

OAK LODGE WATER SERVICES

RESOLUTION NO. 2022-0001

A RESOLUTION ADOPTING AN ORGANIZING RESOLUTION FOR THE OAK LODGE WATER SERVICES AUTHORITY; ESTABLISHING BOARD POSITIONS, TERMS, AND REGULAR MEETING TIME AND LOCATION; ADOPTING BOARD GOVERNANCE POLICIES; ESTABLISHING A REGISTERED OFFICE; APPOINTING A REGISTERED AGENT; AND APPOINTING AN ATTORNEY OF RECORD

WHEREAS, the Clackamas County Board of Commissioners adopted Order 2022-36 on May 5, 2022, forming the Oak Lodge Water Services Authority (the “Authority”), organized under ORS Chapter 450 with a five-member governing body; and

WHEREAS, Clackamas County duly held a special election on August 23, 2022, at which voters elected the members of the first governing body of the Authority (the “Board”); and

WHEREAS, the Board first convened on September 16, 2022, and wishes to adopt this Resolution to take action concerning the initial organization, decisions, and procedures needed to commence operations of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE OAK LODGE WATER SERVICES BOARD OF DIRECTORS:

Section 1. Initial Board. The following individuals were duly elected at the August 23, 2022 Special Election and together as one body comprise the initial Authority Board:

Heidi Bullock

Paul Gornick

Susan D. Keil

Ginny Van Loo

Kevin Williams

Section 2. Board Terms. Pursuant to ORS 450.600(5), the terms of each Board member are determined by lot as follows:

Position 1: Three-year term Paul Gornick (expiring June 30, 2025).

Position 2: Three-year term Ginny Van Loo (expiring June 30, 2025).

Position 3: Three-year term Kevin Williams (expiring June 30, 2025).

Position 4: One-year term Susan Keil (expiring June 30, 2023).

Position 5: One-year term Heidi Bullock (expiring June 30, 2023).

Section 3. Board Positions. The following offices of the Board are created and shall be filled by majority vote of the Board:

President. The President shall preside over meetings as the Chair of the Board, and shall perform all of the duties prescribed by law to be undertaken by the presiding officer and chair of an authority.

Secretary/Vice President. The Secretary/Vice-Chair shall have all of the powers and duties of the President of the Board during any period of absence of the President of the Board, and shall perform all of the duties prescribed by law to be undertaken by the secretary of an authority.

Treasurer. The Treasurer shall have such powers and duties as may be prescribed by the Board.

There shall always exist a Chair of the Board and a Secretary of the Board. The Board may, from time to time, create, modify, or abolish any other Board position; and may, from time to time, modify or establish the powers and duties of any position on the Board. The creation, abolition, modification, or establishment of Board positions, powers, and duties shall be made by resolution.

Section 4. Board Meetings. The Board shall hold regular meetings on the third Tuesday of each month at 6pm at the Authority’s administrative offices, located at 14496 SE River Road, Oak Grove, OR 97267. Special meetings, executive sessions, and emergency meetings may be held as provided by law.

Section 5. Board Governance Policies. The Board hereby adopts the Board Governance Policies attached as **Exhibit A** and incorporated herein by this reference. All references to the “District” therein shall be deemed references to the Authority. All references to the “Board of Commissioners” therein shall be deemed references to the Board. The Board may, by resolution, modify the Board Governance Policies at any time.

Section 6. Registered Office. Pursuant to ORS 198.340, the registered office of the Authority shall be the address of the Authority’s administrative offices: 14496 SE River Road, Oak Grove, OR 97267.

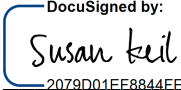
Section 7. Registered Agent. Pursuant to ORS 198.340, the registered agent for the Authority, upon whom any process, notice, or demand required or permitted by law to be served upon the Authority may be served, shall be the Authority’s General Manager, whose address shall be identical with the Registered Office of the Authority.

Section 8. Attorney of Record. The attorney of record for the Authority shall be Cable Huston, LLP.

Section 9. Amendments. This Resolution is intended to facilitate the initial operations of the Authority. The Board may change or modify this Resolution by majority vote at any time. This Resolution shall continue in full force and effect until superseded or replaced, in whole or in part, by future action of the Board.

INTRODUCED AND ADOPTED THIS 16th DAY OF SEPTEMBER 2022.

OAK LODGE WATER SERVICES

By  2079D01FF8844FF _____
Susan Keil, President

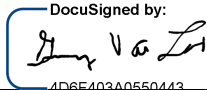
By  4D6F403A0550443... _____
Ginny Van Loo, Secretary/Vice President

EXHIBIT A
BOARD GOVERNANCE POLICIES



Board of Commissioners Governance Policies

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Appendix 1 Oath of Office

1.0 Membership on the Board of Commissioners

Positions and Terms

- The Board of Commissioners of the District shall consist of five Members serving four-year staggered terms. No person shall be eligible to be a Board Member who is not at the time of election or appointment a resident or property owner in the district. Employees of the District are not eligible to be Board Members
- All Board Members shall serve at large.

Election of Board Members

The election of Board Members shall be conducted as provided by the ORS Chapter 255.

Qualifications

No person elected or appointed to the Board shall be sworn in unless such person meets the qualifications for office set forth in these policies. If questions exist regarding the eligibility of any candidate, the Board shall obtain an opinion from legal counsel prior to swearing in such person.

Oath of Office

Each newly elected or appointed Board Member shall take an oath of office at a Board meeting prior to assuming the duties of the position.

Term of Office-Starting Date

Except where the Board is filling a vacancy on the Board, terms of office shall start on the first available date in July.

Vacancies

Vacancies on the Board shall be filled by appointment by a majority of the remaining Members of the Board. If a majority of the membership of the Board is vacant, or if a majority cannot agree, the vacancies shall be filled promptly by the Clackamas County Commission.

2.0 Powers and Duties of the Board Policy

Meeting the Needs of the District

It is the policy of the Board of Commissioners to exercise those powers granted to it, and to carry out those duties assigned to it by law, in such a way as to best meet the needs of the District.

Formulation and Interpretation of District Policy

Board Members only have the right and responsibility to participate in Board meetings and vote on District matters as part of the Board. The most important activity of the Board in performing this responsibility is the formulation and interpretation of District policies. To this end, the Board shall establish policy, reserving to itself all authority and responsibility not directly assigned to other District officers and personnel.

- The written policies and rules of the District Board will be subject to amendment only upon a majority vote of the Members of the Board at a regularly scheduled monthly meeting of the Board in which the motion for the proposed amendment has been described by resolution.
- The policies of the Board will be subject to temporary suspension only upon a majority vote of the Board.

Management and Communication between Board and Staff

The primary responsibility of the Board is to make policy level decisions for the District. Management of the daily operations and staff is the responsibility of the General Manager. Unless otherwise authorized

by a quorum of the Board, no individual Board Member may direct or order a staff member on any matter that relates to the daily operations or administrative activities of the District. Moreover, unless otherwise authorized by the Board, no individual Board Member may order, direct, or conduct any review of personnel records of any staff member or any other record that is exempt under Public Records Law.

Board Members Authorized By Official Board Action Only

Board Members have no individual powers separate from the powers of the Board and have no authority to act individually without delegation of authority from a quorum of the Board. Likewise, no individual Board Member may speak for or on behalf of the Board or District, except as authorized to do so by official Board action as recorded in the official minutes, guidelines, or policies of the District.

Ethical Standards

Board Members act as representatives of the citizens of the District. Therefore, Board Members shall adhere to the highest ethical standards in the conduct of District business.

Conflicts of Interest: Board Members and public officials must publicly announce the nature of any conflict of interest before participating in any official action on the issue giving rise to the conflict of interest.

- Potential Conflict of Interest: Following the public announcement, the public official or Board Member may participate in official action on the issue that gave rise to the conflict of interest.
- Actual Conflict of Interest: Following the public announcement, the public official or Board Member must refrain from further participation in official action on the issue that gave rise to the conflict of interest.

Board Member Education

In order to effectively carry out their duties, Board Members must be adequately informed. Members are encouraged to attend such conferences and other training programs as the Board may authorize.

3.0 Board Responsibilities Policy

Communications

- Develop regular channels of communication with Board Members and staff.
- Encourage participation of staff members on appropriate committees.
- Develop procedures for bringing staff opinions and recommendations to the Board, as well as Board opinions, and decisions to the staff.
- Invite non-Board Members, other local governments, and groups to Board or committee meetings or other types of Board-sponsored assemblies to explore and develop approaches to common concerns.
- Recognize that certain information obtained at Board meetings may be non-public and confidential making disclosure a breach of trust.
- Respect the opinion of other Members and accept the principle of majority rule in Board decisions.

Financial

- Approve the annual budget.
- Participate on the Budget Committee.
- Regulate and approve the establishment of rates, charges, and contracts.
- Monitor District finances and the budget, setting policy or taking action to ensure the fiscal integrity of the organization.
- Accept the annual audit.

- Act as the Local Contract Review Board.

Policies, Objectives, and Plans

- Abide by and become familiar with all laws and policies governing the operation of the District.
- Approve the annual strategic plan.
- Approve policies for the organization.
- Recognize that the General Manager should have full administrative authority for properly discharging the duties of managing the operation within the limits of the established Board policy. The Board's basic function is policy making; not administrative.
- Develop and approve long-range plan of growth and development for the District.
- Consider and vote on specific important projects.
- Approve any significant departure from established plans or policy.
- Receive and pass on committee or other planning body recommendations.
- Ensure that program objectives are assigned to the proper planning or implementing subgroups.
- Where applicable, bring other local governments or community groups into the planning and decision-making process.
- Approve contracts binding the District.
- Approve major changes in the District's organization or structure.
- Approve Board plans of action.
- Consider and vote on District Motions, Resolutions, and Ordinances.

Management

- Select the District Chair and other officers.
- Hire the General Manager.
- Define the duties and responsibilities for the Chair, General Manager, Officers, and major Committee Chairpersons.
- Select legal counsel and consultants for the Board.
- Approve contracts for professional services required by and for the Board.
- Authorize Officers, or Board agents to enter into contracts or to sign other written instruments and to take financial actions.
- Approve the plan, form, and amount of management compensation, that is, salaries, bonuses, vacation, travel, and so on.
- Evaluate the performance of the General Manager annually.
- Approve the form and amount of reimbursement for Board Members.
- Approve programs for management development.
- Provide advice and consultation to management on matters within the purview of the Board's responsibilities.

Employee Relations

- Approve employee benefit plans.
- Insist that personnel complaints go through a proper chain of command. If not resolved, only then should the Board get involved.
- Approve contracts with and between any unions involved with the District.

Control

- Identify types of information needed by the Board to analyze effectively the District's directions and achievement. Create a process for collecting and analyzing information.
- Realize that the citizens within the boundaries of the district are the true "owners" of the district.
- Review and assess the organization's performance against objectives, resources, plans, policies, and services rendered.

- Analyze major shortfalls in achievement.
- Identify obstacles, sense changing needs, and propose new directions or goals.
- Ensure that the District is in compliance with all federal, state, and local laws.

Board of Commissioners

- Motivate Board Members to accept positions of leadership and responsibility.
- Appoint, change, or abolish committees of the Board.
- Define powers and responsibilities of committees of the Board.
- Recognize that an individual Board Member has no legal status to act for the entire Board unless so delegated by the Board.
- Realize that if a quorum of the Board meets to make a decision or to deliberate, then the meeting is considered a public meeting and must comply with all the requirements of the Oregon Public Meetings Laws.
- Discussions on matters of overall policy outside of regular Board meetings can violate the open meetings law.

Public Accountability

- Keep the public informed on all District matters.
- Make decisions based on the wishes and needs of the public.
- Spend the District’s money with prudence and trust.
- Place the needs of the public above the ambitions of the Board or the District.

4.0 Board Member Orientation Policy

Cooperation with Board Candidates

The Board, through its staff, shall cooperate impartially with candidates for the Board and provide them with information about Board policies, administrative regulations, and other aspects of the operation of the District.

Orienting New Board Members

The Board and its staff shall assist each new Member-elect and appointee to understand the Board’s functions, policies, and procedures before he/she takes office. The following methods shall be employed:

- New Members shall be invited to attend and participate in public Board meetings prior to being sworn in.
- The General Manager shall provide materials pertinent to district meetings and respond to questions regarding such material.
- New Members shall be invited to meet with the General Manager and other District personnel to discuss the services each performs for the District.

5.0 Reimbursement of Board Members Expenses Policy

Board Member Compensation and Reimbursement

Pursuant to ORS 198.190, Board Members may receive daily compensation not to exceed \$50.00 for their services on the Board. Such compensation shall be set by majority vote of the Board. Board compensation will be reported and the appropriate taxes will be withheld. Board Members shall also be reimbursed for their actual and reasonable travel and other expenses incurred in the performance of official District duties.

Reimbursement Documentation

Board Members incurring reimbursable expenses shall submit proper documentation of such expenses to the General Manager or such other designee for reimbursement by the District.

6.0 Board Officer Duties

Duties of the Chair

- Chair of the Board shall preside at meetings of the Board of Commissioners. The Chair shall perform all of the duties prescribed by the Oregon Revised Statutes.
- The Chair shall consult with the clerk of the Board regarding the preparation of each Board meeting agenda.
- The Chair shall have the same right as other Members of the Board to discuss and to vote on questions before the Board.
- The Chair may call special meetings of the Board as described by the Oregon Public Meetings Law.
- The Chair of the Board shall sign official District documents on behalf of the Board when authorized to do so by a majority of the Board.

Duties of Vice-Chair

In the Chair's absence, or during any disability of the Chair, the Vice-Chair shall have the powers and duties of the Chair of the Board as prescribed by District policy. The Vice-Chair shall have such other powers and duties as a majority of the Board may from time to time determine.

Duties of the Registered Agent

- The Registered Agent of the Board shall assure that accurate accounting and financial records are maintained by the District.
- The Registered Agent shall annually review the District's financial audit with District personnel prior to submitting the audit to the balance of the Board. The Registered Agent shall send copies of the audit to state or local agencies requiring its submission.

Duties of the Clerk

The Clerk of the Board shall be the General Manager or such other person as may be designated by the board. The duties of the Clerk of the Board are:

- Respond directly to routine correspondence.
- Handle correspondence of special interest to the Board as follows:
 - ◆ Draft replies in advance, when possible, for Board Members.
 - ◆ Seek instruction for reply when necessary.
 - ◆ Prepare correspondence as the Board directs.
- Prepare for Board meetings:
 - ◆ Prepare the agenda with the advice of the Chair.
 - ◆ Maintain a calendar for the Board's unfinished business.
 - ◆ Call to the Board's attention legal requirements and those matters for which the District is responsible.
 - ◆ Draft policy motions at the request of any Board Member.
- Board Meeting duties:
 - ◆ Attend all Board meetings or designate an alternate.
 - ◆ Make physical arrangements for Board meetings.
 - ◆ Provide notice of Board meetings in accordance with the Public Meetings Law.
- Maintain and update the District's policy and procedure manual.

7.0 Public Meeting Policy

Preparation for Board Meetings

- **Distribution of materials to Board Members**
The agenda, General Manager's report, Financial report, shall be given to each member of the Board of Commissioners at least (4) days prior to any regularly scheduled Board meeting. At the same time, the General Manager shall provide members detailed information relative to the agenda, including existing Board policy pertinent to agenda items.
- **Distribution of agenda to the public**
The proposed agenda will simultaneously be distributed to all District officers and other facilities, and posted at one or more convenient locations for review by District personnel and the public.

Board Meeting Agenda

The Clerk of the Board shall draft the agenda after conferring with the Chair of the Board. The Chair of the Board shall set the order of Agenda which will generally include but is not limited to the following items:

- Call to Order
- Roll Call by Registered Agent or designee
- Approval of the Minutes
- Financial Report
- Operations Report
- District Business
- General Manager's Report
- Adjournment

Notice and Location of Meetings

- **Application**
This policy applies to all meetings of the Board of Commissioners of the District and to any meetings of subcommittees or advisory groups appointed by the Board. If such subcommittees or advisory groups normally have a quorum requirement, take votes, and form recommendations as a body for presentation to the Board of Commissioners.
- **Compliance with Law**
All meetings shall be conducted in accordance with the Oregon Public Meetings Law, ORS 192.610-192.710 and 192.990.
- **Locations of Meetings**
All meetings shall be held within the geographic boundaries of the District, except for training sessions held without any deliberative action. No meeting shall be held in any place where discrimination on the basis of race, creed, color, sex, age, national origin, sexual preference, or disability is practiced. All meetings shall be held in public places meeting the Americans with Disabilities Act accessibility requirements.
- **Meetings Held by Telephone**
Meetings held by telephone or other electronic communication is subject to the Public Meetings Law if they otherwise qualify by virtue of their deliberative purpose and the presence of a quorum. ORS 192.670(1) Notice and opportunity for public access shall be provided when meetings are conducted by electronic means. At least one location shall be provided where meetings held by telephone or other electronic means may be listened to by Members of the public. ORS 192.670(2)

- **Regular Meetings**
The Board shall hold regular monthly meetings at the time listed on the Notice. Board meetings shall be held at Oak Lodge Water Services Board Room or at other locations and times as the Board may designate.
- **Special Meetings**
The Board shall hold special meetings at the request of the Chair or any three members of the Board. If the Chair is absent from the District, special Board meetings may be held at the request of the Vice-Chair. No special meeting shall be held upon less than 24 hours public notice.
- **Emergency Meetings**
Emergency meetings may be held at the request of persons entitled to call special meetings, upon less than 24 hours public notice in situations where a true emergency exists. An emergency exists where there are objective circumstances which, in the judgement of the person or persons calling the meeting, create a real and substantial risk of harm to the District which would be substantially increased if the Board were to delay in order to give 24 hours' notice before conducting the meeting. The convenience of Board members is not grounds for calling an emergency meeting. At the beginning of any emergency meeting, the Director or Commissioners calling such meeting shall recite the reasons for calling such meeting and the reasons the meeting could not have been delayed in order to give at least 24 hours' notice, which reasons shall be noted in the minutes. The Board shall then determine if the reasons are sufficient to hold an emergency meeting, and if not, shall immediately adjourn such meeting. Only business related directly to the emergency shall be conducted at an emergency meeting.
- **Notice of Meetings**
Notice of the time, place, and principal subjects to be considered shall be given for all meetings. For regular meetings, the notice shall be sent to all Board members, local media, and to all persons or other media representatives having requested notice in writing of every meeting. The Notice shall also be posted at the following locations with the District: Oak Lodge Water Services bill board, Oak Lodge Water Services website, Oak Lodge Library bill board, and a general circulation newspaper; as required by ORS 192.640. In the case of ordinances and consideration of the annual budget, they will be noticed per ORS 198.540. The Notice shall state to see website for agenda 48 hours in advance of meeting.

Notice by email shall also be sent to any persons who the District knows may have a special interest in a particular action. For special meetings, email notice shall be issued or phone calls made to interested parties and the media. Interested persons shall be notified by mail, email, or telephone. For emergency meetings, the District shall attempt to contact local media and other interested persons by email to inform them of the meeting.
- **Executive Sessions**
Notice for meetings called only to hold executive sessions shall be given in the same manner as notice for regular, special, and emergency meetings as set forth above, except that the notice need only indicate the general subject matter to be considered at the executive session, but it shall also set forth the statutory basis for calling the executive session.
The Chair or other Presiding Officer shall announce the statutory authority for the executive session before going into closed session. Once the executive session has been convened, the Chair shall direct any representative of the news media who are present not to report certain specified information from the executive session. In general, the extent of the nondisclosure requirement should be no broader than the public interest requires, and the news media will ordinarily be allowed to report the general topic of discussion in the executive session. Board members, staff, and

other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Board as a whole.

- Interpreters for the Hearing Impaired
The District shall comply with ORS 192.630(5) regarding the provision of interpreters for the hearing impaired at Board meetings, in accordance with the following rules:
 - ◆ The District shall make a good faith effort to have an interpreter for hearing impaired persons provided at any regularly scheduled meeting if the person requesting the interpreter has given the District at least 48 hours' notice of the request, provided the name of the requester, the requester's sign language preference, and any other relevant information which the District may require. "Good faith efforts" shall include contacting the Oregon Disabilities Commission or other state or local agencies that maintain a list of qualified interpreters.
 - ◆ If a meeting is held upon less than 48 hours' notice, the District shall make reasonable efforts to have an interpreter present.
 - ◆ The requirement for an interpreter does not apply to emergency meetings.
 - ◆ The General Manager shall be responsible for developing and maintaining a list of qualified interpreters and shall have the responsibility for making the required good faith effort to arrange for attendance of an interpreter at any meeting for which an interpreter is requested.

Board Meeting Conduct

- Presiding Officer
The Chair shall preside at Board meetings. In the Chair's absence, the Vice-Chair shall preside. If both the Chair and Vice-Chair are absent, any other member of the Board may preside.
- Authority to Conduct Meetings
The Chair or other Presiding Officer at any Board meeting shall have full authority to conduct the meeting. Meetings shall be conducted in such a manner as to provide a full and fair opportunity for discussion of the issues in an efficient and timely manner. Any decision of the Chair or other Presiding Officer at the meeting may be overridden by a majority vote of the Board.
- Simple Rules of Voting Order
The Presiding Officer shall conduct the meeting using simplified rules of order unless the rules are suspended or modified. The Presiding Officer introduces agenda items and calls for discussion. After discussion, the Presiding Officer calls for a motion, then a second. Amendments can delete, substitute, or add words to a motion but cannot negate it. A motion can also be tabled, withdrawn, or referred back for further work. The Presiding Officer may then call for a vote. Three Votes passes the motion.
- Forms of Action
Actions by the Board are usually in the form of Motions, Ordinances, or Resolutions. The District Board may also adopt rules, regulations, establish codes, approve contracts, agreements, and establish rates and charges, and other actions, but would normally do so by adopting either an Ordinance or Resolution.
 - ◆ Ordinances are action taken by the District to adopt law or policy applying to district residents. They are subject to the statutory adoption process defined in Oregon Revised Statutes ORS 198.540.
 - ◆ Resolutions are adopted to express internal policy, opinions of the Board, or intent of the Board.
- Public Participation
If public participation is to be a part of the meeting, the Presiding Officer may regulate the order and length of appearances and limit appearances to presentations of relevant points. Persons failing to comply with the reasonable rules of conduct outlined by the Presiding Officer, or causing any

disturbance, may be asked or required to leave. Such persons become trespassers upon failure to do so.

- **Electronic Equipment**

The authority to control the meetings of the District Board extends to control over equipment such as cameras, tape recorders, and microphones. The Presiding Officer shall inform persons attending any meeting of the District Board of reasonable rules necessary to assure an orderly and safe meeting. The physical comfort and safety of members of the Board and the public attending the meeting shall be of primary concern in formulating such rules.

- **Recording Votes**

Votes shall be recorded. Any Member may request that his or her vote be changed if such request is made prior to consideration of the next order of business.

Appendix 1 Oath of Office

Sample Oath of Office

I (insert name of Board Member), do solemnly swear, that I will support the laws of the State of Oregon, and the policies of the Oak Lodge Water Services District, and that I will faithfully discharge the duties of Director according to the best of my ability.

_____ Board Member

Attest:

_____ Board Secretary

Attest: