

Bylaws
of the
BUILDING EDUCATIONAL SUCCESS TOGETHER
at
The Summit School of Ahwatukee

ARTICLE 1: NAME

The name of this organization is the Building Educational Success Together (hereinafter “BEST”). The address is 4515 E. Muirwood Drive, Phoenix, Arizona, 85048.

ARTICLE 2: PURPOSES

Section 1. Purposes

The purpose of BEST is to enrich the educational experiences and opportunities of The Summit School of Ahwatukee community through a close partnership among families, administrators and teachers.

The focus of BEST activities and programs will be to:

1. Promote an excellent education for the students of The Summit School of Ahwatukee;
2. Promote educational and extracurricular enrichment programs;
3. Foster an active partnership between families, administrators, and teachers to:
 - understand mutual expectations and goals
 - jointly identify and work on areas of continuous improvement;
4. Facilitate and encourage active involvement of families in school activities.

Section 2. Implementation

The purposes of BEST will be promoted through meetings, events, programs, and projects developed and implemented by the Executive Board and by Committees, and governed by the policies set forth in these Bylaws.

ARTICLE 3: MEMBERSHIP AND FUNDING

Section 1. Membership

Parents and guardians of all students of The Summit School of Ahwatukee shall be Regular Members of BEST. The faculty, administration, staff and students of The Summit School of Ahwatukee shall not be members of BEST, but will be welcome to actively participate in all BEST activities other than voting.

Section 2. Sources of Funding

BEST activities will primarily be funded through annual dues assessed to all students of The Summit School of Ahwatukee at the beginning of the school year. The amount of these dues shall be determined by the Executive Board and presented to the Board of Trustees of the Summit School of Ahwatukee for their approval prior to the date for re-enrollment for the coming year.

- a. BEST may choose to pursue additional fundraising for specific activities, with the approval of the Board of Trustees of the Summit School of Ahwatukee, in several ways:
 - i. BEST may conduct fund-raising activities and events, e.g. book fairs for the Knowledge Center;

- ii. BEST may solicit and accept donations, contributions, gifts, and bequests.
- b. The funds of BEST shall be used only for the purposes and objectives of BEST.
- c. Members whose membership is terminated shall not be entitled to any refund of the annual dues or donations.

Section 3. Voting Rights

Members of BEST shall be eligible to participate and vote in the business meetings and to serve in any elective, appointive or voluntary position. Members must be present to cast their vote. One vote will be allowed for each BEST member. No absentee ballots or proxy voting shall be permitted, except for election of officers if allowed in each year's election process defined by the Executive Board.

Section 4. Membership Year

The membership year for BEST shall be from June 1 to May 31 of the following year.

ARTICLE 4: OFFICERS

Section 1. Officers

- a. The Officers of BEST shall consist of President, Vice President, Past President, Secretary, Treasurer, Volunteer Coordinator, Internal Auditor, and Communications Coordinator. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by these Bylaws.
- b. Pairs of individuals may run jointly for election and serve as co-officers for the Offices of President, Secretary or Volunteer Coordinator.
- c. Creation of additional Offices shall be treated as an amendment to these Bylaws.

Section 2. Eligibility to Serve as Officer

- a. Each Officer must be a member of BEST.
- b. No member shall be eligible to hold more than one office at a time.
- c. No member shall serve more than two consecutive terms in the same office.

Section 3. Election of Officers

- a. Officers shall be elected annually at a BEST General Forum meeting in the spring to serve in the following school year. Officers shall assume their duties following the close of the last General Forum meeting in the Spring and serve a one-year term. The Past President is not an elected position.
- b. The election process shall be defined by the Executive Board and explained in writing at least fourteen days in advance of the elections.
- c. Election shall be by a majority of votes cast. Members must be present to cast their vote or as allowed in the election process defined by the Executive Board.

Section 4. Resignation

Any Officer may resign at any time by giving written notice to the Executive Board. Acceptance of a resignation is not necessary to make it effective. Resignations shall take effect upon the later of the following: the Executive Board's receipt of written notice of resignation or such date as may be indicated in the notice.

Section 5. Removal

Any Officer may be recommended for removal by the Executive Board if it deems removal to be in the best interests of BEST. Such a recommendation requires a two-thirds vote of the Executive Board members then in office and may occur at any meeting of the Executive Board for which written notice of intent to remove an Officer is given at least fourteen days in advance. Any such recommendation will be submitted to BEST membership for approval by a majority vote at the next General Forum meeting.

Section 6. Vacancies

- a. In the event of a temporary absence of the President, the Vice President shall chair the Executive Board for the period of absence.
- b. In the event of a permanent absence of the President, the Vice President shall assume the Presidency.
- c. In the event of a permanent absence of the Past President, that position would remain vacant.
- d. In the event of permanent absence of any other Officer, the Executive Board shall recommend an interim replacement Officer by a majority vote at a meeting for which written notice of intent to fill a vacancy is given fourteen days in advance. Any such recommendation will be submitted to the BEST membership for approval by a majority vote at the next General Forum meeting.

ARTICLE 5: DUTIES OF OFFICERS

Section 1. General Duties of All Officers

The officers of BEST shall exercise their best efforts to attend all regular and special meetings of the Executive Board and of the Members' Forum. Officers shall serve as a liaison to at least one committee. Officers are encouraged to volunteer in some of the events and activities of BEST.

Section 2. President

The President shall set the agenda and preside at all meetings of the Executive Board and of the general membership; coordinate the work of the Officers and Committees; plan the annual BEST budget with the Treasurer, Vice President and Past President; sign contracts, other financial commitments, and other legal instruments properly entered into by BEST; serve as a nonvoting member of the Board of Trustees of the Summit School of Ahwatukee; and other duties as assigned by the Executive Board.

Section 3. Vice President

The Vice President shall act as an aide to the President; perform the duties of the President in the absence, disability or inability of the President to act; plan the annual BEST budget with the President, Treasurer, and Past President; review all committee contracts prior to execution; and other duties as assigned by the Executive Board or by the President.

Section 4. Past President

The Past President shall act as an aide to the President; plan the annual BEST budget with the President, Treasurer, and Vice President; follow up on actions and recommendations from his/her year of service; and other duties as assigned by the Executive Board or by the President.

Section 5. Secretary

The Secretary shall take notes of meetings of the Executive Board and of the general membership, distribute them to Executive Board members, and post them in the school office for general membership access; summarize the minutes for inclusion in an appropriate newsletter; prepare BEST correspondence for review by the President and/or the Head of School of the school as appropriate, and distribute it to members; maintain control of all non-financial records (Bylaws, meeting minutes, etc) in an orderly fashion readily available to any BEST member; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a copy of the current Bylaws available for reference at each meeting; and other duties as assigned by the Executive Board.

Section 6. Treasurer

The Treasurer shall have custody of and be responsible for all funds of BEST; receive, provide written receipt for, and deposit all funds of BEST; keep a full and accurate account of receipts and expenditures; maintain control of all financial records of BEST; review, update, and distribute the Disbursement Policy to officers and committee chairs as needed; ensure compliance with the Financial Control as defined in Article 8 of these Bylaws; present a Treasurer's Report at every General Forum meeting and at other times as requested by the Executive Board; ensure the financial records are complete and accurate at the end of the fiscal year for hand-off to the newly elected Treasurer; and other duties as assigned by the Executive Board.

Section 7. Volunteer Coordinator

The Volunteer Coordinator shall create and coordinate a process for recruiting and encouraging BEST members to volunteer to support school activities; ensure that the committee chairs have all necessary information to meet the requirements set forth in the bylaws; and other duties as assigned by the Executive Board.

Section 8. Internal Auditor

The Internal Auditor shall review all BEST accounts annually, or upon change of Treasurers, to ensure the accuracy of the recording of financial transactions of BEST and to assure the membership that the organization's funds and resources are being managed as authorized in the minutes and in conformity with the approved budget. The Internal Auditor shall prepare a final financial statement reflecting BEST financial activities for the past fiscal year, to be presented at the First Forum meeting of the new school year. In addition, the Internal Auditor shall be responsible for all annual filings and shall oversee the completion of all tax reports in accordance with Section 501(c)3 of the Internal Revenue Code to be filed in a timely manner within the provisions of the Code. If an outside preparer is used, the Internal Auditor will serve as the liaison and prepare and provide all necessary financial reports and data as requested to ensure timely filing. The Internal Auditor may have other duties as assigned by the Executive Board. In the absence of an Internal Auditor, it shall be the duty of the President to assign or hire an independent non-Officer to conduct an internal review of the BEST financial books and prepare all tax filings as necessary. The Executive Board may, upon majority vote, hire at any time an independent CPA to audit the financial records of BEST should it be deemed necessary, or hire an outside preparer for the tax filings.

Section 9. Communications Coordinator

The Communications Coordinator shall create a periodic newsletter and coordinate the distribution of email reminders for the members of BEST; compile and maintain a record of all email and flyer communications sent out; update and distribute the current Communication Policy to officers and committee chairs as needed; and other duties as assigned by the Executive Board.

ARTICLE 6: EXECUTIVE BOARD

Section 1. Composition

The Executive Board shall consist of the Officers of BEST. The Head of School and Director of Early Childhood Education of the Summit School of Ahwatukee or designate; up to three Teacher Representatives, with no more than one teacher representing the preschool, elementary, or middle school areas; and three Parent Representatives, one each representing the preschool, elementary and middle school, shall serve as non-voting members of the Executive Board.

Section 2. Selection of Teacher and Parent Representatives

The Teacher and Parent Representatives to the Executive Board shall be selected by the Head of School and Director of Early Childhood Education of the Summit School of Ahwatukee.

Section 3. Meetings

- a. Regular meetings of the Executive Board shall be held as needed. Date, time and location will be decided and published by the Board and will generally be held monthly. Seven-days notice must be given of a change in meeting dates or times for a scheduled meeting.

- b. Special Meetings of the Executive Board may be called by the President or by any three members of the Board with at least three-days notice of the location and specific purpose of the meeting. No Special Meeting of the Executive Board shall be held unless all Board members have been notified. Special Meetings shall address only the stated specific purpose of the meeting.
- c. Meetings shall be held at the principal office of the corporation or at such other place as may be designated by the Executive Board.
- d. A majority of the Executive Board members shall constitute a quorum for the transaction of business. No business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- e. Decisions will be approved by majority vote of a quorum unless otherwise specified in these Bylaws. Members must be present to cast their vote.
- f. In the event of a tie vote, the vote of the President shall be discounted.
- g. All Executive Board meetings shall be open to all BEST members.

Section 4. Duties of the Executive Board

The duties of the Executive Board shall be to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by the Bylaws;
- b. Transact necessary business in the intervals between BEST General Forum Meetings and such other business as may be necessary;
- c. Create an annual BEST Plan of Work for review by the general BEST membership at the first Forum of the new school year. This Plan of Work should define the expected objectives, goals, projects and schedules for BEST for the year.
- d. Create and appoint Committees and assign Officers to serve as a liaison for at least one Committee;
- e. Present reports and make recommendations to the general membership;
- f. Review and recommend approval of proposed yearly budgets for submission to the general membership for final approval;
- g. Approve expenditures within the limits of the approved BEST budget.

Section 5. Duties of the Non-Voting Members

The duties of the Non-Voting Members of the Executive Board shall be to provide advice and information on matters relating to education, childhood development, historical practices at The Summit School of Ahwatukee, statistics, coordination of special events, public relations and other matters on which the Non-Voting Members are qualified.

ARTICLE 7: GENERAL FORUM MEETINGS

Section 1. Meeting Schedule

- a. General Forum meetings of BEST shall be held a minimum of two times per year, unless otherwise decided by the Executive Board. Dates and times of these meetings will be set by the Executive Board at its first meeting of the year and published to the general membership. Fourteen-days notice must be given of a change in meeting dates or times. Each meeting agenda shall be set by the President and should include reasonable time for open items to be brought by any member.

- b. Special Meetings of BEST may be called by the President or by a majority of the Executive Board members with fourteen days notice of the location and specific purpose of the meeting. Special Meetings of BEST shall address only the stated specific purpose of the meeting.
- c. Meetings shall be held at the principal office of the corporation or at such other place as may be designated by the Executive Board.

Section 2. Business of Meetings

- a. Approval of the annual budget.
- b. Election of Officers.
- c. Consideration of periodic reports and recommendations from the Executive Board and from Committees as appropriate.
- d. Referral of issues to the Executive Board for consideration and resolution. The status or resolution of any such issue recommended for referral by a majority vote shall be reported back at the first General Forum meeting following the next Executive Board meeting.
- e. Other business or activities deemed appropriate to the purposes of BEST.

Section 3. Quorum

- a. The members present shall constitute a quorum for the transaction of business in any meeting of BEST general membership.
- b. Decisions will be approved by majority vote of a quorum unless otherwise specified in these Bylaws. Voting will be by show of hands unless decided otherwise.
- c. In the event of a tie vote, the vote of the President shall be discounted.

ARTICLE 8: BUDGET

Section 1. Creation and Approval

The proposed BEST budget for the school year will be created by the President, Vice President, Past President and Treasurer. It will be reviewed and recommended for approval by the Executive Board and submitted to the general membership for vote and approval at a Fall General Forum meeting of BEST. This approved budget will be BEST's operating budget for the school year.

Section 2. Modifications

- a. The Executive Board may modify any line item within the approved budget by up to 10% and may use any freed up funds toward other approved line items within the budget provided that the new expenditures conform to the purposes expressed in Article 2 of the Bylaws. Any line item change exceeding 10% shall be brought to the general membership for prior approval before expenditure is made.
- b. Should the Executive Board wish to authorize expenditure on items not included in the approved budget but falling within the purpose of these Bylaws, the Executive Board will present any such proposed expenditure to the general membership for approval before expenditure is made.

Section 3. Financial Controls

- a. The President, Treasurer, and at least one other officer (to be selected by the Executive Board) shall be signatories on the bank account of BEST, not to exceed four signatories. The Internal Auditor cannot serve as a signatory.

- b. Check request forms shall be completed and submitted to the Treasurer according to the Disbursement Policy as determined by the Treasurer and Executive Board, prior to issuance of reimbursement or advances.
- c. All checks or vouchers shall be signed by the Treasurer and one other authorized Officer, or two authorized Officers if the Treasurer is unavailable.
- d. Advances shall be made in no more than \$100 increments unless an itemized list of proposed purchases is submitted. Purchases of any single item, voted and approved by the Officers, shall be exceptions.
- e. Receipts for all expenditures and advances must be presented within thirty days. Any receipts presented later than thirty days will be considered a donation.
- f. The Executive Board may authorize any Officer or Committee Chair to enter into a contract or make a financial commitment on behalf of BEST. Such authority shall be limited to specific defined instances.
- g. The Executive Board may accept on behalf of BEST any contribution, gift, bequest or devise for any purpose consistent with the purposes of BEST expressed in Article 2 of these Bylaws.
- h. No contractual arrangement may be entered into for a term in excess of one year.

ARTICLE 9: COMMITTEES

Section 1. Membership

All members of BEST shall be eligible to serve as members or to chair Committees.

Section 2. Creation of Committees

The Executive Board may create such Committees as it deems necessary to promote the objectives of and carry on the work of BEST. The Executive Board shall appoint a Chairperson for each Committee.

Section 3. Committee Activities

Unless otherwise provided by the Executive Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of committee members shall be the act of the committee.

Section 4. Duties of Committee Chairperson

The duties of each Committee Chairperson shall be to:

- a. Create a Proposed Committee Plan of Work for review and approval by the Executive Board. Plans of Work should define the goals, estimated costs, schedules, and deliverables. No committee chairs shall enter into contracts without the approval of the Vice President.
- b. Conduct committee meetings and transact necessary business to implement the approved Committee Plan of Work.
- c. Present reports and recommendations to the Executive Board or to the general membership as needed or as requested by the Executive Board.
- d. Prepare a year-end report to include a summary of activities and financial data (including the value of donated goods and services) for future committee chairs.

Section 5. President's Role

The President shall be a member, *ex officio*, of all Committees.

ARTICLE 10: AMENDMENT OF BYLAWS

These Bylaws may be amended at any General Forum meeting of BEST by a two-thirds vote of members present, provided that the amendment has been submitted and distributed in writing at least fourteen days prior to the General Forum meeting at which it will be voted on, or by a majority vote of all BEST members.

ARTICLE 11: DISSOLUTION

Section 1. Dissolution

BEST may dissolve and finalize its affairs at any General Forum meeting of BEST by a two-thirds vote of members present, provided that a resolution for dissolution has been submitted and distributed in writing to the general membership at least fourteen days prior to the General Forum meeting at which it will be voted on, or by a majority vote of all BEST members.

Upon dissolution of BEST and after paying or adequately providing for debts and obligations, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c) 3 of the Internal Revenue Code. The Executive Board shall recommend the specific disposition of remaining assets.

ARTICLE 12: OTHER POLICIES

Section 1. Basic Policies

- a. BEST shall be non-commercial, non-sectarian, and non-partisan;
- b. BEST shall work to achieve its purposes through communication, education, programs, and recommendations, recognizing that the legal responsibility to make decisions ultimately resides with The Summit School of Ahwatukee administration and its designates. BEST shall not engage in any activities which violate the policies and/or philosophies of the school or threaten the health, safety or welfare of The Summit School of Ahwatukee staff and students. BEST shall not attempt to engage itself in the administration of The Summit School of Ahwatukee.
- c. BEST shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c) 3 of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code. In general, this means that no substantial part of the activities of this corporation shall be the carrying on of propaganda, attempting to influence legislation, or participating in a direct advocacy role in any political campaign on behalf of, or in opposition to, any candidate for public office or legislative issue.
- d. In any taxable year in which BEST is a private foundation as described in Section 509(a) of the Internal Revenue Code, it 1) shall distribute its income for the said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such a manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 2. Tax Status

BEST will be incorporated under Section 501(c) 3 of the Internal Revenue Code, making it a non-profit, tax-exempt organization created exclusively for charitable, scientific, literary or educational purposes.

Section 3. Fiscal Year

The Fiscal Year of BEST shall begin July 1 and end June 30 of the following year.

Section 4. Non-Commercial

The name of BEST or the names of any member in their official capacity shall not be used to endorse or promote a commercial concern or, in connection with any partisan interest or for any purpose not appropriately related to promotion of the purposes of BEST.

Section 5. Non-Obligation

Upon assuming their elected positions on the Executive Board, new Officers shall be under no obligation to fulfill promises or proposals made by the previous Executive Board unless it is approved by a two-thirds vote at a meeting of the newly elected Executive Board, except for binding contractual arrangements entered into by the previous Executive Board which shall be honored.

Section 6. Indemnification

BEST shall hold harmless and indemnify each of its directors, officers, employees and agents ("indemnities") against any and all liability and expenses incurred by indemnities in connection with any threatened or actual proceeding or legal action resulting from indemnities service to BEST or to another entity at BEST's request.

Section 7. Liability Insurance

The Executive Board may authorize BEST to purchase and maintain additional insurance on behalf of any Officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such.

Section 8. Corporate Loans, Guarantees and Advances

BEST shall not make any loan to or guarantee the obligations of any Officer.

Section 9. No Benefit to any Member or Individual

No part of the income of BEST shall be paid or distributed to any Officer or other BEST member, individual, or to any private person, except that BEST shall be authorized to pay reasonable compensation for services rendered and to make payments for budgeted items. In case of dissolution of BEST, distribution of assets may be made to non-profit organizations under terms of these Bylaws.

Section 10. Membership Inputs and Suggestions

Any questions, concerns, or complaints regarding BEST activities may be brought to the attention of the Membership during open issues segments of the General Forum Meetings, or may be brought directly to the attention of any Officer. Such questions, issues and concerns may be required to be submitted in writing to the Executive Board for review, consideration, and written response from the Executive Board within thirty days of receipt.

Section 11. Construction and Terms

- a. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- b. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- c. All references in the Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this corporation filed with an office of the State of Arizona and used to establish the legal existence of this corporation.

Section 12. Corporate Records and Reports

- a. BEST shall keep correct and complete minutes of all proceedings of its Executive Board, ~~Committees~~, and general membership meetings. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.
- b. BEST shall keep correct and complete books and records of financial accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- c. A copy of BEST's current Articles of Incorporation and Bylaws shall be open to inspection by the Members at all reasonable times during office hours. A copy of the Articles of Incorporation and Bylaws shall be available to any member on request. There should be at least one copy of the Bylaws on hand at all meetings of BEST. Upon the election or appointment of Officers and Committee Chairs, the Secretary shall provide each such person a copy of the Bylaws.

ARTICLE 13: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern BEST in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and or with special rules of order BEST may adopt.

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REVISION HISTORY

UPDATE / REVISION	CHANGES TO OLD VERSION
Original Bylaws approved – 04/15/99	
Bylaws revised 09/21/99	Revised to include Amendment approved By Executive Board 07/21/99 and by Membership 09/21/99 re: description of Auditor's duties.
Bylaws revised 01/31/01	Revised to include Amendment approved by Executive Board and Membership 01/31/01 to reflect name change of school in Bylaws.
Bylaws revised 08/25/03	Revised to add position of Communications Coordinator approved by Executive Board 03/26/2002 and by membership 10/16/2002. Revised to change wording of Executive Director to Principal and add position of Assistant Principal to the non-voting board members. Approved by Executive Board and membership on 05/18/03.
Bylaws revised 11/7/04	Revised to amend Article 6, section 1 of the bylaws, approved by Executive Board 4/8/04 and by membership 9/24/04.
Bylaws revised 05/10/06	Revised to change the office of Vice President to President Elect and to add the office of Past President to the Executive Board. Revised to include Amendments re: Amendment Procedure, Dissolution, and Election Procedures. Minor revisions to bylaws to update to current practice. All revisions approved by Executive Board, and distributed at Special Meeting 04/03/06 and approved by General Membership 05/10/06.

<p>Bylaws revised – 05/14/10</p>	<p>Bylaws revised to change the composition of the Executive Board to allow flexibility in the number of Faculty Representatives and to specify that Parent Representatives are drawn from the three school areas within Summit School.</p> <p>Revision approved by Executive Board 03/05/10 and by General Membership 05/14/10.</p>
<p>Bylaws revised – 09/03/15</p>	<p>Bylaws revised to change language in Articles 5 & 6 from Principle and Assistant Principle to Head of School and Director of Early Childhood Education, respectively.</p> <p>Revision approved by BEST Executive Board on 08/14/15 and by General Membership on 09/03/15.</p>
<p>Bylaws revised – 05/03/16</p>	<p>Bylaws revised to eliminate President-Elect position and replace it with Vice President, and remove the requirement that the VP will assume the role of President the following year.</p> <p>Revision approved by BEST Executive Board on 04/07/16 and by General Membership on 05/03/16.</p> <p>Bylaws revised to allow for Co-Presidents.</p> <p>Revision approved by the BEST Executive Board on 04/15/16 and by General Membership on 05/03/16.</p>