

COUNTRY DANCE * NEW YORK, INC.

BY-LAWS

Article 1. Name.

The corporation is incorporated in the State of New York under the name Country Dance New York, Inc., as a not-for-profit corporation, type B. The name of the corporation shall be written with an asterisk as shown in the title of these By-laws, and may be abbreviated as CD*NY.

Article 2. Objectives.

The purposes for which the corporation is formed are stated in the certificate of incorporation and may be amended, subject to approval by the Secretary of State of the State of New York. CD*NY is dedicated to the preservation, study, teaching, enjoyment and continuing evolution of traditional and historical dance, music and song, with an emphasis on Anglo-American and English traditions. CD*NY is a Center of Country Dance and Song Society, Inc. (hereinafter referred to as "CDSS") and supports the goals and objectives of CDSS.

Article 3. Membership.

CD*NY is a membership organization. All persons interested in dance and music are eligible to become members of CD*NY upon payment of dues.

- a. Members in good standing are entitled to attend general and special meetings of members; to vote on all questions properly coming before the membership; to hold office and serve on standing or special committees of CD*NY if duly elected or appointed thereto.
- b. Members are welcome to attend meetings of the Board of Directors of CD*NY (hereinafter referred to as "the Board") and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c. Membership dues and privileges are determined by the Board, and may be reviewed and altered by the Board from time to time. Only those persons whose membership is paid for the current fiscal year will be in good standing.
- d. The Board shall have the power to terminate or suspend the membership of any person for cause at any time by vote of two-thirds of the entire Board, 30 days prior notice in writing having been personally given to the member, with a copy of the charges preferred against the member, notifying the member of the opportunity within such 30-day period to respond in writing to such charges and to be heard in his or her own behalf. Notwithstanding the foregoing, termination of membership for non-payment of dues shall not require a vote of the Board and shall not entitle the member to notice or a hearing.

- e. A corporation or other entity which supports the objectives of CD*NY may become an Associate Member upon written application approved by the Board and payment of annual dues in an amount specified by the Board. Each Associate Member may designate from time to time one person to vote and to enjoy the benefits of an individual membership.
- f. The Board shall have the power to admit persons to Honorary or Life Membership in CD*NY by vote of a majority of directors at any meeting at which a quorum is present.

Article 4. Meetings of the Membership.

- a. The Annual Meeting of the membership shall be held each year in the month of May or June for the election of officers and Board Members at Large, and the transaction of any necessary business.
- b. Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership delivered to the Secretary specifying the matter or matters, appropriate for action at a special meeting, proposed to be presented to the meeting.
- c. Written notice of the annual or any special meeting of members shall be given, personally or by mail, to all members in good standing and shall include a preliminary agenda and proxy forms as needed. The notice shall state the date, hour and place of the meeting in New York County and the purpose or purposes for which the meeting is called, and, unless it is an annual meeting, the name or names of the persons by whom or at whose request or direction the meeting is called. If the notice is given personally or by first class mail, it shall be given not less than 10 nor more than 50 days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than 30 nor more than 60 days before the date of the meeting.
- d. Except as otherwise required by law, the presence in person or by proxy of not less than 100 members or 10% of the membership, whichever is less, shall be a quorum for the transaction of any business at a meeting of members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members. The members present may adjourn the meeting despite the absence of a quorum.
- e. Every proxy shall be in writing, signed by a member or his or her authorized attorney-in-fact, dated no more than six months prior to the meeting and filed with the Secretary of the meeting. No proxy shall be valid after the final adjournment of the meeting. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.
- f. A majority vote of those voting, in person or by proxy, is necessary to transact all business brought before the membership, including the election of officers and Board Members at Large, except as otherwise required by law or these By-laws.
- g. The rules contained in the most recently revised edition of ROBERTS' RULES OF ORDER shall be the parliamentary authority for the conduct of all meetings of the members, except as otherwise provided in these By-laws.

Article 5. Board of Directors.

The Board shall consist of the elected officers including the Past President during the first year following his/her term as President and the President-Elect during the President's second year in office; the elected Board Members at Large, and the chairpersons of the standing committees of CD*NY, who shall serve ex-officio as voting members of the Board during their respective terms of office as committee chairpersons. No person shall hold more than one position as an elective officer or Board Member at Large at any one time. The Board has the responsibility for all business matters and for general oversight of all CD*NY programs and activities in accordance with the objectives set forth in Article 2.

- a. The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; to set honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of CD*NY.
- b. The Board shall determine the need for and the responsibilities of standing committees of CD*NY and any special committees formed to carry out projects or special programs.
- c. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or, by a majority vote, may appoint a member to fill the vacancy. A person appointed by the Board to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his or her successor is elected and qualified.
- d. A member of the Board elected by the CD*NY membership or appointed by the Board may be removed from office for cause at any time by vote of a majority of the CD*NY membership. An At-Large Board member or member of the Board appointed by the Board may be removed from office for cause at any time by vote of a majority of the entire Board. In either case, 30 days prior notice in writing shall be personally given to the Board member whose removal is sought, with a copy of the charges preferred against the Board member, notifying the Board member of the opportunity within such 30-day period to respond in writing to such charges and to be heard in his or her own behalf. Unless excused by the Board, missing three Board meetings in any 12-month period is cause for dismissal of an At-Large Board member or a Board member appointed by the Board.
- e. A Board member may resign at any time by providing written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or the Board.
- f. There shall be six Board Members at Large elected by the membership for a term of three years. The term of office of Members at Large shall be staggered in three annual classes consisting of two directors each to assure the continuity of the Board. Board Members at Large may be reelected to successive terms.

Article 6. Meetings of the Board of Directors.

- a. The Board will meet a minimum of four times annually, at such time and place in New York County as the Board may from time to time prescribe. No notice need be given of any regular meeting and a notice, if given, need not specify the purposes thereof. A meeting of the Board may be held without notice immediately after an Annual Meeting of members at the same place where such Annual Meeting was held.
- b. A special meeting of the Board for any purpose or purposes may be called at any time by the President, and shall be called by the Secretary upon receipt of a written request to do so specifying the matter or matters, appropriate for action at such a meeting, proposed to be presented to the meeting and signed by at least three directors. Any special meeting shall be held at such time and at such place in New York County as shall be stated in the request or as shall be determined by the person calling such meeting. At any special meeting only such business may be transacted as is specified in the notice of meeting or is germane thereto.
- c. Notice of a special meeting of the Board shall be given to each director stating the date, hour and place in New York County of the meeting and the purpose or purposes for which the meeting is called and the name or names of the persons by whom or at whose request or direction the meeting is called. If the notice is given by mail, it shall be mailed by first-class mail at least five days before the day fixed for the meeting. Such notice may also be given by facsimile transmission or e-mail or by telephone or in person, in each case at least forty-eight hours before the time fixed for the meeting.
- d. The quorum for transaction of business shall consist of at least 40% of the entire Board, calculated by rounding to the closest whole number. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- e. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. When a meeting of directors is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. In the absence of any such announcement, notice of the adjournment shall be given as if it were a new meeting. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.
- f. Except as otherwise required by law or these By-laws, the vote of a majority of the directors then present at a meeting of the Board, if a quorum is present at such time, shall be the act of the Board. Directors may not vote by proxy at any meeting of directors.
- g. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

Article 7. Officers.

The officers of CD*NY are President, President-Elect, Past President, Secretary, Treasurer, and Assistant Treasurer/Bursar. All officers may be reelected to successive terms, except that (a) the Past President may not be elected as President-Elect within one year after his/her term of office as Past President, and (b) the President may not be reelected as President or elected as President-Elect within two years after his/her term of office as President. For purposes of this Article 7, the term "one year" shall mean the time elapsed between two Annual Meetings of members.

No person shall hold more than one position as an elective officer or Board Member at Large at any one time.

The duties of and terms of office of the officers are:

a. President. Term, two years.

At the expiration of his or her term, the President shall become the Past President for the first year following his/her term as President. The President is a non-voting member ex officio of all committees of the Board. The President shall have the authority and responsibilities commonly incident to, and vested in, the corporate offices of Chief Executive Officer and Chair of the Board, consistent with these By-laws, including

- to preside at all meetings of the members and the Board;
- to appoint chairs of each standing committee, with the concurrence of the elected Board members;
- to direct the other officers according to the policies adopted by the Board;
- to submit an annual budget for approval by the Board;
- to verify the annual report of directors presented to each annual meeting of members of CD*NY;
- to designate and appoint CD*NY representatives, subject to Board approval;
- to satisfy the directives of the Board; and
- to administer the affairs of CD*NY according to the Certificate of Incorporation, these By-laws, and the policies adopted by the Board.

b. President-Elect. Term, one year, to run during the President's second year in office.

This term as President-Elect is a year of apprenticeship, in which the President invites the President-Elect to share in the presidential activities or act as the President's representative. At the expiration of his or her term, the President-Elect shall become the President. The President-Elect acts as President in the absence or illness of the President and, in the event of the President's resignation or incapacity to serve, shall succeed to the office of President and shall have all authority conferred upon the office of President, and shall perform all duties for which the President is responsible for the unexpired portion of the term, or until the President can

resume duties. The President may delegate to the President-Elect such official or other duties as may be necessary or advisable for the conduct of business.

c. Past President. Term, one year, immediately succeeding the end of his/her term as President. The Past President advises, informs, and helps smooth the transition from President-Elect to President. If the President resigns or is unable to perform the duties of President during the President's first year in office, the Past President shall serve as acting President, shall have all authority conferred upon the office of President, and shall perform all duties for which the President is responsible for the unexpired portion of the first year of the term, or until the President can resume duties. The President may delegate to the Past President such official or other duties as may be necessary or advisable for the conduct of business.

d. Secretary. Term, two years.

The Secretary shall have and perform all duties commonly incident to, and vested in, the office of secretary of a corporation, including

- to record the minutes of meetings of the Board and of the members;
- to maintain a minute book of the minutes of meetings and actions taken by unanimous written consent;
- to prepare and distribute notices of meetings of the Board and of the members, as required by the By-Laws;
- to prepare and distribute any proxy forms solicited by the Board for use at meetings of members;
- to send and receive all official correspondence and notices; and
- to certify a list of the members entitled to vote at any meeting of members and to produce such list upon request at the meeting.

e. Treasurer. Term, two years.

The Treasurer shall be the Chief Financial Officer of CD*NY. The Treasurer is a voting member ex officio of the Grants, Bequests and Endowments Committee. The Treasurer shall have and perform all duties commonly incident to, and vested in, the office of treasurer of a corporation, including

- to be responsible for the financial records of CD*NY;
- to prepare financial reports for Board meetings;
- to advise the Board about the finances of CD*NY;
- to assist in formulating the budgets for the regular and special activities;
- to prepare, verify, and present an annual report of the Board at the annual meeting of the members of CD*NY in compliance with Section 519 of the New York Not-for-Profit Corporation Law;
- to prepare an annual report to CDSS;
- with the assistance of the Assistant Treasurer/Bursar, to file all necessary financial and tax forms required by CDSS, the Internal Revenue Service, and the State of New York; and
- at the end of his or her term as Treasurer, to assist the incoming Treasurer in closing the books at the end of the fiscal year and preparing the final reports for the fiscal year.

f. Assistant Treasurer/Bursar. Term, two years.

The Assistant Treasurer/Bursar is a voting member ex officio of the Fundraising Committee. The Assistant Treasurer/Bursar shall have and perform all duties commonly incident to, and vested in, the office of an assistant treasurer and a bursar of a corporation, including

- to handle all receipts and all disbursements of funds for the payment of authorized expenditures;
- to report monthly to the Treasurer; and
- to undertake such other assignments of duties falling upon the office of Treasurer as the Treasurer delegates.

g. In addition to the powers and duties specified in this Article 7, each officer shall have such other powers and duties as these By-laws or the Board may from time to time prescribe. The powers and duties of each officer shall be subject at all times to the right of the Board to confer specified powers and to limit the powers of officers, and shall be subject generally to the direction of the Board.

h. An officer may be removed from office with or without cause at any time by vote of a majority of the membership, but an officer's authority to act as an officer may be suspended for cause by vote of two-thirds of the entire Board; provided, that if such removal or suspension be for cause, 30 days prior notice in writing shall be personally given to the officer, with a copy of the charges preferred against the officer, notifying the officer of the opportunity within such 30-day period to respond in writing to such charges and to be heard in his or her own behalf.

i. An officer may resign at any time by providing written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or the Board.

j. Board members and officers serve as such on a volunteer basis, and no person shall receive any stated salary for his or her services as a director, member of a committee, or officer of CD*NY.

k. If the offices of President and President-Elect shall both be vacant and there shall not then be a Past President in office who is willing to serve as President the Board shall by vote of two-thirds of the Directors at any meeting at which a quorum is present elect a President and an Acting President-Elect from among the Board (or a former officer not currently on the Board), each to serve only until the next Annual Meeting of members. The person so elected by the Board as Acting President-Elect shall not automatically succeed to the office of President at the next Annual Meeting of members. Notwithstanding any other provision of this Article 7, the person so elected by the Board as President shall be eligible for election by the members as President for a term of one year at the next Annual Meeting and the person so elected by the Board as Acting President-Elect shall be eligible for election by the members as President for a term of two years at the next Annual Meeting.

If the office of Secretary, Treasurer, or Assistant Treasurer/Bursar is vacant, the President shall appoint a person (who need not already be a member of the Board) to fill such vacancy until the

next Annual Meeting of members, subject to approval by vote of two-thirds of the Directors at the next succeeding meeting of the Directors at which a quorum is present.

Article 8. Election of Officers and Board Members at Large.

Officers and Board Members at Large are elected at the Annual Meeting of the membership and take office at the beginning of the fiscal year or at the conclusion of the Annual Meeting, whichever comes later.

- a. Not less than three months before the annual meeting of members, the President shall appoint a Nominating Committee of three or more members of CD*NY, one of whom should be a Board member at Large, at least one of whom shall not be a director of CD*NY, and which shall not include the President, President-Elect, Secretary, Treasurer, or Assistant Treasurer/Bursar. The Nominating Committee shall make rules for its own governance, and may elect a Chair from among its members.
- b. The Nominating Committee shall solicit potential nominees, review and study the credentials of candidates, and develop a slate of qualified candidates. The Nominating Committee shall report its slate of nominees for election as officers and members of the Board at Large to the Secretary in adequate time for inclusion in the notice of Annual Meeting. Following the election of officers and directors at the Annual Meeting, the Nominating Committee shall be dissolved.
- c. Additional nominations may also be made from the floor at the annual meeting, or by written petition signed by ten members delivered to the Secretary and consented to in writing by any person so nominated, in adequate time for inclusion in the notice of Annual Meeting.
- d. The Secretary shall include with the notice of any meeting at which officers or directors are to be elected one or more printed proxy ballots in such form as the Secretary shall determine which shall together contain the names of all candidates who have been validly nominated and whose written consent to such nomination has been received by the Secretary, identifying the persons making each nomination.

Article 9. Standing and Special Committees.

The Board, by resolution adopted by a majority of the entire Board, may designate one or more standing committees and special committees of CD*NY, and may dissolve the same at its pleasure. The Chair of each standing committee shall be appointed for a term of two years by the President with the concurrence of the elected Board members, and shall serve at the pleasure of the President. Chairs shall enlist persons to serve on their committees. All committee members must be members of CD*NY. Each such committee shall make rules for its own governance. Each committee shall make a report to each meeting of the Board and such other reports as may be requested by the Board or the President.

All committees are responsible to the Board, which shall from time to time set guidelines and budgets for their activities. The authority of any such committee to make expenditures or contract

debts for CD*NY shall proceed only from the Board. Each committee shall have only the powers specifically delegated to it by resolution of the Board or the By-Laws, except that no such committee shall have authority as to the following matters:

- a. The submission to members of any action requiring members' approval under the Certificate of Incorporation or By-laws.
- b. The filling of vacancies in the Board or in the chair of any committee.
- c. The fixing of compensation of the officers or directors for serving on the Board or on any committee.
- d. The amendment or repeal of the By-laws or the adoption of new By-laws.
- e. The amendment or repeal of any resolution of the Board.

Until these By-laws are further amended, or the following provisions of this Article 9 are modified by resolution adopted by a majority of the entire Board, the standing committees of CD*NY and their responsibilities shall be as set forth below in this Article 9.

Membership Committee. This committee informs and counsels the Board on membership issues and problems; organizes efforts to recruit and keep members; keeps the membership list and records of membership dues, and processes membership applications.

Program Committee - English. This committee develops the English dance program, and hires callers, teachers and musicians for these events.

Program Committee - American. This committee develops the American contra dance program, and hires callers and musicians for these events.

Coordinators Committee. This committee is responsible for seeing that every event sponsored by CD*NY has a coordinator, who is either a Board member or approved by the Coordinators Committee. The committee is also responsible for enlisting and providing door people for CD*NY events.

Sound Committee. This committee is responsible for maintenance and operation of CD*NY sound systems and keeping a number of persons trained and qualified to operate the sound systems.

Refreshments Committee. This committee is responsible for seeing that appropriate refreshments are served at dance events.

Publicity Committee. This committee is responsible for producing events calendars, special flyers, ads, Dancephone announcements, and other publicity.

Music Committee. This committee is responsible for maintaining and expanding a list of musicians and bands considered qualified to play at the different CD*NY dance events and for recommending them to the two Program Committees.

Newsletter Editor. The newsletter editor is responsible for production and distribution of a newsletter designed for members of CD*NY.

Web Site Committee. This committee is responsible for maintenance of the CD*NY web site, including updates to the calendars and other information as required.

Fundraising Committee. This committee is responsible for proposing, developing, and implementing current fundraising projects approved by the Board.

Grants, Bequests and Endowments Committee. This committee is responsible for proposing, developing, and implementing long term fundraising initiatives approved by the Board.

Article 10. Fiscal Year.

The fiscal year of CD*NY is June 1 through May 31. The Board is authorized to fix and change the fiscal year from time to time as it deems appropriate.

Article 11. Amendments to the By-laws.

- a. By-laws may be amended, repealed, or adopted (1) by vote of two-thirds of the Directors at any meeting at which a quorum is present, or (2) by vote of the members at the time entitled to vote in the election of Directors; provided, that not less than 30 nor more than 50 days prior to a meeting of members at which such a vote will be taken a copy of the proposed changes and an explanation thereof shall have been given to all members by first class mail.
- b. Any By-law adopted by the Board may be amended or repealed by the members entitled to vote thereon as herein provided. Unless otherwise provided in the By-laws adopted by the members, any By-law adopted by the members may be amended or repealed by the Board as aforesaid.
- c. If any By-law regulating an impending election of officers or directors is adopted, amended or repealed by the Board, or if any By-law adopted by the members is amended or repealed by the Board, the notice of the next meeting of the members for the election of directors shall set forth the By-law so adopted, amended or repealed, together with a concise statement of the changes made.
- d. The By-laws of CD*NY however adopted or amended shall not be construed to permit any activity by CD*NY that is inconsistent with the purposes described in § 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as “the Code,” and any reference to a section of the Code shall be deemed to refer to any successor thereto and to the corresponding provision of any subsequent Federal tax laws), and, so long as CDSS shall exist as a corporation described in § 501(c)(3) of the Code and be operated for purposes consistent with those for which it was incorporated, neither this Article 11 nor any other Article of these By-laws which includes specific reference to CDSS shall be amended or adopted without the prior consent in writing of CDSS.

Article 12. Special Notices Regarding Tax Exemption.

- a. No part of the assets or net earnings of CD*NY shall be distributable to or inure to the benefit of private individuals. This does not preclude the payment of reasonable compensation for goods or services provided to CD*NY in furtherance of, and consistent with, one or more of its purposes as permitted under Article 5 of the New York Not-for-Profit Corporation Law. No member or officer of CD*NY or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of CD*NY. CD*NY shall conduct no activities for pecuniary profit or financial gain, whether or not in furtherance of its corporate purposes, except to the extent that such activity supports its other lawful activities then being conducted.
- b. In the event of a liquidation, dissolution, termination, or winding up of CD*NY (whether voluntary, involuntary or by operation of law), after the necessary expenses thereof and after the payment or provision for the just debts and liabilities of CD*NY, all of the remaining assets and property of CD*NY shall be distributed to another organization exempt under § 501(c)(3) of the Code, in furtherance of the purposes for which CD*NY was incorporated, or to the Federal government, or state or local government for a public purpose, pursuant to a plan of dissolution adopted as provided in the New York Not-for-Profit Corporation Law, subject to the approval of a Justice of the Supreme Court of the State of New York in the judicial district where the principal office of CD*NY is then located.
- c. CD*NY shall not as a substantial part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence legislation (except to the extent permitted by § 501(h) of the Code), and CD*NY shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office, nor shall any officer or director of CD*NY engage in such activities on behalf of CD*NY.
- d. It is intended that CD*NY be entitled to exemption from Federal income tax under § 501(c)(3) of the Code and shall not be a “private foundation” as described in § 509(a) of the Code. In any taxable year in which CD*NY is a “private foundation” as so described, CD*NY shall distribute its income for said period at such time and manner as not to subject it to tax under § 4942 of the Code, and CD*NY shall not (A) engage in any “act of self-dealing” as defined in § 4941(d), (B) retain any “excess business holdings” as defined in § 4943(c), (C) make any investments in such manner as to subject CD*NY to tax under § 4944, or (D) make any “taxable expenditures” as defined in § 4945(d), of the Code.
- e. CD*NY subscribes to the general purposes of CDSS. CD*NY, if operating as a tax-exempt organization pursuant to the CDSS group exemption under § 501(c)(3) of the Code, agrees to be subject to the general supervision and control of CDSS. CD*NY acknowledges that CDSS interprets this to mean requiring that CD*NY follow the aims and goals of CDSS (as set out in the Bylaws of CDSS), submit a yearly financial statement to CDSS, and comply with other CDSS rules regarding tax-exempt status.

Article 13. Indemnification.

The indemnification and advancement of expenses to any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of CD*NY or served CD*NY or another entity in any capacity at the request of the Board, shall be determined by or in the discretion of the Board pursuant to the New York Not-for-Profit Corporation Law. CD*NY may purchase and maintain indemnity insurance to the extent permitted by law.

CERTIFICATION

The foregoing By-laws, containing thirteen Articles in 12 pages, including this page, were duly adopted by the Board of Directors of Country Dance * New York, Inc., at a meeting duly called and held on the 13th day of June, 2005; and subsequently amended at a meeting duly called and held on the 10th day of September, 2007. These By-laws nullify and replace the By-laws that were adopted on May 4, 1987 and all amendments thereto.

Paul B. Ross, Secretary