

## WASHINGTON CONTRACT LOGGERS ASSOCIATION, INC.

## BYLAWS

As Amended and Restated – Dated and Effective July 15, 2004

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## **ARTICLE I – GENERAL PROVISIONS**

### **1.1 Definitions**

Capitalized terms used in these Bylaws have the meaning given to them in the Certificate or in this Article 1.1.

**“Act”** means the federal Liability Risk Retention Act of 1986, as amended.

**“Board”** means the board of directors of the Corporation acting as such in accordance with the Law.

**“Certificate”** means the Certificate of Incorporation of the Corporation.

**“Corporation”** means this corporation and, where required by the context, any wholly owned subsidiary of this corporation.

**“Director”** means a Director of the Corporation duly elected and qualified as such.

**“Distribution”** means a payment of cash and/or a transfer in kind of securities or other property if paid by the Corporation as a liquidating distribution in respect of Shares.

**“Effective Time”** means the date and time as of which a merger of the WCLA with and into the Corporation is effective under the Law.

**“Law”** means the General Corporation Law of Delaware, as amended.

**“Liability Policy”** means a policy or binder for a policy of liability insurance, underwritten and issued to a Logger by the RRG in accordance with the Act and the law of South Carolina, that is in full force and effect.

**“Logger”** means any person or Organization actively engaged in independent logging (including saw milling, tree farming or urban tree servicing), logging road construction or log trucking.

**“Member and Membership”** have the meanings given to them in Article 3.1.

**“Membership Chapter”** has the meaning given to it in Article 3.5.

**“Organization”** means (i) a common law entity such as a trust, partnership, or association, or (ii) a statutory entity such as a corporation, limited liability company, partnership, limited partnership, or employee benefit plan.

**“Qualified Member Organization”** has the meaning given to it in Article 3.2.

**“Qualified Shareholder”** means a Logger that is an RRG Insured Person duly registered, or having the unconditional right to be registered, as a holder of one or more Shares on the records of the Corporation. Where the context requires, “Qualified Shareholder” includes the estate or successor of a Qualified Shareholder if such estate or successor is an RRG Insured Person entitled to be registered as a holder of Shares.

**"RRG"** means the American Forest Casualty Company Risk Retention Group, a South Carolina corporation and wholly owned subsidiary of the Corporation.

**"RRG Insured Person"** means a Logger validly insured, or having an unconditional right to be insured, by a Liability Policy.

**"Shares"** means, in accordance with the Law, the units into which the proprietary interests in the Corporation are divided and includes the Common Shares, Series A Preferred Shares and undesignated preferred Shares described in the Certificate.

**"WCLA"** means the Washington Contract Loggers Association, a Washington non-profit corporation, the legal existence of which will terminate as of the Effective Time by reason of its merger with and into the Corporation.

## **1.2 Business Purposes**

The business purposes of the Corporation are to act as a trade association on behalf of Loggers in the United States, to hold all of the outstanding capital Shares of the RRG and to engage in any other activity for which a Corporation may be organized under the Act and the Law.

## **1.3 Construction and Application**

These Bylaws shall be construed, interpreted and applied in such manner as to be consistent with the Act, the Law and the Certificate.

## **1.4 Authority of Member or Shareholder Representatives**

All persons holding themselves out, verbally or in writing, as a representative of a Member or Shareholder that is an Organization shall be deemed to have certified to the Corporation that (a) the person has authority to act for the Organization in the capacity indicated including, if so indicated, authority to sign documents on behalf of the Organization, (b) the correct legal name and address of the Organization is entered on all documents submitted to the Corporation on behalf of such Organization and (c) the Organization is authorized under the laws of its domicile to be a Member or a Shareholder of the Corporation as the case may be. The Corporation may rely upon such certification without independent verification and no Organization shall have any right or claim against the Corporation or its duly qualified Officers or Directors based upon an allegation that such certification was fraudulently given or erroneous.

## **1.5 Amendment**

Subject to the Act, the Law and the Certificate, these Bylaws may be amended from time to time by the Board, but the Shareholders may alter or repeal any such amendment.

# **ARTICLE II - SHAREHOLDERS**

## **2.1 Certificates Representing Shares**

Certificates representing Shares shall be signed for the Corporation by the President or a Vice-President and by the Secretary or an Assistant Secretary. Such signatures may be by facsimile. If any signing officer shall have ceased to qualify as such before a certificate bearing the signature of such officer is issued, the certificate may nevertheless be issued with the same effect as if such officer were qualified at the date of issue.

Whenever the Corporation shall be authorized to issue more than one class of Shares or more than one series of any class, the certificates representing outstanding Shares of the class or series shall set forth all statements prescribed by the Law, including the restrictions limiting ownership and transfer of Shares to a Qualified Shareholder that are set forth in Section 3.1 of the Certificate.

The Board may issue a new Share certificate in place of any certificate alleged to have been lost, stolen, or destroyed against such evidence of such loss, theft, or destruction, and the posting of such bond to indemnify the Corporation against any resulting claim, as the Board deems appropriate.

## **2.2 Book Entry Shares**

Subject to any conditions imposed by the Act or the Law, the Board may provide by resolution that Shares of any class or series shall be book-entry Shares issued without certificates. Within a reasonable time after the issuance or transfer of book-entry Shares, the Corporation shall send to the registered owner thereof any written notice prescribed by the Law.

## **2.3 No Fractional Shares**

The Corporation shall not issue fractional Shares, but shall (a) arrange for the disposition of fractional interests by those entitled thereto, (b) pay in cash the fair value of such interests as of the time when those entitled to receive them are determined and, when necessary or appropriate, and (c) issue warrants (either with or without certificates) entitling the holder to receive a full Share upon the surrender of warrants aggregating a full Share, all subject to such conditions as are imposed by the Board. No warrant shall, as such, entitle the holder to exercise voting rights or receive dividends or Distributions.

## **2.4 Share Transfers**

Subject to the Law and the Certificate, transfers of Shares shall be made only on the Share register of the Corporation at the request of the registered holder or the holder's duly authorized attorney-in-fact against surrender of the relevant outstanding Share certificate(s) duly endorsed for transfer and the payment of all required taxes.

## **2.5 Record Date for Shareholders**

To determine the Shareholders entitled to notice of and to vote at any meeting of Shareholders, or entitled to consent to corporate action in writing without a meeting, the Board may fix a record date which shall not precede the meeting or action date by more than sixty or less than ten days. If no record date is so fixed, the record date shall fall as of the close of business on the tenth day preceding the meeting or action date. Such determination shall apply to the adjournment of any meeting unless the Board has fixed a new record date for such adjournment. To determine the Shareholders entitled to receive any dividend or Distribution, or to exercise any rights respecting a conversion, exchange or reclassification of Shares, the Board may fix a record date which shall not precede the date of such dividend, Distribution or exercise by more than sixty days. If no record date is so fixed, the record date shall fall as of the close of business on the day the Board adopts the relevant authorizing resolution.

## **2.6 Shareholder Meetings**

— **Time** The annual meeting shall be held on the date and at the time fixed by the Board, but the first such meeting shall be held within thirteen months after the organization of the Corporation and each successive annual meeting shall be held on a date within thirteen months after the preceding annual meeting. Special meetings shall be held on the date and at the time fixed by the Board.

– **Place** Annual and special meetings shall be held at such place, within or without the States of Delaware, South Carolina or Washington as the Board may fix. If the Board shall fail to fix such place, the meeting shall be held at the principal office of the Corporation in Olympia, Washington.

– **Call** Annual and special meetings may be called by the Board or by any officer authorized to do so by the Board.

– **Notice - Waiver** Written notice stating the place, date and hour of all meetings shall be given to all Shareholders. The notice of a special meeting shall also state the purpose or purposes for which the meeting is called and shall include any additional information or documents prescribed by the Law. Except as otherwise provided by the Law, notice shall be given personally or by mail not less than ten nor more than sixty days before the date of the meeting, unless the lapse of the prescribed period is waived. If mailed, a notice shall be addressed using the address of the relevant Shareholder then posted in the Share register and it shall be deemed to be given when deposited, with postage prepaid, in the United States Mail. If a meeting in progress is adjourned to another time or place, it shall not necessary to give notice of the adjourned meeting unless the Board, after adjournment, fixes a new record date for the adjourned meeting. Notice need not be given to any Shareholder who submits a signed, written waiver of notice before or after the relevant meeting. Attendance of a Shareholder at a meeting shall constitute a waiver of notice, except when the Shareholder attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully convened. Neither the business to be transacted nor the purpose of any meeting need be specified in any written waiver of notice.

– **Shareholder List** The officer who has charge of the Share register of the Corporation shall prepare and make, at least ten days before every meeting of Shareholders, a complete list of the Shareholders, arranged in alphabetical order, showing the name, address and number of Shares registered to each Shareholder. Such list shall be open to inspection by any Shareholder, at the principal offices of the Corporation in Olympia Washington and during ordinary business hours, for a period of at least ten days prior to the meeting. The list shall also be produced at the meeting where it may be inspected by any Shareholder who is present. In the absence of fraud, the Share register shall be conclusive evidence, for all purposes, of the identity and holdings of Shareholders.

– **Conduct of Meeting** Meetings of the Shareholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, the Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the Shareholders. The Secretary shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

– **Proxy Representation** Every Shareholder may authorize another person or persons to act for him by proxy in all matters in which a Shareholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the Shareholder or by an attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if and as long as it states that it is irrevocable and is "coupled with an interest" sufficient under the Law to support an irrevocable power. Subject to the Law, such "interest" may be in the Shares, the Corporation generally, the RRG, another subsidiary of the Corporation or a Liability Policy.

– **Quorum** The holders of a majority of the outstanding Shares shall constitute a quorum at any meeting of Shareholders. The Board may adjourn a meeting without a quorum.

- **Voting** Each Share having voting rights under the Certificate shall entitle the holder thereof to one vote. Directors shall be elected by a plurality of the votes present in person or represented by proxy at the meeting and entitled to vote on the election of Directors. Any other action shall be authorized by a majority of the votes cast except where the Law or the Certificate requires a different percentage. Voting need not be by ballot.

## **2.8 Shareholder Action without Meetings**

Any action required or permitted by the Law or the Certificate to be taken at any annual or special meeting of Shareholders may be taken without a meeting, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding Shares having the minimum number of votes necessary to authorize such action at a meeting. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those Shareholders who have not consented in writing. Action taken pursuant to this paragraph shall be subject to the Law.

## **ARTICLE III – MEMBERSHIPS AND MEMBERS**

### **3.1 Membership Classifications, Rights and Dues**

- **Active Members** An Active Member shall have the right (i) to participate in all Member programs and services offered by the Corporation, (ii) to vote for the election of Chapter Officers, (iii) if elected by Chapter Members, to hold a Chapter Office, (iv) if elected by Shareholders to be a Director of the Corporation and, (v) if appointed by the Board, to be an Officer of the Corporation.

- **Associate Members** An Associate Member shall have right to participate in all Member programs and services offered by the Corporation, but shall not have any of the other rights of an Active Member.

- **Supporting Members** A Supporting Member shall receive all of the newsletters and publications of the Corporation, but shall not have any of the other rights of an Active or Associate Member.

- **Honorary Members** An honorary Member of any class shall have all of the rights of such class but shall not be obligated to pay dues or assessments.

- **Dues** The initial dues charged by the Corporation to each class of Members shall be those charged by the WCLA for the same class immediately prior to the Effective Time. Thereafter, the Board may, from time to time, increase or decrease the dues charged to any or all such classifications and may impose such assessments or special charges as it deems appropriate in its discretion.

### **3.2 Eligibility**

By submitting an application to the Corporation and paying required dues: (i) any Logger and any other natural person or Organization that is not statutorily barred (i.e., as a trade association, insurance company, risk retention or insurance purchasing group or similar organization) [any such non-barred Organization, a "Qualified Member Organization"], if engaged primarily in the business of providing services, equipment or supplies to Loggers, may become an Active Member or Associate member, (ii) any person or Qualified Member Organization that supports the objectives of the Corporation may become a Supporting Member and (iii) the Board may, in recognition of outstanding service to the Corporation, bestow upon any person or Qualified Member Organization otherwise eligible

for the relevant classification an honorary Active, Associate or Supporting Membership.<sup>1</sup> It is not necessary that Members also be Qualified Shareholders, nor shall any Member be obligated to become an RRG Insured Person.

### **3.3 Resignation, Termination and Change of Status**

Any Member may resign by filing a written notice of resignation (in any reasonable form) with the Corporation. The Board, by two thirds vote of all Directors, may terminate any Membership without stating cause and any such termination shall be final and binding upon the terminated Member and the Corporation subject to reinstatement by a like two-thirds vote. No resignation or termination shall relieve any Member of the obligation to pay dues, assessments or other charges through the effective date of resignation or termination. Each Member shall report promptly to the Corporation any change in the eligibility status of such Member under Article 3.2.

### **3.4 Prohibition of Transfer or Assignment**

Memberships in the Corporation may not be transferred or assigned.

### **3.5 Membership Chapters**

All Membership Chapters established by the WCLA immediately prior to the Effective Time shall automatically become Membership Chapters of the Corporation as of the Effective Time. The Board may thereafter, from time to time, establish one or more additional Membership Chapters, either within or without the States of Delaware, South Carolina or Washington, using such Member concentration and other criteria as it deems appropriate, all to provide Members with local forums for their discussion of matters affecting the logging industry and for their effective participation in the Member programs and services offered by the Corporation. The Corporation shall pay the reasonable cost of meeting and other necessary facilities for each such Chapter and the Board, in its discretion, may purchase or lease such facilities from time to time. The Board may also, in its discretion, but only by appropriate resolution and on not less than 90 days notice to the Members thereof, (a) dissolve any Membership Chapter and dispose of its facilities, or (b) require that any two or more Chapters be combined or consolidated into a single Chapter and dispose of the resulting excess or redundant facilities.

### **3.6 Chapter Meetings – Use of Chapter Facilities**

Membership Chapters shall conduct annual Member meetings for the election of officers and may conduct meetings at such other times as their Members shall determine using such voting or other criteria as such Members may establish. In the absence of other formal criteria, all Chapter meetings shall be governed by Robert's Rules of Order as revised. Except for the annual meeting, the results of which shall be recorded in minutes copies of which shall be provided to the Board, Chapter meetings may be informal and the matters considered at such meetings need not be recorded in minutes. Provided: the Board may, by resolution provided to the Members, impose limits on the frequency or manner of use of Chapter facilities purchased or leased by the Board for the account of the Corporation and all Members shall comply with the same.

### **3.7 Chapter Officers**

The Members of each Chapter shall, at the annual meeting of such Chapter, elect a President and a Vice-President and may also elect a Secretary or other officers. All such officers shall serve until the next annual meeting of such Chapter and until their successors are elected and qualified. Each serving Chapter President or Vice-President may attend all Board meetings conducted during his or

her term of office, and may participate in all discussions at such meetings, but shall not have a vote respecting any matter to be voted upon by Directors. The Board shall provide notice of its meetings to all Chapter officers. Chapter officers shall have, with respect to Chapter meetings, the powers and duties set forth in Article X of Roberts' Rules of Order, revised.

### **3.8 Limitation on Membership Rights**

Notwithstanding anything to the contrary in these Bylaws, no Member of any class, solely by virtue of such Membership, may exercise any right of a Shareholder of the Corporation, except that Active Members shall have the right to be a Director of the Corporation if duly elected by the Shareholders or an Officer of the Corporation if duly appointed by the Directors.

## **ARTICLE IV – THE BOARD OF DIRECTORS**

### **4.1 Functions and Definition**

The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board shall have the authority to fix the compensation, if any, of the Directors.

### **4.2 Qualifications and Number**

A Director need not be a Qualified Shareholder, an RRG Insured Person, a citizen of the United States, or a resident of the States of Delaware, South Carolina or Washington, but all Directors shall be Active Members of the Corporation. The Board shall consist of a minimum of three and a maximum of fifteen Directors.<sup>2</sup> Subject to the preceding sentence, the number of Directors in office from time to time may be fixed by Resolution of the Shareholders or the Board.

### **4.3 Elections and Term**

The first Directors are named in the Certificate as filed at the Effective Date and they shall hold office until the first annual meeting of Shareholders and until their successors are elected and qualified or until their earlier resignation or removal. Thereafter, Directors who are elected at an annual meeting of Shareholders, and Directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of Shareholders and until their successors are elected and qualified or until their earlier resignation or removal. Except as the Law may otherwise require, in the interim between annual meetings of Shareholders or of special meetings of Shareholders called for the election of Directors and/or for the removal of one or more Directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board, including unfilled vacancies resulting from the removal of Directors, for cause or without stating cause, may be filled by the vote of a majority of the remaining Directors then in office, although less than a quorum. Any Director may resign at any time upon written notice to the Corporation.

### **4.4 Meetings**

– **Time** Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble.

– **Place** Meetings shall be held at such place within or without the States of Delaware, South Carolina or Washington as shall be designated by the Board, but in the absence of such designation shall be held at the principal offices of the Corporation in Olympia Washington.

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– **Call** No call shall be required for regular meetings for which the time and place have been designated. Special meetings may be called by or at the direction of the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, or the President, or of a majority of the Directors.

– **Notice - Waiver** No notice shall be required for regular meetings for which the time and place have been designated. Notice by written or electronic means of communication shall be given of the time and place of special meetings in sufficient time for the convenient assembly of the Directors. Notice need not be given to any Director or to any member of a committee of Board who submits a written waiver of notice signed by him before or after the meeting. Attendance of any such person at a meeting shall constitute a waiver of notice of the meeting, except when attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in any waiver of notice.

– **Quorum and Action** A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum. A majority of the Directors present, whether or not a quorum, may adjourn a meeting to another time and place. Except as otherwise provided by the Law, the vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provision of the Law governing vacancies and newly created directorships or actions of disinterested Directors.

Any member of the Board or of any committee designated by the Board may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another.

– **Meeting Chair** The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice Chairman of the Board, if any and if present and acting, or the President, if present and acting, or any other Director chosen by the Board, shall preside.

– **Removal of Directors** Except as may otherwise be provided by the Law, any Director or the entire Board may be removed, with or without cause, by the holders of a majority of the Shares then entitled to vote at an election of Directors.

– **Board Committees** The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member, the members present and not disqualified from voting, whether or not they constitute a quorum, may appoint another Director to act in place of such absent or disqualified member. Any committee, to the extent provided in a resolution of the Board, may exercise the powers and authority of the Board in the management of the business and affairs of the Corporation with the exception of any authority the delegation of which is prohibited by the Law.

– **Subsidiaries – Voting of Shares and Appointment of Directors** The Board shall, by resolutions passed by a majority of the whole Board, exercise all voting rights and appoint a board chair and all directors for each controlled subsidiary of the Corporation. The President of the Corporation shall vote the securities of each such subsidiary, in person or by proxy, in accordance with such resolutions. Subsidiary directors need not be Qualified Shareholders or Members of the Corporation, an RRG Insured Person, a citizen of the United States, or a resident of a state in which the

subsidiary is domiciled or conducts business, but the chair of the board of directors of each subsidiary shall be a Director of the Corporation.<sup>3</sup>

#### **4.5 Written Action without a Meeting**

Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent to the action in a writing filed with the minutes of the Board or committee.

### **ARTICLE V - OFFICERS**

The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board, a Chairman of the Board, a Vice-Chairman of the Board, an Executive Vice-President, one or more other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers with such titles as the resolution of the Board choosing them shall designate. No officer other than the Chairman or Vice-Chairman of the Board need be a Director, but all officers shall be Active Members. Any number of offices may be held by the same person, as the Board may determine.

Unless otherwise provided by the Board, each officer shall be appointed for a term that shall continue until the meeting of the Board following the next annual meeting of Shareholders and until his successor shall have been appointed and qualified.

All officers of the Corporation shall have such authority and perform such duties in the management and operation of the Corporation as shall be prescribed by the Board and shall have such additional authority and duties as are incident to their office. The Secretary or an Assistant Secretary of the Corporation shall record the proceedings of all meetings of Shareholders, the Board, and committees of the Board. The Board may remove any officer, with or without cause, and may fill any vacancy.

### **ARTICLE VI - CORPORATE SEAL**

The Corporation may adopt a seal in such form as the Board shall prescribe.

### **ARTICLE VII - FISCAL YEAR**

The initial fiscal year of the Corporation shall be the calendar year. The fiscal year may be changed by the Board, subject to all requirements of the Internal Revenue Code of 1986 as amended.

I certify that the foregoing is a complete and accurate copy of the Bylaws of **WASHINGTON CONTRACT LOGGERS ASSOCIATION, INC.**, a Delaware Corporation, as in effect on the date hereof.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary