – Michael Howland, CPA
Chuck Ross – Fiesta de Reyes

Directors Excused:

Patty Ducey-Brooks – Presidio Comm.
Diane Powers – Bazaar de Mundo
Vacant Seat
Vacant Seat

Staff:

Richard Stegner – Executive Director
R. Elisha McLemore – Office Assistant

Guests:

Elder David Barnes – Mormon Battalion
Bob Barros – OT Guide
Molly Chase – City Of San Diego
Shawn Feuerstein – Casita Verde
Julio DeGuzman – City Attorney's Office
Linda Acuna – Immaculate Conception
Jon Centofranchi – OT Academy
Denella Blount – Caltrans
Paul Smigliani – Munro Smigliani & Jordon
Kevin Melton – 78th Assembly District

Fred Grand, President, called the meeting to order at 8:21 a.m.

Introductions of members and visitors were made.

Non-Agenda Public Comment

None

Administrative Items

- A. **Request for Agenda revisions (continuances, changes in order, etc.)**
 - i) Defer financials for Year End for June, August, and September
 - ii) Change the Chamber Proposed Budget FY17 from an action item to an info item
- B. **Conflict of Interest Declarations on Agenda Items**

None

Bruce Johnson arrives at 8:50a.m.

Promotions and Marketing Committee

Chuck Ross delivered the Taste of Old Town update. Bob Barrios announced that they reviewing last year's marketing plan. On KFMB there will be new segment promoting Day of the Dead event.

Upcoming Events Update

Dia de Los Muertos – November 1 & 2, 2015

OTSD Chamber of Commerce Annual Meeting and Year End Social – November 18, 2015

Community Christmas Party – December 9, 2015

Old Town Community Parking Advisory Committee Update - None

Executive Update

Richard Stegner explained the benefits of the Storefront Improvement Program. The new proposal will increase the amount money allocated. In addition, the number of employees a business can have has increased to 25 employees or less. An approved business is provided an architect and reimbursement of expenses incurred for the business storefront improvements.

Announcements and Community Updates

San Diego City Council

Ms. Chase gave a quick update on Juan Street Construction Project. She announced that Taylor and Harney Street will be complete by the end of November. There will be no conflicts during the Day of the Dead event. She went on to announce there will be changes in the referendum process with City regarding reporting requirements of campaign contributions. She went on to advise those in attendance of the Mayor Faulkner's proposed water rate increase of 40% over the next several years. She recommended that board members voice their concerns because if 50% of the people respond negatively to the increase the Mayor has to change it. Also the Director of the HUD Julio Castro is changing the homeless federal funding process.

San Diego City Attorney's Office

Mr. Julio Deguzman explained the Community Courts Program to those in attendance. He also said that there is now 70% acceptance rate for the program. He went on to express his amazement that there are still 30% of offenders that rather go to jail then apply for the program.

Caltrans

Denella Blount announced that the Caltrans parking lot will be available for use during the Day of the Dead event.

Immaculate Conception

According to Linda Acuna the A&C Show was very well received this year. There wasn't any negative impact to the church or the gift shop. There was increase foot traffic to the gift shop and they were able to keep it open longer on the day of art show.

Suggested Changes to Proposed Bylaws (November 18, 2015)

Section 4.1

Change - as provided in Section 4.3

Section 4.12

Delete – A majority of the authorized members..... indemnification of directors.

Delete – Meetings section (completely)

Add - **Loss of Quorum** – A meeting at which a quorum is initially present may continue to conduct business notwithstanding the withdrawal of directors provided that any action taken is approved by at least a majority of the required quorum for the meeting.

Section 7.2

Delete – The committee will solicit candidates from all businesses by letter.

Section 7.4

Change (d) to **Section 7.5 Election Procedures**

**BYLAWS OF
OLD TOWN SAN DIEGO CHAMBER OF COMMERCE
A California Nonprofit Mutual Benefit Corporation
AS OF NOVEMBER 2015**

ARTICLE I

PURPOSES

Section 1.1. Purposes. The purposes for which this the Old Town San Diego Chamber of Commerce (hereinafter "Chamber") is formed are those set forth in the Articles of Incorporation including but not limited to:

- a. Promoting and improving the business, economic and social environment of Old Town San Diego.
- b. Preserving and enhancing the existing sense of community within the Old Town San Diego and Old Town Business Improvement District.
- c. Promoting Old Town as an integral part of the growing tourist and convention industry of the City of San Diego.
- d. The implementation and monitoring of fundraising to assure the continuation of the Old Town San Diego Chamber of Commerce and Business Improvement District.
- e. Promoting, preserving and enhancing the physical environment of Old Town San Diego and Business Improvement District.

All activities shall be nonpartisan, nonsectarian and nondiscriminatory against any person by reason of race, creed, sex or national origin and shall not further the election of any candidate for political office.

ARTICLE II

OFFICES

Section 2.1. Principal Offices. The principal office for the Chamber is hereby fixed and located in the County of San Diego at such place as may from time to time be designated by the Board of Directors.

ARTICLE III

MEMBERSHIP

Section 3.1. Principal Class of Membership and Qualifications. Members shall be person, corporation or other business entity either owning or affiliated with a business and or hotel in Old Town San Diego which possess a current San Diego business tax certificate and which pay the Old Town Business Improvement District fee. Only the principal class of membership has a right to vote for the election of Directors

Section 3.2. Association Class of Membership and Qualifications. All interested persons shall be eligible for membership upon proper application and payment of annual dues. The amount of dues and manner of application will be determined from time to time by a majority vote of all Board Members present and voting. Applicants shall be admitted to membership only upon approval of the application by a majority of the Board of Directors.

Section 3.3. Property Rights – No members shall have any right or interest in any of the property or assets of the Organization.

Section 3.4. Non-Liability – No member shall be liable for the debts, liabilities, or obligations of this Organization.

Section 3.5. Termination. Any Member not in good standing with the City of San Diego upon resolution of the Board of Directors is dropped from the roll of membership.

Section 3.6. Expulsion. If any Member shall at any time be deemed responsible for any act which is detrimental to the Chamber or to the purposes for which it was formed, said Member shall be notified to appear at a meeting of the Board of Directors to hear the complaint and determine merits. Full opportunity shall be given to such Member to present his/her position. By a majority vote of the Board, at such a meeting, such Member may be expelled from membership in this Chamber.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1. Meetings. The annual Meeting of Members shall be held in November of each year unless the Board of Directors fixes another date and so notifies the Members as provided in Section 4.4. Board of Directors shall meet monthly, except August, at a time and place so designated by the Board of Directors and upon duly noticed to the public.

Section 4.2. Special Meetings. A special meeting of the Members may be called at any time by any of the following: The President, five of the currently serving Board of Directors, or five percent (5%) of the Members.

(a) **Calling Meetings by Members**. If a special meeting is called by Members other than the President, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail, by facsimile or by electronic transmission to the President, the Vice-President, or the Secretary of the Chamber. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of Section 4.3 that a meeting will be held, and the date for such meeting, which date shall be not less than 35 not more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection 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 the Board of Directors.

Section 4.3. Notice of Members. All notices of meetings of Members shall be sent or otherwise given in accordance with subsection (a) of this section 4.3 not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and the general nature of the business to be transacted, or those matters which the board of directors, at the time of giving the notice, intends to present for action by the Members.

(a) **Manner of Giving Notice**. Notice of any meeting of Members shall be given either personally, by mail, posting in conspicuous location, or any other form of electronic or other written communication, except notice of the annual meeting of Members which shall be by first-class mail, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Chamber or the address given by the Member to the Chamber for the purpose of notice. If no address appears on the Chamber's books and no address has been so given, notice shall be deemed to have been given if notice is sent to that Member by first-class mail, electronically or other written communication to the Chamber's principal executive office, Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail or sent by electronic or any other means of written communication.

(b) **Affidavit of mailing notice**. An affidavit of the mailing or other means of giving any notice of any Members' meeting maybe executed by the Secretary or any transfer agent of the Chamber giving the notice, and if so executed, shall be filed and maintained in the Board meetings Book of the Chamber.

Section 4.4. Waiver by Attendance. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 4.5. Action by Written Consent Without a Meeting.

(a) **General.** Any action that may be taken at any annual or special meeting of Members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) **Solicitation of Written Ballots.** The Chamber shall distribute one written ballot to each Member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 4.3 of this Article IV for giving notice of special meetings. All solicitations of votes by ballot shall:

(1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure(s); and (3) specify the time and manner by which the ballot must be received in order to be counted. Each ballot so distributed shall; (1) set forth the proposed action; and (2) provide the Members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) **Quorum.** Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) **Revocation.** No written ballot may be revoked after delivery to the corporation or deposited in the mails, whichever first occurs.

(e) **Filing.** All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

(f) **Effect of Noncompliance.** Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot and any Member may petition the Superior Court of California to compel compliance with the provisions of the Law.

Section 4.6. Agenda. The Executive Committee will set an agenda for the orderly conduct of business prior to each monthly or annual meeting.

Section 4.7. Proceedings. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 4.8. Speaking Limitations. Speakers will be limited to two (2) minutes per issue with a maximum of ten (10) minutes each for pros and cons. No time limit is set on questions and answers. A simple majority of the Members present may change these limits for any issue.

Section 4.9. Public Meetings. All meetings shall be public except those devoted to litigation or personnel. The public shall be informed in advance of all public meetings through the Chamber's newsletter and/or other appropriate means.

Section 4.10. Public Comment. A time will be set aside during each meeting for limited public comment.

Section 4.11. Voting. Each Principal Member shall cast one vote on any question or proposition.

(a) **Eligibility to Vote.** Persons entitled to vote at any meeting of Members shall be Members as of the date determined in accordance with Section 4.13 subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of directors or officers must be by ballot if demanded by any Member before the voting begins.

(c) Only majority of Members Represented at Meeting Required. Unless otherwise specified, If a quorum is present, the affirmative vote of the majority of the Members present at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 4.12. Quorum. A majority of the authorized number of Directors in office at any time shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors.

Board Meetings -A majority of authorized number of Directors, at a duly noticed meeting shall constitute a quorum for the transaction of business.

Annual Meeting - Five percent of the Members personally present shall constitute a quorum for the transaction of business at any meeting of the Members, provided however that, if less than one-third of the Members are present and voting, then the only matters that may be voted upon at any regular meeting are matters notice of the general nature of which was given pursuant to Section 4.4.

Meetings. Meetings of the Board of Directors shall be held at such times and places within the City of San Diego as are designated from time to time by resolution of the Board or by written consent of all Members of the Board. In the absence of such designation, meetings shall be held at the principal office of the Chamber. Special meetings of the Board may be held either at a place so designated or the Chamber's principal office.

- (a) **Notice of Regular Meetings.** Notice of regular meetings shall be posted in a publicly-accessible location and on the corporation's website, if any, no less than seventy-two hours prior to the meeting. Notices shall include the date, time, and location of the meeting, and the general nature of the business to be transacted.
- (b) **Notice of Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any five (5) Directors. Notice of the time and place of special meetings shall be given to each director by one of the following methods; (i) by personal delivery or written notice; (ii) by first-class mail, postage prepaid; (iii) 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; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Chamber. Notice of special meetings shall also be posted in a publicly-accessible location and on the corporation's website, if any, no less than twenty-four hours prior to the meeting. Notices shall include the date, time, and location of the meeting, and the general nature of the business to be transacted.

Section 4.13. Record Date. For the purposes of determining which Members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the Board of Directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than ten days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only Members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the Chamber after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

Section 4.14. Proxies. Votes may not be cast by proxy

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Powers. Subject to the limitations of the Articles of Incorporation, of the bylaws, and of the General Nonprofit Corporation Law of the State of California and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers or agents to enter into contracts and other commitments set policy and procedures on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

In addition to the foregoing powers, the Board is further empowered to contract with , render professional services to, utilize and cooperate with the City of San Diego, ("City") in developing, implementing and administering projects and programs consistent with and in furtherance of the purposes set forth in the Ordinance establishing the Old Town San Diego Business Improvement district, including without limitation, the preparation and submission of all plans, goals, reports, schedules, assessments, estimates, budgets, and financial statements which may be required by the City.

Section 5.2 Number of Directors. Until changed by a duly adopted amendment to these Bylaws, the authorized number of Directors shall be twelve (12) and shall consist of the individuals elected by membership (except as provided vacancy). All directors must be principal members.

Section 5.3 Terms of Office. All directors shall be elected by principal members and thereafter shall serve for a term of three (3) years with staggered expiration dates, one third each year to provide continuity.

Section 5.4 Removal of Director. A Director shall be removed for cause or attendance provided the Director has been given reasonable notice of the cause for removal and the opportunity to respond. Removal or cause shall include absence, in violation of policy, breach of duty under Section 5230 and following of the California Non Profit Public Benefit Corporation Law. Directors may be removed without cause by a majority vote of the Directors then in office.

Section 5.5 Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors then in office and each Director so elected shall hold office to serve out the term of the original Director.

Section 5.6 Voting. Each Director may cast one vote on any question or proposition to be voted at any meeting. Votes may not be cast by Proxy.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The officers of this Chamber shall be a President, Vice President, Secretary, and Treasurer.

Section 6.2. Election and Term of Office. The Board of Directors shall elect all officers of the Chamber for terms of one year.

Section 6.3. Qualifications. All officers must be Principal Members of the Chamber admitted pursuant to Section 3.1 and Members of the Board of Directors during his/her term of office.

Section 6.4. Vacancies. A vacancy in any office may be filled by a majority of the Board of Directors. Each officer so elected shall hold office until the next annual election of officers.

Section 6.5 President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Chamber. The President shall preside at all meetings of the Members and Directors; shall set agendas; and shall have the powers and duties as may be prescribed from time to time by the Board. The President shall, each year, submit to the membership a report on past year accomplishments and next year objectives.

Section 6.6. Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties may be prescribed from time to time by the membership.

Section 6.7. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, and of the Members, shall keep the seal of the Chamber and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as maybe necessary or proper, shall supervise the keeping in the principal office of the Chamber of the minute books of the corporation, which shall include a copy of these Bylaws. The Secretary shall keep a record of attendance and maintain the Chamber's membership rosters.

Section 6.8. Treasurer. The Treasurer shall be responsible for general supervision of the financial affairs of the Chamber, and shall make regular financial reports to the Board of Directors and to the membership; and shall perform such other duties as may be prescribed by the membership.

Section 6.9. Compensation. No compensation or salary shall be paid to any officer of the Chamber.

ARTICLE VII

NOMINATION AND ELECTION OF ELECTED DIRECTORS

Section 7.1. Qualifications. All Board Members must be Principal Members of the Chamber admitted pursuant to Section 3.1

Section 7.2. Nomination. Any person who is qualified to be elected to the board of directors of the Chamber may be nominated by the following procedures;

The Board of Directors shall appoint a committee to solicit and select qualified candidates for election to the board. The committee will solicit candidates from all businesses by letter. This nominating committee shall make its report at such other time as the Board of Directors may set. The Board of Directors shall approve the nominations and the approved names will be placed on the election ballot. The Election Committee and the Secretary shall forward to each Member the election ballot listing of all candidates nominated and approved under this section.

Section 7.3. Corporate Publication Soliciting Votes. If the Chamber has 500 or more members and it publishes any material soliciting a vote for any nominee for director in any publication owned or controlled by the Chamber, it shall make available to all other nominees, other than those nominated from the floor at the election, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Section 7.4. Election Material.

(a) **Mailing Election Material.** On written request by any nominee for election to the Board and accompanying payment of the reasonable costs of mailing (including postage, the Chamber shall, within ten business days after the request (provided payment has been made), mail to all Members, or such portion of them as the nominee may reasonable specify, any material that the nominees may furnish and that is reasonably related to the election, unless the Chamber within five business days after the request

allows the nominee, at the Chamber's option, the right to do either of the following: (1) Inspect and copy the record of all the Members' names, addresses, and voting rights, at reasonable times, on five business days' prior written demand on the Chamber, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary of the Chamber, on written demand and tender of a reasonable charge, a list of the names, address, and voting rights of those Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of a date specified by the Member subsequent to the date of demand. The membership list shall be made available on or before the latest of ten business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.

(b) Refusal to Publish or Mail Material. The corporation may not decline to publish or mail material that it is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the Chamber or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.

(c) Use of Corporate Funds to Support Nominee. No Chamber fines may be expended to support a nominee for Director.

(d) Section 8.3. Election Procedure. The election shall be by written secret ballot of the Principal Membership, except when there are four (4) candidates and four (4) open positions, in which case voting may be by acclamation at the annual meeting of the Members.

ARTICLE VIII

MISCELLANEOUS

Section 8.1. No Personal Interest. No Member shall have any personal, proprietary, or beneficial interest in the property of the Chamber, either during its corporate existence or after the termination thereof by dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligations of the corporation shall be conveyed, transferred, and assigned to the City of San Diego with request that the excess funds be devoted to the benefit of the community of Old Town.

Section 8.2. Amendment. New bylaws may be adopted or these bylaws may be amended or repealed only by approval of the Members in accordance with Article 4.5. Copies of any proposed Amendments shall be distributed to the Members in accordance with Section 4.3.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned hereby certifies:

That I am duly elected, qualified and acting secretary of the Old Town San Diego Chamber of Commerce.

That the foregoing By-Laws were submitted to and ratified by the Members at their annual meeting on November 18, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand the 18th day of November, 2015.

Secretary