

**CORPORATE BYLAWS
OF
THE TRI-STATE DEFENSE LAWYERS ASSOCIATION**

**ARTICLE I
GENERAL**

Section 1.1. Name & Organization. The Tri-State Defense Lawyers Association, hereinafter referred to as TDLA, shall be a not-for-profit corporation organized under the laws of the State of Maine.

Section 1.2. Location of Corporation. The Corporation shall have its principal place of business at Filler & Associates, 70 Center Street, Portland, Maine.

Section 1.3. Seal. The Corporation may adopt a circular seal with the Corporation's name, the year of its organization and the words "Maine" inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Directors in accordance with these Bylaws.

Section 1.4. Registered Office. The Registered Office of the Corporation is at 70 Center Street, Portland, Maine. The address of the Registered Office may be changed from time to time by the Board of Directors or by the Registered Agent.

Section 1.5. Registered Agent. The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors.

**ARTICLE II
PURPOSES**

Section 2.1. General Purposes. The Corporation is organized and shall be operated on a non-profit basis to provide a forum for addressing the issues civil defense attorneys and insurance industry or business risk managers face in preventing, preparing for, and engaging in litigation.

Section 2.2. Powers. This Corporation shall have all such powers as are authorized to non-profit corporations by the Maine Nonprofit Corporations Act as amended from time to time.

Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons. All the assets and income of the Corporation shall be used exclusively for its charitable, professional, and/or educational purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of salaries and expenses to officers and employees of the Corporation.

Section 2.4. Dissolution. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one (1) or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501(c)(6) of the Internal Revenue Code, and as an organization engaged in activities substantially similar to those of this Corporation (within the meaning of 13-B M.R.S.A. § 407).

ARTICLE III **MEMBERSHIP**

Section 3.1. Classes of Members. The Corporation shall have the two classes of Members, as stated in Exhibit B hereto, both of which Classes may be comprised of individuals or corporations. Corporate Members shall include any corporation, limited liability company, partnership, limited partnership, association, or unincorporated organization consisting of more than one (1) individual.

Section 3.2. General. The Members of the Corporation shall form a membership body that supports the Corporation's structure as a non-profit entity. In addition to the other powers of the Class I Members listed in Section 3.4. hereof, the Class I Members shall have the responsibility for the election of the Board of Directors of the Corporation, which Board has the ultimate responsibility for governing the Corporation. The criteria and qualifications for being such a Member, and the rights and responsibilities of those Members, may be changed from time to time by an amendment to the Articles of Incorporation (to the extent required by law) and by these Bylaws.

Section 3.3. Qualifications. Each Member shall be at least eighteen (18) years of age, shall meet the definition of either a Class I Member or a Class II Member as stated in Exhibit B hereto, and shall have agreed to take an active interest in and be willing to support and serve the Corporation.

Section 3.4. Powers. The Class I and Class II Members shall have only those rights set forth in these Bylaws. Such rights for Class I Members are as follows:

- A. The establishment of the size of the Board of Directors within the limits described in Section 4.2 hereof;
- B. The election of Directors, with the exception of filling of a vacant Board seat as provided in Section 4.4 hereof;
- C. The removal of Directors from the Board of Directors;
- D. The election of Members of the Corporation in accordance with the procedures set forth in Section 3.5 hereof;

E. The amendment, restatement, or modification of the Articles of Incorporation or of the Bylaws of this Corporation;

F. The approval of the sale, lease, or other disposition (excluding by mortgage or pledge for purposes of security) of all, or substantially all, of the assets and property of the Corporation;

G. The dissolution of the Corporation or its merger with or consolidation with another corporation; and

H. Any other matter which a majority of the Board of Directors voting on the matter votes to submit to the Members.

Section 3.5. Nominations and Elections. Any Member or Director may make a recommendation to a member of the Board of Directors of the Corporation with respect to an individual or entity to be considered for Member status, and, provided that such recommendation is approved by that Board member, the recommended individual or entity shall become a Member upon paying membership dues and registering with the Treasurer and/or Secretary until the next Annual Meeting of the Members. At the next Annual Meeting, the Board of Directors shall review the roll of new Members added since the prior Annual Meeting and accept or reject the ongoing membership of each such new Member. Those new Members rejected by the Board of Directors in that Annual meeting shall be refunded the full amount of the annual dues they paid since the prior Annual Meeting of the Members.

Section 3.6. Term of Membership. Each Member shall continue as a Member until such time as he or she resigns or is removed. Notwithstanding the foregoing, the Member shall be deemed to have resigned in the event that he or she fails to attend, or to provide a proxy for, five (5) consecutive Annual Meetings of the Members.

Section 3.7. Resignation of Members. Any Member may resign at any time by giving written notice of such resignation to any member of the Board of Directors of the Corporation. Such resignation shall be effective at the time specified in such resignation notice, or, if no time is specified, upon receipt by the Board member. In addition, as provided in Section 3.6 hereof, any Member who fails to attend, or to provide a proxy for five (5) consecutive Annual Meetings of the Members shall be deemed to have resigned.

Section 3.8. Removal. Members may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Board of Directors voting on the matter.

Section 3.9. Annual Meetings. The Annual Meeting of the Members shall be held during the month of September of each year, unless the Board designates another date, at such place and time as shall be provided in the notice of the Annual Meeting. In the event of a failure for any reason to hold an Annual Meeting as aforesaid, any business which may properly be transacted at an Annual Meeting, including the election of Directors, may be transacted at a Special Meeting.

Section 3.10. Special Meetings. Special Meetings of the Members may be called at any time by a majority of the Board of Directors of the Corporation, and shall be called by the Chairperson of the Corporation upon written application of five percent (5%) or more of the Class I Members.

Section 3.11. Notice of Meetings. Notice of all meetings of the Members shall be given by the Executive Director or, in his or her absence or disability, by the Treasurer and/or Secretary, by mailing or e-mailing to each Member a written notice specifying the date, time, and place of the meeting. Such notice is to be addressed to each Member at his or her last known mailing or e-mailing address and, in the case of mailing, it shall be mailed postage prepaid at least twenty (20) days prior to the meeting. In the event notice has not been duly given as required, a meeting of the Members shall be a legal meeting nonetheless if there is a quorum of Class I Members present at the meeting and all Class I Members who were not notified and were not present at the meeting sign a waiver of notice of the meeting.

Section 3.12. Quorum. Five percent (5%) of the Class I Members present in person or by proxy shall constitute a quorum at any meeting of the Members. If a quorum is not present at any meeting, a majority of the Class I Members present may adjourn the meeting to a later time, without notice other than announcement at the meeting, until a quorum shall be present. At such reconvened meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 3.13. Voting. Each Class I Member is entitled to one (1) vote on any matter properly submitted to the Members for their vote, and there shall be no cumulative voting. Voting shall be in person, except that there may be voting by proxy as follows. Any proxy must be submitted to the Chairperson or, in the absence of the Chairperson, to the Executive Director prior to or at the commencement of the meeting, and the proxy must be executed and dated not more than ninety (90) days prior to the meeting date. Proxies will be voted by the person specified therein or by his or her designee. Any proxy shall be effective only for the meeting specified in the proxy and any adjourned sessions thereof.

Section 3.14. Manner of Acting. The act of a majority of the Class I Members present in person or by proxy at a meeting at which a quorum is or has been present shall be the valid act of the Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 3.15. Certificate of Membership. The Board of Directors may provide for the issuance and replacement of certificates evidencing membership in the Corporation.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1. Management by Board. The affairs of the Corporation shall be managed by its Board of Directors, which may hire an Executive Director or such other employee or persons that the Board deems necessary to conduct the work of this Association, none of whom need be a member of this Association, and to fix the duties and compensation of such persons

and may otherwise exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 4.2. Number of Directors; Eligibility. The number of Directors shall not be less than three (3) nor more than seven (7) and shall be fixed within the foregoing limits by the Class I Members at the Annual Meeting or any meeting held in lieu thereof. The Board of Directors shall consist of the Presidents from each of the three (3) constituent States, together with a Treasurer, Secretary, and Executive Director. The Treasurer and Secretary may be the same person. Any adult person who supports the purposes of this Corporation and who is willing to undertake the duties of a Director and abide by these Bylaws is eligible to become a member of the Board of Director of the Corporation, except that no person may serve more than three (3) consecutive years as a Director. On a rotating basis, a President from one (1) of the three (3) constituent States shall act as the Chairperson of the Board such that no one (1) constituent State shall hold the position of Chairperson for two (2) consecutive fiscal years or any more frequently than once ever three (3) fiscal years.

Section 4.3. Chairperson. The Chairperson of the Corporation shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Corporation's business as the Directors may determine. The Chairperson of the Corporation shall appoint such committees as he or she deems necessary, subject to the approval of the Directors. He or she may give, or cause to be given, notice of all Directors' meetings and Annual Meetings of the Members and shall perform such other duties as may be prescribed by the Board of Directors to plan, organize, and hold those meetings. The Chairperson shall perform all duties incident to the office of the Chairperson. At the end of his or her term, the Chairperson shall resign, and the position of the Chairperson shall be filled by the next constituent State President in accordance with the succession plan stated in Section 4.2.

Section 4.4. Initial Directors Election; Term of Office; Nomination. The initial Board of Directors shall be appointed by the incorporators of the Corporation and shall serve until their successors are elected and qualified at the first Annual Meeting of the Members. Each Director shall serve for the term of office specified in the vote by which such Director was elected until his or her successor is duly elected and appointed, unless he or she sooner resigns or is removed. At the Annual Meeting, the Class I Members shall elect individuals to fill the then-existing vacancies on the Board of Directors. Directors may only be elected from the slate of nominees developed by the Board of Directors in accordance with the following procedure.

Any Member or Director may make a recommendation to any member of the Board of Directors with respect to an individual or individuals to be considered for a position on the Board of Directors, and provided that such recommendation is received by such Committee at or prior to the Members' Annual Meeting, the Committee shall consider such recommendation. The Board of Directors at the Annual Meeting shall develop a slate of nominees consisting of the names of at least one (1) candidate for each vacancy on the Board of Directors

Section 4.5. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until the next Annual Meeting of the Members.

Section 4.6. Removal of Directors. Any elected Director may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of the Class I Members voting on the matter.

Section 4.7. Resignation. Any Director may resign at any time by giving written notice to the Chairperson of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any Director who fails to attend three (3) regularly scheduled Board meetings during any twelve (12) month period commencing with the date of the Annual Meeting of the Board of Directors shall be deemed to have resigned from the Board, unless such Director has provided the Chairperson with prior notice of his or her inability to attend the meetings, or unless the Board waives this requirement with respect to said Director. The Chairperson shall provide written notice to the Board stating that such Director has been deemed to have resigned from the Board in accordance with this Section 4.6. Failure to attend a Special Meeting of the Board shall not be considered in determining this attendance requirement.

Section 4.8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance or performance may be allowed for attendance at each regular or Special Meeting of the Board or for expenses incurred performing his or her duties; but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.9. Honorary and/or Advisory Directors. As provided in this Section 4.8, individuals to whom the Board of Directors wish to indicate their gratitude and appreciation for service to the Corporation and/or to the Bar of his or her respective state or to the legal profession in general may be elected as Honorary or Advisory Directors of the Corporation by a majority vote of the Board. Each such Honorary or Advisory Director shall serve for a lifetime term. Honorary or Advisory Directors may attend meetings of the Board of Directors but shall have no vote at such meetings. No individual may serve simultaneously as a Director and as an Honorary Director

ARTICLE V **MEETINGS**

Section 5.1. Annual Meeting. The Board of Directors shall meet annually for the purpose of electing the officers of the Corporation and for the transaction of such other business as may come before the meeting. The Board's Annual Meeting shall be held as soon as reasonably possible after the Annual Meeting of the Members at such time and place as shall be designated by the Board of Directors.

Section 5.2. Regular Meetings. Regular meetings of the Board of Directors may be held on such notice and at such time and at such place as may from time to time be determined by the Board of Directors.

Section 5.3. Special Meetings. Special Meetings of the Board of Directors may be called by any one (1) of the Presidents of the three (3) constituent States on his or her own motion or upon written request of two (2) of the Directors, and the Special Meeting shall be held not less than three (3), nor more than thirty (30), days after such notice is given to each Director, either personally, by mail, by e-mail, or by telephone.

Section 5.4. Waiver of Notice of Meetings. Whenever under the provisions of the statutes, Articles of Incorporation, or these Bylaws notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5. Electronic Meetings of the Board. The Directors may hold a meeting by conference telephone, e-mail, chat room, instant messaging, or other electronic communications means by which all persons participating in the meeting can hear or read each other's positions, and such participation in a meeting shall constitute the presence of the Director at such meeting. Notice of such meeting shall give each Director the telephone number or chat room address at which, or other manner in which, he or she will attend.

Section 5.6. Manner of Acting at Meetings of the Board. Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by proxy at any duly called and held meeting of the Board of Directors at which a quorum is present. Each Director shall have one (1) vote.

Section 5.7. Quorum of Meetings of the Board. Sixty-seven percent (67%) of the Directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of Directors, the Directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. At such later meeting at which a quorum is present, any business shall be transacted which might have been transacted at the meeting originally notified.

Section 5.8. Conduct of Meeting; Record of Meetings. The Chairperson of the Corporation; or, in his or her absence, the Executive Director; or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary or, if he or she does not participate in the meeting, one (1) of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 5.9. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

Section 5.10. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within ten (10) days of such specific action.

ARTICLE VI **OFFICERS AND AGENTS**

Section 6.1. Officers. The officers of the Corporation shall be the Presidents of each of the three (3) constituent States, a Treasurer, and/or a Secretary and such other officers as the Board of Directors may, from time to time, designate. Each of the Presidents shall come from a different one (1) of the three (3) constituent states that the Corporation represents (Maine, New Hampshire, and Vermont).

Section 6.2. Election of Officers. The President of each constituent State shall solicit from the Members within his or her State recommendations for his or her replacement, who shall become the President of that State at the Annual Meeting and shall act in that capacity until the next Annual Meeting if approved by a majority vote of the Board of Directors. A person may not hold the office of both a constituent State President and the office of Treasurer or Secretary at the same time. Any officer may be a Director, too.

Section 6.3. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.4. Compensation. The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 6.5. Term of Officers. With the exception of the position of Treasurer, and if the held by the same person, the position of Secretary, the officers of the Corporation shall hold office for a term of one (1) fiscal year, or until their successors shall have been elected and qualified. The term for the position of Treasurer, and if the held by the same person, the position of Secretary, shall be indefinite unless fixed by vote of the Board of Directors and until removed by the Board. Any officer may be removed with or without cause at any time by an affirmative

vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Directors.

Section 6.6 President of a Constituent State. The President of each constituent State shall perform such duties as are assigned to him or her by the Chairperson and the Board. Each President shall attend all meetings of the Board of Directors and articulate the concerns or positions of the Members within the constituent State the President represents and report to those Members the outcome of Board meetings and the other business of the Corporation.

Section 6.7 Secretary of the Corporation. The Secretary shall perform such duties as are assigned to him or her by the Chairperson and the Board. The Secretary shall attend all meetings of the Board of Directors and record all its proceedings in a book kept for that purpose; certify all votes, resolutions and actions of the Board; keep a register of the post office address and telephone numbers of each Director; ensure that the seal of the Corporation is affixed to all appropriate documents, the execution of which on behalf of the Corporation under its seal is duly authorized; be the registered agent for service of process and other purposes and keep the registered office of the Corporation; and be the custodian of the corporate records.

Section 6.8 Treasurer of the Corporation. The Treasurer shall perform such duties as are assigned to him or her by the Chairperson and the Board. The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; issue annual dues notices and collect such dues; keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation; and deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors at its regular meetings, or when the Directors shall require, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VII **ADVISORY BOARD**

Section 7.1. Advisory Board. The Board of Directors is authorized to appoint an advisory board and to charge it with such functions not directly engaged in the governance of the Corporation as the Board of Directors deems appropriate.

ARTICLE VIII **COMMITTEES**

Section 8.1 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among its members one (1) or more committees for such terms and purposes as the Board of Directors deems appropriate. Each such committee shall only have such powers as specifically delegated to the committee by said resolution, and members of such committees shall be removed with or without cause whenever it is determined by the Board of Directors to be in the best interest of the Corporation.

Section 8.2. Terms of Committee Members. Unless another or different term is specified at the time of election or appointment to a committee, the election or appointment to any committee of the Board shall continue to the next following Annual Meeting of the Board of Directors.

ARTICLE IX **FINANCES**

Section 9.1. Checks. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer, Executive Director, or such other officers or persons as the Board of Directors may from time to time designate.

Section 9.2. Fiscal Year. The fiscal year of the Corporation shall end on June 30 unless otherwise fixed by resolution of the Board of Directors.

Section 9.3. Annual Report. The Annual Report shall be prepared and filed by the Treasurer with the appropriate authorities within the time required by law.

Section 9.4. Annual Dues. Members shall pay annual dues to the Treasurer in amounts to be determined by the Board of Directors.

ARTICLE X **LIABILITY; INDEMNIFICATION**

Section 10.1. Directors and Agents. The individual property of the Members, Directors, Officers, employees or agents of the Corporation shall not be held liable for the debts of the Corporation.

Section 10.2. Indemnification. The Corporation shall indemnify without formal action by the Board of Directors, a person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving in another capacity at the request of the Corporation, to the fullest extent authorized by law, including, without limitation, liability for expenses incurred in defending against pending, commenced or threatened actions. The foregoing rights of indemnification shall, in the case of death or incapacity of any Director, officer or other person described in this Section 10.2, inure to the benefit of his or her heirs, estate, executors, administrators, conservators or other legal representatives.

Section 10.3. Insurance. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 10.2, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE XI
CONFLICTS OF INTEREST

Section 11.1. Conduct of Meetings of the Board of Directors When a Conflict Exist.

At such time as any matter comes before the Board of Directors which involves or may involve a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his or her written statement or not. Such Director shall answer any questions that might be asked of him or her and shall disclose all material facts. At the request of the Chairperson, such Director shall withdraw from the meeting for so long as the matter shall continue under discussion.

Section 11.2. Effect of Conflict. No transaction in which a Director or an officer has a personal or adverse interest shall be void or voidable solely for the reason of such conflict or solely because the Director with the conflict is present at or participates in the meeting of the Board of Directors which approves the transaction, or because his or her vote is counted, if the material facts as to his or her interest and as to the transaction or relationship are disclosed or are known to the Board of Directors prior to such approval. An interested Director may be counted in determining the presence of a quorum at the meeting of the Board of Directors which authorizes, approves or ratifies a transaction or relationship described in this Article XI.

ARTICLE XII
MISCELLANEOUS

Section 12.1. Amendments. These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at an Annual or Special Meeting, provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in Section 5.11 hereof.

Section 12.2. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director or Member, such notice must be given in writing by personal delivery, by mail or by telephone, addressed to such Director or Member at his or her address as it appears on the records of the Corporation, with postage or other delivery fees prepaid, or at his or her telephone number as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

Section 12.3. Syntax. Each reference in these Bylaws to a Member as he, she, his or her shall also be construed to refer to any Corporate Member entity as well as individuals.

ATTEST: _____ DATE: _____
Chairperson, Maine State President

ATTEST: _____ DATE: _____
New Hampshire State President

ATTEST: _____ DATE: _____
Vermont State President

ATTEST: _____ DATE: _____
Secretary

ATTEST: _____ DATE: _____
Treasurer

ATTEST: _____ DATE: _____
Executive Director