

**BYLAWS  
OF  
HAWAII SOLAR ENERGY ASSOCIATION, INC.**

**PREAMBLE:**

That we, the undersigned subscribers hereto, lawful residents of the United States of America and of the State of Hawaii, and being desirous of associating ourselves together to promote the general welfare of all, to protect and advance our Industry, to promote and encourage a better understanding, friendship and closer relationship among ourselves and to promote successful utilization of all types of Solar energy methods within this state, to the end that conditions in our Industry become stabilized and made more uniform in practice, thereby creating greater effectiveness in the Industry, do now adopt, declare and establish these Bylaws for our said organization and as such declaratory of its purpose.

**ARTICLE I – NAME – SCOPE**

**Section 1.** The name of this Association shall be “HAWAII SOLAR ENERGY ASSOCIATION, INC.” and hereafter be referred as the Association. The geographical boundaries of this Association shall be the State of Hawaii.

**Section 2.** The scope of the Association’s activities shall include liaison and cooperative developments with other persons, organizations, and institutions for the furtherance of conversion of solar energy and related technologies for various useful purposes.

**Section 3.** Principal office of the Association shall be maintained at such place in the State of Hawaii, and the Association may have such other offices in the State of Hawaii, as the Board of Directors shall determine.

**Section 4.** Place of meeting of all members and of the Board of Directors shall be held at the principal office of the Association, unless some other place is stated in the call.

**Section 5.** The seal of the Association shall be circular in form, and shall bear the name of the Association and such other words, devices, and inscriptions, as the Board of Directors shall prescribe.

**Section 6.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Association is Carrying on its activities.

**Section 7.** This Association is not organized for pecuniary profit and shall not declare dividends.

**Section 8.** Upon dissolution of the corporation, any assets remaining in the corporation shall be first used to satisfy all legal debts of the corporation, and the remaining assets shall be used solely to provide benefits in accord with the purpose of the corporation as set forth in the Articles and Bylaws, and for the expenses of administration incident thereto; provided, that, if such benefits need no longer be provided because the purposed of the corporation have been fulfilled, then the Board of directors shall dispose of the assets in such a manner so as not to cause of loss of the corporation's tax-exempt status under state and federal laws.

## **ARTICLE II – OBJECTS AND PURPOSES**

**Section 1.** The following is the express mission statement for which this Association has been organized:

1. HSEA is a non-profit organization that works to foster the use of clean, renewable solar technology in Hawaii. Comprised of installers, manufacturers, auditors, and financiers of solar water heaters, photovoltaic systems, and energy storage technology powered primarily by solar energy, the majority of our member companies are locally owned and operated making HSEA the leading voice of Hawaii's solar industry.

**Section 2.** The following are the detailed purposes and objectives for which this Association has been organized:

1. To further solar energy and related arts, sciences, and technologies with concern for the ecologic, social, and economic fabric of the area. This shall be accomplished through exchange of ideas and information by means of meetings, publications, and information centers. The Association shall serve to inform the public, institutional, and governmental bodies, and seek to raise the level of public awareness of its purpose.
2. To encourage the widespread utilization of solar equipment and related technologies such as energy storage as a means of lowering the cost of energy to the American public, to help stabilize our economy, develop independence from fossil fuel, build resiliency into electric grids, and to generally strengthen the free enterprise system.
3. To establish, foster, and advance the usefulness of the members, and their various products and services related to the economic applications of the conversion of solar energy for various useful purposes.
4. To cooperate in, and contribute toward, the enhancement of widespread understanding of the various applications of solar energy conversion in order to increase their usefulness to society.
5. To collect and disseminate trade statistics and other useful information; to carry on and assist in research, investigations, experiments, conferences and publication in connection with the said trade; to advance any objectives or purposes of this organization.
6. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporation, associations, institutions, societies, agencies or persons as are now or my hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.
7. To accelerate local development and marketing of solar energy conversion systems.

8. To establish and monitor standards of equipment performance, reliability and quality, together with industry standards of technology and measurements.
9. To gather and tabulate statistical and market data.
10. To disseminate to members timely reports of developments in the industry and government.
11. To stimulate continuing education for industry personnel.
12. To encourage high standards of performance, reliability, and ethics.
13. To recognize achievement in the industry.
14. To promote, encourage, and advocate the formulation, adoption, and establishment of such customs of business as will be just, equitable, and honorable between parties.
15. To, in every way, manner, and form, promote and encourage by the establishment of a strong and sympathetic bond of fellowship among the members thereof, thereby securing unity of action and effort in the accomplishment of a common purpose.
16. To secure and aid in the correction and reformation of any wrongs affecting the general interests of the solar association.

### **ARTICLE III – MEMBERSHIP AND VOTING**

**Section 1.** The membership of the Association shall consist of several classes specifically mentioned herein and any other classes of membership that may, from time to time, be prescribed by the Board of Directors.

**Section 2.** The membership shall consist of voting and non-voting members, whose application has been accepted by the Board of Directors and who have paid any and all dues that may, from time to time, be due as established by the Board of Directors for this class of membership and who meet the qualifications and adhere to the code of ethics hereinafter set forth and shall be approved for membership by the Board of Directors of the Hawaii Solar Energy Association, Inc.

**Section 3.** Membership categories and voting status shall include:

1. General Members (voting): Manufacturers, Financial Institutions, Utility Companies, DSM Implementation Companies, Builders, Developers, and System Integrators engaged in providing solar and related equipment and/or services.
2. Wholesale Distributor Members (voting): Organizations engaged in the sale of solar and related equipment for resale to contractors and retailers.
3. Contractor Members (voting): Solar, plumbing and electrical organizations licensed by the State of Hawaii and engaged in the contracting of sales, installation and service of solar energy systems, accessories and parts whose clientele is principally consumers, builders, and/or other contractors. (Solar energy activity need not be principal commercial endeavor.)
4. Regular Members (voting): Organizations, other than those defined as General Members, in the commercial or private sector with substantial economic interest in the advancement of solar energy utilization.
5. Associate & Professional Members (non-voting): Architectural and design firms, consulting engineer firms, publishers, suppliers, other trade, business organizations and government organizations, professional societies and educational institutions and individuals not connected through ownership or employment with an organization, wishing to participate in the Hawaii Solar Energy Association, Inc.
6. Individual Members (Non-Voting): Individuals, not connected through ownership or employment with an organization, including students, who by education or other reason may at some time qualify:
  - a. To be employed by member firms or,
  - b. To be a professional member.
  - c. Or who otherwise wish to participate in the Hawaii Solar Energy Association, Inc.”
7. Each voting member shall be entitled to one vote at the annual, regular or special meetings, or in a mail ballot.
8. Proxy. Votes may be cast by proxy at any meetings of the membership. Any member entitled to vote, may by an instrument in writing bearing a date not more

than thirty (30) days in advance of the meeting, designate another member to vote for him or her in his or her place and stead at any meeting of the membership. No proxy shall be valid after ninety (90) days from the date of its execution.

**Section 4. Membership Certificates and List.**

Members in good standing shall be issued Certificates of Membership signed by the Association President and Secretary and shall be listed on the Association's membership list.

**ARTICLE IV – APPLICATION FOR MEMBERSHIP**

**Section 1.** Each applicant, either individual or association, for membership shall make application in writing on forms provided for that purpose to the Board of Directors, stating its principal office where all notices shall be mailed, and attaching thereto a roster of current members of such applicant where applicable. The applicant shall agree to be bound by all of the provisions of the Articles of Incorporation, these Bylaws and the rules and regulations adopted by the Hawaii Solar Energy Association, Inc. in force at the time such application for membership is approved, and thereafter as the same may be amended from time to time. Such applicant shall further agree to pay all dues, fees and assessments and comply with all other obligations imposed by the Association, in accordance with these Bylaws. Each member applicant shall designate its representative and alternate to act at meetings and to represent such applicant.

**Sections 2. Acceptance of Membership Applications.**

The Board shall consider and act upon all applications for membership made by duly qualified applicants, and by a majority vote may deny or accept the same for good cause showing. It is further specifically provided that a membership shall not be transferable.

**Section 3. Termination of Membership:**

1. The Board, by majority vote, subject to the approval of the majority of members at the special or regular meeting, may terminate the membership of any member for any conduct by such member, its representative, officer or employees which the Board, in its sole discretion, deems inconsistent with the purposes of the Hawaii Solar Energy Association, Inc., including but not limited to, a violation of these Bylaws or any lawful rule or practice duly adopted by the Association, notwithstanding any other remedy in law or equity which the Hawaii Solar Energy Association, Inc. may have against such members. Any such action by the Board shall be preceded by due notice to the affected member and an opportunity to be heard.
2. The Board, by majority vote, may terminate the membership of any member who is more than three (3) months overdue in payment of dues, fees, and assessments.
3. Termination of membership shall not take effect until the member has been given due notice of the termination, the reasons for the termination, and an opportunity to be heard. The Association may take such reasonable steps as it deems necessary or convenient to collect all assessments delinquent to the date of expulsion and in addition to the delinquent dues, fees and assessments, such member agrees to pay reasonable collection costs, including reasonable attorney's fees. Any delinquent member may re-establish its good standing at any time by paying all delinquent dues, fees and assessments, including reasonable costs of collection and reasonable attorneys' fees.
4. Any member may resign from the Association by notifying the Association in writing.

## **ARTICLE V – MEETING OF MEMBERS**

**Section 1.** There shall be an annual meeting of the members not more than sixty (60) days after the close of the calendar year, at which time the Board of Directors shall be elected by the voting members in the manner hereinafter prescribed.

**Section 2.** At the annual meeting, the officers of the Association shall report to the membership the state of affairs of the Association. Notice of this meeting shall be mailed to members of the Association not later than fifteen (15) days preceding the meeting date.

**Section 3.** Regular meetings of the membership of this Association shall be held each month at such date, hour and place as may be fixed by the Board of Directors.

**Section 4.** Special meetings of the membership of this Association may be called at any time by the President or by three (3) members of the Board of Directors, or by one-third or more of the votes of the voting members. In such event the person or persons desiring to hold any such special meeting shall furnish to the Secretary of the Association a written request that notice of such special meeting be given, which request shall specify the time, place, and purpose of such meeting. Notice of any such special meeting shall be given in the same manner as is prescribed herein for notice of annual meetings of members.

**Section 5.** Written notice of the time and place of any annual or special meeting of members of the Association; the purpose or purposes for which such meeting is called; such notice shall be signed by the Secretary and shall be mailed to each member in good standing at his address as it appears on the membership roll of the Association.

**Section 6.** Quorum. A quorum at any business meeting of the Hawaii Solar Energy Association, Inc. shall consist of at least fifty percent (50%) of the voting membership, and any decision of a majority of such quorum shall, except as otherwise specially provided by law or in the Charter of in these Bylaws, be valid and binding upon the Hawaii Solar Energy Association, Inc.

**Section 7.** Order of Business. The order of business at the membership meetings shall be as follows:

1. Roll call.



2. Reading of the minutes of the preceding annual meetings and any intervening special and regular meetings when requested.
3. Reports of officers.
4. Reports of committees.
5. Old and unfinished business.
6. New business.
7. Topics of interest.
8. Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the voting membership present.

## **ARTICLE VI – ASSOCIATION GOVERNMENT**

**Section 1.** The affairs of the Association shall be governed by a body chosen from its membership which shall be called the Board of Directors.

**Section 2.** The corporate powers, business and property of the Association shall be vested in and exercised, conducted and controlled by the Board of Directors.

**Section 3.** The Board of Directors shall consist of seven persons, unless said number shall be changed by amendment of the Articles or Incorporation, or by amending this Section of the Bylaws.

**Section 4. Election and Term of Office.** Elections will occur at an annual meeting of the members, with notice to all members that elections will occur. In the event elections are not held at an annual meeting, Directors may be elected at any special meeting of the members held and noticed for that purpose. Each Director shall hold office for two (2) years or until his or her respective successor is elected. In 2020, only four Directors will be elected in order to create staggered terms. The remaining three Directors, drawn by lots, will continue to serve until 2021, when another set of annual elections will be held. No person may be elected a Director of the Association unless he or she is an

officer, employee, member in good standing, or specifically designated representative of a member of the Association.

**Section 5. Powers.** The Board of Directors shall direct the affairs of the Association. By way of illustration, and not by way of limitation on the foregoing, the Board shall be vested with full power.

1. To interpret its Articles of Incorporation and its Bylaws;
2. To approve appointments to the committees as outlined and described in Articles X and XII;
3. To appoint and discharge the appointive officers of the Association and to establish their compensation, if any, terms and duties;
4. To approve appointments to fill vacancies which may occur in any elective office;
5. To fill vacancies in its own body, from whatever cause arising, subject to Section 6;
6. To exercise general supervision over receipts and expenditures;
7. To adopt rules and regulation for the conduct of the meetings of the Board of Directors and of the members; and,
8. To do all other acts and things which it may deem to be the interest of the Association, not conflicting with its Articles of Incorporation and Bylaws.

**Section 6. Vacancies.** Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his or her successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the members fail, at any annual or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

## **ARTICLE VII – OFFICERS**

**Section 1.** The officers of the Association shall be chosen by the Board of Directors from the membership of the Board and shall consist of a President, Vice President, Secretary and Treasurer. All officers of the Association shall be appointed at the annual meeting in which the Board of Directors is elected but, if any such meeting is not held or the officers are not appointed thereat, the officers may be appointed at any special meeting of the Board of Directors held for that purpose. Each officer shall hold office for two (2) years or until his or her respective successor is elected. Each officer shall not hold office for greater than two (2) consecutive terms. Officers shall serve without compensation.

**Section 2. President.** The President shall act as chairman of the Board of Directors and shall preside at all meetings of the Board of Directors or the members of the Association. He or she shall have the power to call special meetings of the members of the Association and of the Board of Directors at such time or times as he or she may deem necessary or advisable.

He or she shall represent the Association in dealings with outside agencies, including the Hawaii State legislature; be an ex-officio member of all committees; act at the direction of the Board of Directors to attend such Solar Energy demonstration, seminars, conventions, etc., which in the opinion of the Board, would enable members of the Association to receive current and viable knowledge of new developments, materials, systems, federal grants etc.; communicate to the Association these matter, concepts and developments which will tend to support and enhance the economic welfare of members of the Association; act at the direction of the Board of Directors to transact business in behalf of the Association or the Board.

He or she shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 3. Vice President.** The Vice President shall, in the event of the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as the Board of Directors shall from time to time prescribe.

**Section 4. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of the these Bylaws, or as required by law; he or she shall see that it is affixed to all documents the execution of which under the Seal of the Association is duly authorized and in general he shall perform such duties as are incident to the office of Secretary, or as may from time to time be assigned to him or her by the Board of Directors, or as are prescribed by law or by these Bylaws.

It shall be his or her duty to cause to be filed any certificates required by any statute, federal or state.

The Secretary shall submit to meetings of the Board of Directors, and to the individual members, reports and recommendations in regards thereto; and the Secretary shall present an annual report at the annual meeting of the Association giving a general review of the work of the Association during the preceding year.

He or she shall cause to be conducted the general correspondence of the Association and keep the necessary records; and he or she shall perform such other duties as the Board of Directors may prescribe.

The Secretary shall give or cause to be given notice of all the meetings of the members and of the Board of Directors. He or she shall keep the Seal of the Association in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. He or she shall receive any monies belonging to or paid in to the Association, and receipt for the same, and deposit all funds with such depository as the Board of Directors may designate. Withdrawals may be had upon signature of the Treasurer and any individual duly authorized by the Board of Directors. The Treasurer shall make a quarterly report to the Board of Directors and present a complete financial report to the Association at the first regular meeting after the close of the calendar year.

The Treasurer shall, in conjunction with the President, Vice President or Secretary, sign all drafts, promissory notes, and other documents not specifically covered elsewhere in these Bylaws, unless the Board of Directors shall direct otherwise.

**Section 6.** Vacancies. Should a vacancy occur in any elective positions during the year the vacancy may be filled by the Board of Directors or the Executive Committee by a majority vote of those present at a meeting duly called at which a quorum is present.

## **ARTICLE VIII – HOLD HARMLESS**

**Section 1.** The Association, upon approval of the Board of Directors and to the fullest extent allowed by applicable law, shall indemnify, by means of an errors and omissions insurance policy, to be paid from the Association funds, each present and future officer, director or agent of the Association and each member of any committee against all cost, expenses, liabilities, settlements, judgments, attorney's fees and other related expenses which may be incurred or imposed on said individual or individuals in connection with any claims, action, suit, proceeding, investigation or inquiry hereafter made, instituted or threatened in which he or she may be involved as a party or otherwise by reason of his or her authorized action, his or her being or having been such officer, director, agent or member of any committee, or by reason of any past or future action taken or authorized or approved by him or her, or specified by these Bylaws, or any omission to act as such officer, director, agent or member of any committee except where such costs, expenses or liabilities are incurred as a result of his or her negligence, criminal acts, or willful misconduct toward the Association in the performance of his or her duties, and except as otherwise provided by applicable law.

## **ARTICLE IX – AMENDMENT TO BYLAWS**

**Section 1.** These Bylaws may be amended, added to or repealed and new Bylaws be adopted by a majority vote of the voting members present at any regular or special meeting held in accordance with these Bylaws, subject to the approval of the majority of

the voting members at a special or regular meeting, provided, that written notice setting forth any such proposed changes be submitted to each Board member at least thirty (30) days prior to any such meeting date, and the Board may make any amendment thereto at said meeting without additional notice.

## **ARTICLE X – ELECTIONS**

**Section 1.** Nominating Committee; Elections. At least thirty (30) day prior to the date of the annual meeting at which new directors will be elected, the Board of Directors shall appoint a Nomination Committee whose membership shall consist of at least two directors serving at the pleasure of the board of directors. The Nominating Committee shall, at the annual meeting at which new directors will be elected, place in nomination candidates for membership of the Board of Directors of the Association. Nominations also may be made from the floor by any member at the annual meeting at which new directors will be elected. Elections of those nominated shall be by a majority of the members voting at the meeting.

## **ARTICLE XI - FINANCE**

**Section 1.** Budgets, Dues and Assessments. The Treasurer shall, prior to each annual meeting, prepare a budget of expenditures of the Association, to be approved by the Board of Directors, for the ensuing year. Based upon this budget, and changes that may be made from time to time during the year, the Board of Directors shall fix contribution by local members and levy dues and assessments from each member, or group of members, which shall be necessary to provide the funds required by the budget.

**Section 2.** The operating expenses of the Association shall be funded by such dues, fees and assessments of the Association membership in such amount and in such manner may be determined from time to time by the Board of Directors.

Dues, fees and assessments shall be remitted to the Hawaii Solar Energy Association, Inc. upon the dates or times determined by the Board of Directors, and the Secretary shall promptly report to the Board the delinquency of any Association member or individual member in the payment of dues, fees or assessments.

**Section 3. Funds.** Funds may be received on behalf of the Association as directed by the Board of Directors and shall be deposited in such bank accounts as may be established from time to time by the Board of Directors. Funds shall be paid out only in accordance with procedures established by the Board. Funds designated for specific activities shall not be used for any other purpose.

**Section 4. Bonding.** Individuals authorized to sign checks, and those responsible for petty cash disbursements shall be bonded within appropriate limits as determined by the Board. Bond expenses to be paid by the Association.

## **ARTICLE XII – COMMITTEES**

**Section 1.** From its own membership, the Board shall appoint an Executive Committee which shall be composed of no fewer than three (3) members of the Board, one of whom shall be the chairperson, and which committee shall have and may exercise between meetings of the Board such power as may be delegated by the Board.

**Section 2.** The Ethics Committee shall be composed of not less than five (5) members who shall be appointed by the Board of Directors. At least two of the members of the Ethics Committee shall be members of the Board of Directors. The Ethics Committee shall investigate and resolve all complaints and grievances filed against any member of this Association.

The Ethics Committee promotes and assures high ethical standards and good business practices within the Association and Industry.

**Section 3.** Other committees both standing and special for the Association are:

## STANDING

1. Publicity & Promotions
2. Nominating (See Article X)
3. Finance (See Article XI)
4. Sponsors
5. Legislative & Governmental relations
6. Technical
7. Installation & Manufacturing

## SPECIAL

1. Bidding Procedures
2. Corporation & Non-Profit formation
3. Building Permits & Codes
4. Licensing (Exam & Standards)

**Section 4.** The Board may appoint any other committee it chooses. Special committees will be dismissed without prior amendment to the Bylaws when no longer required.

## **ARTICLE XIII – CODE OF ETHICS**

**Section 1.** All members hereby recognize that they are mutual dependent upon each other for support and cooperation and each action by individual members will affect all other members in the industry and the integrity of the entire solar industry.

**Section 2.** By accepting and maintaining membership all members of the Association hereby pledges himself or herself to abide by the following Code of Ethics:

1. I will hold inviolate the principles of open competition and support the concepts of the free enterprise system.
2. My paramount responsibility is to my customer and the community.
3. I accept my responsibility as a pioneer in a new industry to provide meaningful education about solar heating to the general public.
4. Honesty is my guiding business policy.



5. I will faithfully perform all contracts.
6. I will conduct myself so that my examples and practices will have an uplifting influence on the industry.
7. In advertising and selling the products and services, I will refrain from the use of misleading or bait advertising.
8. I will not deride or degrade my competitor's product, instead I will stress the positive advantages my system has over my competitor's product.
9. I will abstain from all unfair methods in competition, such as bad faith, deceptive practices, bribery, fraud and price fixing.
10. My advertisings will be clear and concise, designed to give the customer a fair, clear understand of costs and performance. I will not engage in deceptive practices of any type by action or implication.
11. I will not use fear tactics in my sales. Although I may educate my customer to the realities of the energy crises, I will not unduly emphasize this or strive to frighten my customer into purchasing.
12. All prices will be properly quoted in writing to my customer prior to the installation of the equipment.
13. I shall provide prompt installations upon signing a contract and will faithfully service the installation when necessary and make every attempt to have a satisfied customer.
14. I will truthfully and completely disclose to my customers the projected costs of maintenance on an annualized basis of my product.
15. I will disclose all costs of the solar heating or cooling system to my customer, including special insulation, remodeling, special construction techniques, additional costs and all labor and profits as a total installed price, so that he may knowledgeably cost comparison shop my product against my competitor's products.
16. I will disclose to my customers any problems of which I am aware with regard to building permits and insurance which he may encounter, as well as any local estate or community regulations.
17. I will constantly strive to upgrade quality of my product.

18. I will continually study modern design and application so that my opinions will be sought and respected.
19. I will design, manufacture, install and maintain solar energy systems and components as applicable, in a manner consistent with public health and safety, and in compliance with applicable laws, ordinances, codes and regulations.
20. It is my obligation to encourage this Association in its activities by my presence at its meetings, and to so conduct myself so that I will merit the respect and good will of the Association and community.
21. I will report, publish and freely disseminate to the public, subject to legal and proprietary restraints, all the material facts about system or component performance and services and avoid concealment or use of misleading information. All claims should be verifiable by suitable demonstration or credible data in accordance with accepted industry standards.
22. I assume this Code of Ethics, in its entirety, freely and solemnly, mindful that its tenets are part of my obligation as a member of the Hawaii Solar Energy Association, Inc.

## **ARTICLE XIV – RULES OF ORDER**

**Section 1.** Roberts' Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws of the Association.

I, the undersigned, Secretary of HAWAII SOLAR ENERGY ASSOCIATION, INC., do hereby certify the foregoing to be the Bylaws of said company as adopted at a meeting of the members held on the 29<sup>th</sup> day of April, 1997, by a unanimous vote of all the members present at the meeting.

---

Secretary