BYLAWS OF THE
THORNTON CREEK PARENT GROUP

These are the bylaws of the Thornton Creek Parent Group, a non-profit corporation organized under the laws of the State of Washington. The purposes of this corporation are to promote the educational philosophies of Thornton Creek Elementary and to financially support the operations of Thornton Creek Elementary.

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at Thornton Creek Elementary or such other place as the board of directors may designate. The corporation may have such other offices, either within or without the State of Washington, as the board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members and Voting Rights

The corporation shall have one class of members comprised of each parent and each guardian of one or more children enrolled at Thornton Creek Elementary. Each member entitled to vote with respect to an issue submitted to the members, including the election of directors, shall be entitled to one vote upon that issue.

2.2 Annual Meeting

The annual meeting of the members shall be held in June, and shall be conducted in conjunction with a meeting of the board for the purpose of electing directors and the chair, the vice chair, the treasurer, the secretary, and the chairs of committees. The election shall be conducted in accordance with Section 3.4. Also at the annual meeting, the budget for the following school year shall be approved by the board in accordance with Section 5.3.

2.3 Special Meetings

The chair, vice chair, treasurer, secretary, or not less than 50 percent of the other directors may call special meetings of the members for any purpose.

2.4 Place of Meetings

All meetings of members shall be held at Thornton Creek Elementary unless a suitable space in the school is not available. Meetings of members may be held in an alternate location, so long as members, officers, and directors are notified in
advance and the location is capable of accommodating all members who wish to attend.

2.5  Notice of Meetings

The chair, the vice chair, the secretary, or the board shall cause to be delivered to each member entitled to vote at the meeting, either personally, by electronic transmission, by being posted at a prominent place in the school, through the school newsletter, or by mail (any one of which shall be deemed sufficient notice), not less than seven days before the meeting, a written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purposes for which the meeting is called. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting. The failure of any member to receive notice shall not invalidate any action taken at the meeting if a quorum was present.

2.6  Quorum

A majority of the directors, represented in person, shall constitute a quorum at a meeting of the members. If less than a majority of the directors is represented at a meeting, a majority of the directors so represented may adjourn the meeting without further notice.

2.7  Manner of Acting

Except as to the election of the directors addressed in Section 3.4, the vote of a majority of the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by applicable law, the articles of incorporation, or these bylaws.

All meetings of the members are subject to the school’s code of conduct.

2.8  Electronic Transmission

The corporation may deliver notices, demands, consents, or waivers to a member by electronic transmission, properly addressed to the member at the member’s e-mail address as it appears in the records of the corporation.

2.9  No Personal Liability

No member shall be liable to third parties for the corporation’s acts, debts, liabilities, or obligations.
ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers and Consultations with Site Council

The affairs of the corporation shall be managed by a board of directors. Decisions regarding the expenditure of funds shall be made by the board in consultation with the Site Council. The Site Council, which includes teachers and administrators in addition to parents and guardians, shall not be consulted with respect to expenditures made for or in connection with fundraising by the corporation. The Site Council operates independently from the corporation and its board, although directors, officers, and members of the corporation may join and participate in meetings of the Site Council. The chair, vice-chair and treasurer of the corporation automatically hold the same corresponding officer positions on Site Council.

3.2 Number

The board shall consist of not fewer than 6 nor more than 22 directors, the specific number to be set by resolution of the board. The number of directors may be changed from time to time by amendment to these bylaws, except that no decrease in the number shall have the effect of shortening the term of any incumbent director.

3.3 Qualifications

Directors must be members of the corporation who are not teachers or certified staff members employed at the school.

3.4 Election of Directors

3.4.1 Initial Directors

The initial directors of the corporation are Lisa Anacker, Elizabeth Corman, Tim Fonken, and Kaori Tanaka.

3.4.2 Successor Directors

Elections for successor directors shall be held each year at the annual meeting of members. The directors shall consist of the chair, vice chair, treasurer, secretary, and the chairs of the committees of the board. Any member may seek election. Each candidate must seek election to serve as a director and in a particular office, including the office of chair, vice chair, treasurer, secretary, or as the chair of a committee of the board.
3.4.3 Recruitment and Nomination of New Directors

By May 1 of each year, all members will be notified that all director, officer, and committee positions are open for the following school year and all members encouraged to serve. Descriptions of each officer position and committee-chair position must be posted on the school website and provided to any interested member (via e-mail or in paper, as needed). An evening event may be organized to give all interested parents and guardians the opportunity to learn more about the open officer and committee-chair positions and to ask questions of the current holder of any position.

By May 10 of each year, an online sign-up form that is visible to all members shall be created. Any interested member must communicate their interest in serving in a specific position by entering their name in the online sign-up form no later than June 1. Any interested member must also email his or her interest to the nominations email address no later than June 1.

If there are no candidates for a given open position, the incumbent chair and vice chair shall coordinate additional communication and recruitment from the parent-and-guardian community up to the end of the school year and, after date of the election, shall have authority to appoint an interested parent or guardian to the open position. If a position is unfilled at the end of the school year, the new chair and vice chair assume responsibility from the incumbent chair and vice chair and continue to recruit at the beginning of the new school year and shall have authority to appoint an interested parent or guardian to the open position.

3.4.4 Conducting Election of Directors

An election will be held for each position by the end of the school year. The volunteer committee shall be responsible for conducting the elections. At least seven days in advance of the election date, all members shall be provided a short platform statement by each nominee. The communication committee can facilitate the distribution of these platform statements. For the convenience of the members, voting shall be offered both online and by paper ballot. Because there is a large window of opportunity for interested members to nominate themselves and because all candidates must be self-nominated, write-in candidates shall not be permitted. Ballots, whether in paper or online, shall not be counted by any candidate listed on the ballot. If possible, an impartial third party who is not a member of the Thornton Creek Parent Group should witness and validate the counting of votes for contested positions. A candidate receiving a plurality of votes cast for a position shall be deemed elected for that position.

3.4.5 Transition to Successor Directors

For each position, incumbent and incoming candidate shall meet before the end of the school year and formulate a knowledge transfer and transition plan for that
position, with a goal of the new director being prepared before the start of the school year for the responsibilities of the position.

3.5  *Term of Office*

Unless a director dies, resigns, or is removed, the director shall hold office until the end of the current school year, the next annual meeting of the board, or until the director’s successor is elected, whichever is later. Directors may serve consecutive terms, except that the treasurer should serve no more than four consecutive terms.

Any director who ceases to be member, such as a parent or guardian whose child ceases to be a student at Thornton Creek Elementary School, shall be deemed to have resigned and that director’s position vacated.

3.6  *Annual Board Meeting*

The annual meeting of the board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of transacting such business as may properly come before the meeting.

By resolution, the board may specify the date, time, and place for the holding of regular meetings without other notice than the resolution.

3.7  *Special Board Meetings*

Special meetings of the board or any committee designated and appointed by the board may be called by or at the written request of the chair or any two directors, or, in the case of a committee meeting, by the chairperson of the committee.

3.8  *Place of Meetings*

All meetings of the board or any committee designated and appointed by the board shall be held at Thornton Creek Elementary School or at such other place designated by the chair, the board, by any person entitled to call a meeting, or by a waiver of notice signed by all directors.

3.9  *Notice of Special Board Meetings*

Notice of special board or committee meetings shall be given to a director in writing or by personal communication with the director not less than seven days before the meeting. Notices in writing may be delivered or mailed to the director the director’s address shown on the records of the corporation or by electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the
official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with section 3.23 of these bylaws. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

3.10 Quorum

A majority of the number of directors in office present (personally or by proxy) shall constitute a quorum for the transaction of business at any board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

3.11 Manner of Acting

The act of the majority of the directors present (personally or by proxy) at a meeting at which there is a quorum shall be the act of the board, unless the vote of a greater number is required by these bylaws, the articles of incorporation, or applicable law. All meetings of the board are subject to the school’s adult code of conduct.

3.12 Presumption of Assent

A director of the corporation present at a board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director’s dissent or abstention is entered in the minutes of the meeting or unless the director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof or the director transmits the director’s dissent or abstention to the secretary of the corporation immediately after the adjournment of the meeting. A director who voted in favor of an action shall have no right to dissent or abstain thereafter unless another vote is called.

3.13 Action by Board Without a Meeting

Any action which could be taken at a meeting of the board may be taken without a meeting if a written consent setting forth the action so taken is signed by each director. Written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a board meeting.

3.14 Resignation

Any director may resign at any time by delivering written notice to the chair or vice chair or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if the time is not
specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.15 **Removal**

At a meeting of members called expressly for that purpose, one or more directors (including the entire board) may be removed from office by two-thirds of the votes cast by members represented in person at a meeting of members at which at least one-third of the members are present in person.

3.16 **Vacancies**

A vacancy in the position of director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.17 **Board Committees**

All meetings of any committee designated and appointed by the board shall be held at Thornton Creek Elementary School or at such other place designated by the chair or a majority of the members of the committee that is accessible to all of the members of the committee. All meetings of board committees are subject to the school’s code of conduct. Committees may include individuals who are not directors or officers, including teachers, staff members, and members of the Thornton Creek Parent Group.

Committees shall report to the board on their meetings and the work performed by the committees as and when requested by the board.

3.18 **Standing or Temporary Committees**

The board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees consisting of directors or such other persons as may be invited to join in the deliberations of committees, including teachers, staff members, and parents. Committees shall have and exercise the authority of the directors in the management of the corporation, subject to such limitations as may be prescribed by the board, except that no committee shall have the authority to: (a) amend, alter, or repeal these bylaws; (b) elect, appoint, or remove any member of any other committee or any director or officer of the corporation; (c) amend the articles of incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter, or repeal any
resolution of the board that, by its terms, provides that it shall not be amended, altered, or repealed by a committee.

3.19  **Standing Committees**

The members shall elect the chairs of the following standing committees as part of their election of directors. Each committee, except for the fundraising and grant-writing committees, may invite teachers and staff members to consult with the committee and participate in its deliberations. All decisions made by committees are subject to board oversight.

3.19.1  **Communications Committee**

Language defining the responsibilities of the communications committee shall be added at a later date.

3.19.2  **Hospitality Committee**

The hospitality committee shall welcome new families; organize tours for prospective parents and guardians; coordinate snacks and refreshments for the First Day of School Coffee and monthly parent-and-guardian coffee hours; organize snacks and refreshments for evening community meetings; and coordinate with room parents and guardians for holiday pies and teacher-appreciation week, and coordinate other activities to contribute to cordiality at Thornton Creek.

3.19.3  **Curriculum Committee**

The curriculum committee collects and makes available for the school community materials regarding creative approach schools, expeditionary learning, responsive classroom, and other similar programs. The curriculum committee educates parents (especially new and prospective parents) regarding these programs, advocates for keeping these programs strong, works with other similar schools on these programs, and assists with obtaining any waivers, certificates, or other permissions necessary to maintain these programs.

3.19.4  **Parent Enrichment Committee**

The parent enrichment committee organizes parent-education events about expeditionary learning and other curricula used in our unique program and compiles and produces a yearly summary of expeditions, such as the expedition newsletter. The parent enrichment committee also serves as the primary point of contact with speakers whom other committees want to bring to the school and shall be responsible for scheduling, securing rooms, and communicating with the school community regarding those events.
3.19.5. Government and District-Relations Committee

The government district-relations committee shall follow and report on proposals made (and under consideration) by the superintendent of schools, school administrators, and the school board; in their discretion, establish relationships with other groups to address development as part of a larger school community; represent the views of the corporation through the development of position papers approved by the board; facilitate communications with the district and advocate for the Thornton Creek Parent Group; and invite district personnel and representatives of other groups as necessary to meetings.

3.19.6 Fundraising Committee

The fundraising committee shall recruit one parent or guardian representative from each classroom; plan and coordinate fundraising activities to raise funds for programs; and oversee and assist with volunteer coordination for annual fundraising events. No teacher or staff member at the school may serve on the fundraising committee.

3.19.7 Finance Committee

The finance committee shall prepare a budget in April of each year for the following fiscal year, which shall be subject to the board’s review and approval; consult with the administration, staff, and teachers to determine needs; keep records of past income, expenditures and tax records; provide a monthly budget to actuals report to the board from the treasurer; and coordinate district-allocated, grant, and corporation funds to maximize use of all resources. The treasurer shall be the chair of the finance committee.

3.19.8 Grant-Writing Committee

The grant-writing committee shall research and pursue available funding and donation sources and communicate as appropriate with the board about those sources.

3.19.9 Recruitment-and-Hiring Committee

The recruitment-and-hiring committee shall plan and coordinate recruitment of new families and facilitate parent participation in hiring at Thornton Creek, with philosophical compatibility and ethnic/economic diversity as primary goals; and coordinate volunteers to attend district training for new-employee hiring committees.

3.19.10 Equity, Diversity, and Inclusivity Committee

Language defining the responsibilities of the equity, diversity, and inclusivity committee shall be added at a later date.
3.19.11 **Facilities Committee**

Language defining the responsibilities of the facilities committee shall be added at a later date.

3.19.12 **Special-Education Committee**

The special-education committee supports community building among and advocacy on behalf of families of students with special needs, promotes inclusion of students with special needs in all school activities, and plans and coordinates parent and guardian education events relating to special education.

3.19.13 **Volunteer Committee**

The volunteer committee shall recruit and coordinate volunteers for Thornton Creek Parent Group and Site Council events, oversee room parent volunteers and their communications, and support volunteer engagement.

3.19.14 **Safety and Health Committee**

The safety and health committee shall develop plans to ensure vehicle, pedestrian, and bicycle safety around the school, including parking and traffic flow. The committee will also support the school’s emergency preparedness efforts and will work with the school nurse to support other safety and health needs that arise throughout the year.

3.20 **Committee Governance**

When an issue is subject to disagreement at a committee meeting, the committee chair (or a designee of the committee chair running the meeting) shall seek consensus among those attending the meeting. Consensus exists when each person in attendance can say (1) “I have had the opportunity to voice my opinions, (2) I believe the group has heard me, and (3) I can actively support the group’s decision as the best possible at this time, even if it is not my first choice.” After all persons in attendance have been provided a reasonable opportunity to be heard, the committee chair (or designee) shall call for consensus to determine if any persons in attendance do not consent. If there is no consensus, the committee chair (or designee) may choose to table the matter until a subsequent meeting, refer the matter to the Site Council for further discussion, or decide the issue independently. If a committee chair (or designee) exercises the right to decide an issue independently, any attendee at the meeting may refer the matter for discussion at the next Site Council meeting, and the matter shall be added to the Site Council agenda.
3.21  Removal of Committee Member

The board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

3.22  Compensation

The directors shall receive no compensation for their service as directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

3.23  Electronic Transmission

The corporation may deliver notices, demands, consents, or waivers to directors by electronic transmission, properly addressed to the director at the director’s e-mail address as it appears in the records of the corporation.

ARTICLE 4. OFFICERS

4.1  Number and Qualifications

Officers shall be directors of the corporation. The officers of the corporation shall be a chair, a vice chair, a treasurer, and a secretary, each of whom shall be elected by the members as part of the election of directors. Other officers and assistant officers may be elected or appointed by the board to hold office for such period, with such authority, and to perform such duties as are provided in these bylaws or as may be provided by resolution of the board. Any officer may be assigned any additional title that the board deems appropriate.

4.2  Election and Term of Office

The officers of the corporation shall be elected each year by the members at the annual meeting of the members. Unless an officer dies, resigns, or is removed from office, the officer shall hold office until the next annual meeting of the board or until the officer’s successor is elected.

4.3  Resignation

Any officer may resign at any time by delivering written notice to the chair, the vice chair, the secretary, or the board, or by giving oral or written notice at any meeting of the board. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. The acceptance of a resignation shall not be necessary to make it effective.

Officers shall attend all meetings or arrange for an alternate to attend carrying the officer’s proxy. If an officer misses two meetings without arranging for an alternate to attend with the officer’s proxy, the officer may be contacted by the
chair to determine whether a new officer should be selected. Any officer who resigns or fails to attend at least three consecutive regularly scheduled meetings without cause shall be deemed to have resigned as a director and officer.

4.4 Removal

Any officer elected or appointed by the board may be removed from office by the board whenever in its judgment the best interests of the corporation would be served thereby. A vote on removal may be authorized by a majority of the board. A simple majority of votes cast is sufficient to authorize removal.

4.5 Vacancies

A vacancy in any office created by death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the board for the unexpired portion of the term or for a new term established by the board.

4.6 Chair

The chair shall be the chief executive officer of the corporation, and, subject to the board’s control, shall supervise and control all of the assets, business and affairs of the corporation. The chair shall preside over meetings of the members and the board. The chair may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the board or by these bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the chair shall perform all duties incident to the office of chair and such other duties as are assigned to the chair by the board from time to time.

4.7 Vice Chair

In the event of the death of the chair or the chair’s inability to act, the vice chair shall perform the duties of the chair, except as may be limited by resolution of the board, with all the powers of and subject to all the restrictions upon the chair. The vice chair shall have, to the extent authorized by the chair or the board, the same powers as the chair as defined above. The vice chair shall perform such other duties as from time to time may be assigned by the chair or the board.

4.8 Secretary

The secretary shall: (a) keep the minutes of meetings of the members and the board, and minutes which may be maintained by committees of the board; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the mailing and e-mail address and class, if applicable, of each
member and director and of the name, mailing, and e-mail address of each officer; and (e) perform such other duties as from time to time may be assigned by the chair or the board.

The secretary shall circulate the minutes to the chair, vice chair, and the chair of the communications committee for review. The minutes shall be made available to the members by the communications committee and then made subject to the approval of the board at its next meeting.

4.9 Treasurer

The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever; (c) deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these bylaws; (d) complete timely tax filings for the corporation; (e) sign with the chair, or other officer authorized by the chair or the board, deeds, mortgages, bonds, contracts, or other instruments; (f) maintain corporate status with the Secretary of State (SoS) of the State of Washington and annually update corporate records with the SoS to reflect the names of the board members after an election of officers and directors; (g) maintain the corporation’s business license with the City of Seattle; (h) maintain the corporation’s liability insurance; (i) check the work of any bookkeeper retained by the corporation; and (j) perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chair or the board.

4.10 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 5. OTHER PROVISIONS

5.1 Books and Records

The corporation shall keep copies of its current articles of incorporation and bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and board, and any minutes which may be maintained by committees of the board; records of the name and address and class, if applicable of each member and director, and of the name, mailing, and e-mail addresses of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member.
5.2 **Accounting Year and Cash Reserves**

The accounting year of the corporation shall be the 12 months ending July 30. No cash reserve exceeding the average of the last three years’ annual expenses shall be held by the corporation beyond the end of the fiscal year, and such excess, if any, shall be committed for use prior to the end of the fiscal year.

5.3 **Budget Formulation**

The treasurer, chair and vice chair, informed by the district’s building budget for the school for the following year, after receiving guidance from the Site Council and representatives of Thornton Creek Elementary, and in consultation with the committee chairs and a discussion of their anticipated needs for the coming school year, shall in April prepare a budget for the corporation for the following year. It shall be presented and discussed at the May meeting of the Site Council. The draft budget will be presented again (in summary form) in the June meeting of the Site Council. A vote will be held of all present, but a quorum of the board of the Thornton Creek Parent Group must be present. In addition, a majority of the directors of the Thornton Creek Parent Group who are present at the meeting, who are not employees of the Seattle Public School District, and who have no individual or business material financial interest in the budget must vote in favor of the budget for it to be ratified as the official budget for the following school year. If any member must recuse from the vote, that member shall appoint another member of the Thornton Creek Parent Group (who does not have an individual or business material financial interest in the budget and who is not an employee of the Seattle Public School District) to cast a vote.

5.4 **Rules of Procedure**

The rules of procedure at meetings of the membership, the board, and committees of the board shall be those set by the chair of the board or, at a committee meeting, by the chair of the committee, when not inconsistent with these bylaws, the articles of incorporation, or any resolution of the board. Each chair may be guided by, but is not bound by, *The Modern Rules of Order*, fourth edition, by Donald A. Tortorice. All meetings shall be subject to the school’s code of conduct.

5.5 **Indemnification**

The corporation shall indemnify, defend, and hold harmless each director, officer, former director, and former officer against all judgments, penalties, fines, settlements, and reasonable expenses, including attorneys’ fees, in connection with any proceeding to the maximum extent authorized under RCW 23B.17.030, as now enacted or hereafter amended. The risks covered by this section may be protected against by the purchase, maintenance, and payment of premiums for such insurance as in the discretion of the board is deemed to be appropriate.
5.6 Non-Discrimination

The corporation shall comply with all applicable state or federal statutes and regulations forbidding recipients of state or federal financial assistance from discriminating on the ground of race, color, gender, national origin, age, handicap, or sexual orientation. Furthermore, the corporation shall provide equal-employment opportunities without regard to race, color, gender, national origin, age, handicap, or sexual orientation.

5.7 Insurance

The corporation shall maintain an insurance policy providing coverage to the members of the Parent Group. The policy shall cover liability for bodily injury and property damage, for the benefit of any Parent Group member acting as volunteer whether onsite at the school or off (such as at camp). The limits of the policy shall provide sufficient coverage to meet Seattle Public Schools requirements. A copy of the policy shall be available for reference in the school office.

ARTICLE 6. ADOPTION AND AMENDMENTS

These bylaws may be adopted, altered, amended or repealed and new bylaws may be adopted by the vote of two-thirds of the number of directors in office.

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The foregoing bylaws were adopted by the board of directors on May 21, 2019.

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Secretary