

**NONPROFIT**  
**3<sup>rd</sup> AMENDED BYLAWS**  
**OF**  
**PORTLAND BLUES & JAZZ DANCE SOCIETY**

Bylaws of Portland Blues & Jazz Dance Society a non-profit and non-membership Corporation  
incorporated under the laws of the State of Oregon.

**ARTICLE I. Corporate Identity**

**Corporate Name:** The name of this Corporation is **the Portland Blues & Jazz Dance Society** (the “Corporation” or “PB&J”), and its duration shall be perpetual. It may also do business under the name **Tuesday Blues** or **Portland Blues** or **PDX Blues**.

**Organizational Seal:** The Organization shall have a seal which shall be in the following form: A shape with the Corporation initials (PB&J) contained therein. The form may be modified for printing or promotional purposes or for clarity and consistency. The current form of the seal/logo is shown substantially below:



**ARTICLE II. Corporate Office & Registered Agent**

**Corporate Office and Registered Agent:** The Board of Directors has the power to determine the location of the Corporation’s principal place of business and registered office that need not be the

same location. The Board of Directors also has the power to designate the Corporation's registered agent, who may be an Officer or Director.

### **ARTICLE III. Organizational Purpose**

**Purpose:** This Corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which Corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

**Primary Purpose:** This Corporation's primary purpose shall be to operate as a society to celebrate, teach, learn, and preserve modern and historic blues and jazz dance and community amongst the attendees. The Corporation aims to create a safe, respectful, sustainable, and vibrant blues and jazz dance community through the free exchange of ideas, utilization of community knowledge, and promotion by example. The Corporation seeks to reignite public interest in partnered dancing and grow blues and jazz dance as a dance form through the exploration of various styles of movement and promotion of both solo and partnered social dancing.

**Mission Statement:** Portland Blues & Jazz Dance Society aims to create a safe, respectful, sustainable, and vibrant Blues dance community through the free exchange of ideas, utilization of community knowledge, and promotion by example. Portland Blues & Jazz Dance Society seeks to reignite public interest in partnered dancing and grow Blues and Jazz dance as a dance form through the exploration of various styles of movement and promotion of both solo and partnered improvisational social dancing.

**Primary Activity:** This Corporation's primary activity is to host and organize a weekly social dance held on Tuesdays. It is to be called Tuesday Blues.

All terms and provisions of these Bylaws and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article.

### **ARTICLE IV. Non-Membership Corporation**

**Nonmembership:** This Corporation shall have no members as that term is defined by Oregon Revised Statute 65, but may have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

## ARTICLE V. Board of Directors

**Duties:** The affairs of the Corporation shall be managed by the Board of Directors as provided by law, by the Articles of Incorporation and by these Bylaws.

**Number:** The number of Directors may vary between a minimum of three (3) and a maximum of seven (7).

**Qualifications:** All Directors must be at least 18 years of age and currently reside in the State of Oregon or in the State of Washington.

**Term and Election:** The term of Office for Directors shall be one (1) year. Terms will begin in December and end in December. Any officer elected mid-term shall seek re-election at the same time as all other officers. A Director may be re-elected without limitation on the number of terms she or he may serve up to the statutory maximum term of office of five years. The board shall elect its own members, except that a Director shall not vote on that member's own position.

**Staggered Board:** Except for initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be one year. The board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire.

**Removal:** Any Director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Directors currently holding office. *Oregon state law requires that if you are going to remove an elected Director (with or without cause), the Board must do so by at least a two-thirds majority of all Directors holding office (not just present at the meeting).*

**Vacancies:** Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

**Quorum and Action:** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

**Quorum:** A quorum shall be a minimum of 60% of all Directors in office. It shall never be fewer than 50%. When only the minimum quorum (60%) number of all Directors are present at Board of Directors meeting, only decisions carried with unanimous (100%)

consent of present Directors shall carry.

**Voting:** Non-fundamental actions shall require 60% of all Directors in office voting in favor to carry. Fundamental actions shall require 75% of all Directors in office voting in favor to carry. A Director may only be removed with at least 2/3 of all Directors in office voting in favor to carry. Directors may be represented by proxy so long as such proxy decisions are in written form prior to the meeting.

**Regular Meetings:** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required. Regular meetings are those in which the time and place is regularly scheduled by the board. Regular meetings shall occur no less than every other month or six (6) times per year.

**Special Meetings:** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Director personally or by telephone or by email not less than two days prior to the special meeting.

**Alternative Meeting Venue:** Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

**No Salary:** Directors shall not receive salaries for their Board Services but may be reimbursed for expenses related to Board service.

**Action by Consent:** Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if a consent in writing, setting for the action to be taken or so taken, shall be signed by all of the Directors. Electronic signatures via email will be sufficient for consent for non-fundamental decisions.

<u>Name</u>	<u>Address</u>
Benjamin Long, Executive Director	11700 SW Burnett Ln. Beaverton, OR 97008
Andrew Smith, Managing Director	8835 SE 31st Portland, OR 97222
Derrick Dingman, Operations Co-Director	906 N Portsmouth Ave. Portland, OR 97203

Gideon Syfrett,  
Operations Co-Director

1840 NW 6th Ct  
Camas, WA 98607

Ivy Grey,  
Strategic Director

1231 NE Martin Luther King Jr. Blvd #602  
Portland, OR 97232

Kayce Spear,  
Promotions Director

2340 Long St.  
West Linn, OR 97068

### ARTICLE VIII. Officers

**Number of Officers:** The Officers of the Corporation will include a president, vice-president, treasurer, and secretary. Any two (2) or more offices may be held by the same person. The number of Officers may be changed at the discretion of the Board of Directors. At all times this Corporation shall have the following minimum Officers: President and Secretary.

<u>Name</u>	<u>Address</u>
Benjamin Long, President	11700 SW Burnett Ln. Beaverton, OR 97008
Andrew Smith, Secretary	8835 SE 31st Portland, OR 97222
Derrick Dingman, Vice President	906 N Portsmouth Ave. Portland, OR 97203
Ivy Grey, Treasurer	1231 NE Martin Luther King Jr. Blvd #438 Portland, OR 97232
Kayce Spear, Secretary of Public Affairs	2340 Long St. West Linn, OR 97068
Gideon Syfrett, Secretary of Internal Affairs	1840 NW 6th Ct Camas, WA 98607
Andrew Smith Instructor Coordinator	8835 SE 31st Portland, OR 97222
Gretchen Metzenberg,	8835 SE 31st

**Election:** The Board of Directors shall elect the Officers to serve on year terms. An Officer may be re-elected without limitation on the number of terms the Officer may serve.

**Removal:** Any Officer may be removed by the Board of Directors, with or without cause. Appointment of an Officer does not create any contract rights for the Officer.

**Vacancy:** A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

**Other Officers:** The Board of Directors may elect or appoint other Officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**Responsibilities:** The duties of the Officers are described below.

***President:*** The President shall be the chief Officer of the Corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

***Secretary:*** The Secretary shall have overall responsibility for all recordkeeping and all corporate funds except as delegated to the Treasurer if one shall exist.

The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the Corporation; (d) keeping of full and accurate accounts of all financial records of the Corporation; (e) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the Corporation and to the Board of Directors; and (h) any other duties as may be prescribed by the Board of Directors.

***Vice President:*** If the President is absent, dies, or is incapacitated, the vice-president will perform the duties of the President. When acting for the President, the Vice-President will have all of the powers and authority of the President. The Vice-president will also perform any other duties as prescribed by the Board of Directors.

***Treasurer:*** The Treasurer shall have the care and custody of all monies belonging to the Organization and shall be solely responsible for such monies of the Organization. He or she shall cause to be deposited in a regular business bank a sum not exceeding \$5,000 and the

balance of the funds of the Organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit Corporation in this state.

The Treasurer must be one of the Officers who shall sign checks or drafts of the Organization.

A special Tuesday Blues Weekly Operating Expense Fund may be set aside at the Board's discretion. It is unnecessary for the Treasurer to manage this fund not to exceed \$750 on a weekly basis. No other special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the Organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He or she shall exercise all duties incident to the office of Treasurer.

***Secretary of Public Affairs:*** The Secretary of Public Affairs shall have the overall responsibility of supporting the President and Secretary in marketing efforts. The Secretary of Public Affairs shall have any other powers and duties as may be prescribed by the Board of Directors.

***Secretary of Internal Affairs:*** The Secretary of Internal Affairs shall have the overall responsibility of supporting the Vice President in operations and venue management efforts. The Secretary of Internal Affairs shall have any other powers and duties as may be prescribed by the Board of Directors.

***Instructor Coordinator:*** The Instructor Coordinator shall have the overall responsibility of supporting the Vice President in operations and venue management efforts related to dance instruction at Tuesday Blues. The Instructor Coordinator shall have any other powers and duties as may be prescribed by the Board of Directors.

***DJ Coordinator:*** The DJ Coordinator shall have the overall responsibility of supporting the Vice President in operations and venue management efforts related to providing music at Tuesday Blues. The DJ Coordinator shall have any other powers and duties as may be prescribed by the Board of Directors.

## ARTICLE VII. Committees

**Other Committees:** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees. Approved committees shall include, but are not limited to, an Operations Committee, an Instructor Committee, a DJ Committee, an Etiquette Committee, a Promotions Committee, and a Special Events Committee. Committees may be formally created,

informally created or created ad hoc.

**Limitation on the Powers of Committees:** No committee may do the following: authorize payment of a dividend or any part of the income or profit of the Corporation to its Directors or Officers; approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

**Responsibilities:** The current committees and duties of the coordinating committee heads are described below.

***Workshop Committee:*** The Workshop Coordinator shall have the overall responsibility of supporting the Instructor Coordinator in efforts related to workshops hosted or sponsored by PB&J outside of Tuesday Blues. The Workshop Coordinator shall have any other powers and duties as may be prescribed by the Board of Directors. The Workshop Coordinator is not an officer of PB&J.

***Live Music & Community Outreach Committee:*** The Live Music & Community Outreach Co-Coordinators shall have the overall responsibility of supporting the Vice President and Secretary of Internal Affairs in operations and venue management efforts related to bringing in live music to Tuesday Blues and arranging community trips to experience live music outside of Tuesday Blues. The Live Music & Community Outreach Co-Coordinators shall also have the responsibility of supporting the President and Secretary of Public Affairs in community outreach, development, promotion, and recruiting efforts related to live music and dancing outside of Tuesday Blues. The Live Music & Community Outreach Co-Coordinators shall have any other powers and duties as may be prescribed by the Board of Directors. The Live Music & Community Outreach Co-Coordinators are not officers of PB&J.

***Internet Marketing Committee:*** The Internet Marketing Coordinator shall have the overall responsibility of supporting the Secretary and the Secretary of Public Affairs in marketing efforts. The Internet Marketing Coordinator shall have any other powers and duties as may be prescribed by the Board of Directors. The Internet Marketing Coordinator is not an officer of PB&J.

<u>Name</u>	<u>Address</u>
Kari Christianson Workshop Coordinator	8835 SE 31st Portland, OR 97222



Jae Myong Wilson,  
Live Music/Outreach Co-Coord.

Magen Dean 8835 SE 31st  
Live Music/Outreach Co-Coord. Portland, OR 97222

David Shackelford 0550 SW Riverside St  
Internet Marketing Coordinator Portland, OR 97219

#### **ARTICLE IX. Financial Matters**

**Financial Matters:** The Board of Directors will determine the accounting methods and fiscal year of the Corporation. All checks, drafts, or other methods for payment shall be signed by an Officer determined by resolution of the Board of Directors. All notes, mortgages, or other evidence of indebtedness shall be signed by an Officer determined by resolution of the Board of Directors. No money will be borrowed or loaned by the Corporation unless authorized by a resolution of the Board of Directors. No contracts will be entered into on behalf of the Corporation unless authorized by a resolution of the Board of Directors. No documents may be executed on behalf of the Corporation unless authorized by a resolution of the Board of Directors. A Board of Directors resolution may be for specific instances or a general authorization.

**Loans to Officers or Directors:** The Corporation may not lend any money to an Officer or Director of the Corporation.

#### **ARTICLE X. Corporate Indemnity**

This Corporation has adopted Penalty Provisions attached as *Schedule A*. The purpose of the Penalty Provisions is to encourage individual responsibility among the Officers and Directors and to protect Organization from failure due to financial mismanagement and corporate malfeasance.

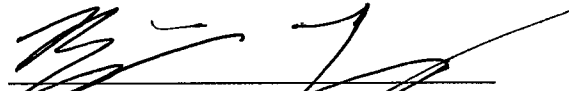
Notwithstanding the penalty provisions, this Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding by reason of the fact that the person is or was a Director or Officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. If any provision in the Bylaws is inconsistent with any part of the Penalty Provisions, the document

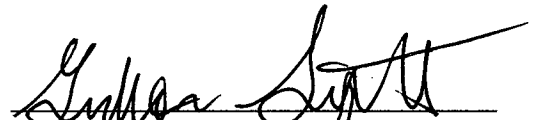
approved and adopted latest will control. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

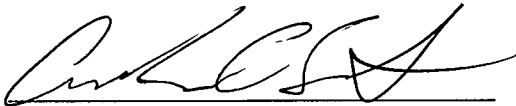
### ARTICLE XI. Amendments to Bylaws


These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two (2) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

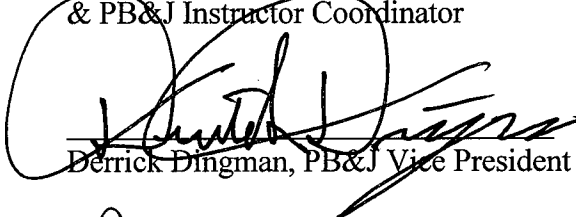
Dated this <sup>1st</sup> 26<sup>th</sup> day of ~~January~~ June, 2010.

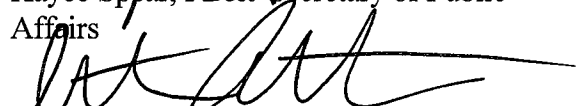
  
Benjamin Long, PB&J President

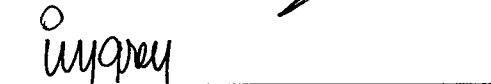
  
Gideon Syfrett, PB&J Secretary of Internal Affairs

  
Andrew Smith, PB&J Secretary & PB&J Instructor Coordinator

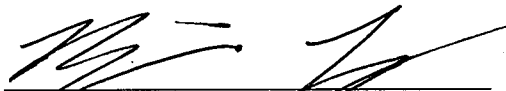
  
Kayce Spear, PB&J Secretary of Public Affairs


  
Derrick Dingman, PB&J Vice President

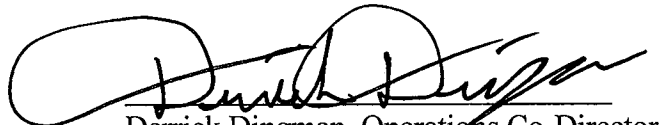
  
Gretchen Metzberg, PB&J DJ Coordinator

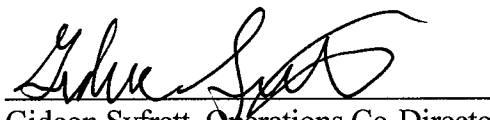
  
Ivy B. Grey, PB&J Treasurer

Adopted by the Board of Directors this <sup>1st</sup> ~~26<sup>th</sup>~~ day of <sup>June</sup> ~~January~~, 2010.

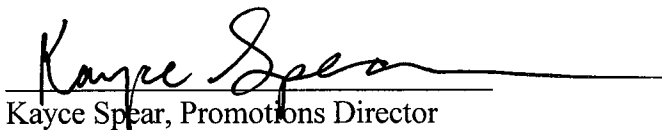
  
Benjamin Long, Executive Director

  
Andrew Smith, Managing Director

  
Derrick Dingman, Operations Co-Director

  
Gideon Syfrett, Operations Co-Director

  
Ivy B. Grey, Strategic Director

  
Kayce Spear, Promotions Director

**SCHEDULE A**  
**PENALTY PROVISIONS**  
**OF**  
**PORTLAND BLUES & JAZZ DANCE SOCIETY**

The purpose of the penalty provisions are to encourage individual responsibility among the Officers and Directors and to protect Organization from failure due to financial mismanagement and corporate malfeasance.

When Organization rules and regulations, as well as third party contracts, and administrative rules for compliance have been violated, Penalties may be imposed on the offending Officer or Director by the Board of Directors by a super-majority vote of disinterested Directors in the manner described below. However, a letter of warning may be written and recorded individually by any Board member without requirement of a Board vote. Each Board member shall ensure that the Organization and the Directors and Officers remain compliant.

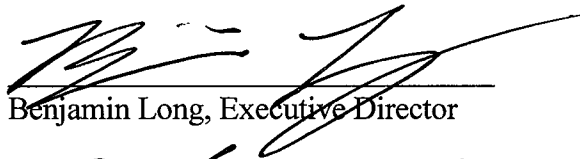
For violation of any rule or regulation or contract by any Director or Officer, such Penalty as may be called for under the specific rule, regulation, or contract, or, in the case that there is no specific Penalty called for, such disciplinary action, including warning, reprimand, probation, suspension, and/or payment of a fine may be imposed on the Officer or Director by the Board of Directors.

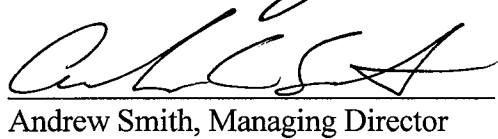
1. **FINE** – A fine may be levied in lieu of, or in addition to, any other Penalty imposed upon the Officer, Director, or organization. The Board shall adopt a schedule of fines and publish said schedule in an exhibit to the Bylaws as needed. The fine shall also include any amounts paid by the Organization and/or received by the Director or Officer. Fines may be waived by a super-majority vote of the disinterested Directors.
2. **WARNING** – A warning is a written notification that a violation, or an inexcusable or unethical action, has occurred, is a matter of record, and that such action must not be repeated. A warning must be issued upon the first monetary offense or the third non-monetary offense. A letter of warning may be written and recorded individually by any Board member without requirement of a Board vote. Warnings may be waived or left unrecorded by a super-majority vote of the disinterested Directors.
3. **LETTER OF REPRIMAND** – A written reprimand of the Officer or Director may be issued if a violation of the rules has occurred which was preventable. The action is a matter of record, and warnings that repeat actions of this type will be cause for further Penalty. A written Warning must precede a Letter of Reprimand. Letters of Reprimand

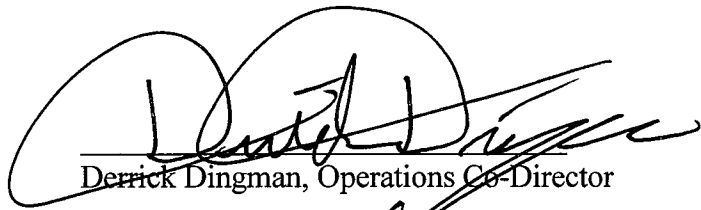
may be waived by a super-majority vote of the disinterested Directors. A Letter of Reprimand must be issued upon the third monetary offense or the fifth non-monetary offense.

4. **PROBATION** – Probation is a more severe Penalty and may be described in the following manner. Normally, a Director or Officer will conditionally hold his or her position for 90 days but may engage in their regular schedule, sanction events, and Board duties, activities, and voting rights. This is provided the Officer or Director has taken steps to insure the problem causing the probation will be alleviated or avoided in the future. Probation will usually follow at least one written Warning and at least one Letter of Reprimand. However, in the event that there is an action taken by an Officer or Director that may cause the Organization to be unable to continue as a public benefit non-profit corporation; to lose valuable third party contracts necessary to meet the Organization purpose stated in the Articles of Incorporation, or put the Organization at risk for Administrative exceeding \$250 Penalties (a “High Risk Activity”) may lead to immediate Probation for 90 days. This list provides examples of what may constitute High Risk Activity and is not a comprehensive list. Probation must applied upon the fifth monetary offense or the tenth non-monetary offense. For High Risk Activities, Probation must immediately be applied. Penalties should, but are not required to be, assessed in conjunction with Probation.
  
5. **SUSPENSION** – An Officer or Director may be suspended from participation in Board activities. The Penalty may range from a suspension of Director or Officer rights. Suspension usually lasts for 90 to 180 days. Suspension will usually follow at least one written Warning, at least one Letter of Reprimand, and at least one Probationary period. However Suspension must be imposed upon the second offense for High Risk Activity. Suspension must be imposed upon the sixth monetary offense or the fifteenth non-monetary offense. Penalties should, but are not required to be, assessed in conjunction with Suspension. If an Officer or Director is suspended twice during the same term, the Board of Directors must call for a vote to determine whether the Officer or Director shall be terminated.

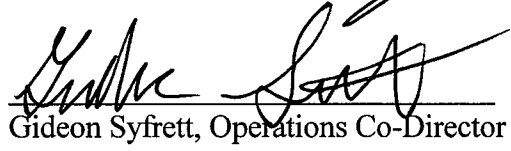
Restated by the Board of Directors this <sup>1st</sup> ~~26<sup>th</sup>~~ day of <sup>June</sup> ~~January~~, 2010.

  
Benjamin Long, Executive Director

  
Andrew Smith, Managing Director



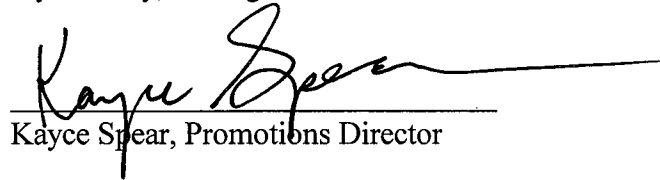
Derrick Dingman, Operations Co-Director



Gideon Syfrett, Operations Co-Director



Ivy B. Grey, Strategic Director



Kayce Spear, Promotions Director

**SCHEDULE B**  
**FINES RELATING TO PENALTY PROVISIONS**  
**OF**  
**PORTLAND BLUES & JAZZ DANCE SOCIETY**

No Officer or Director shall be required to personally pay any monetary fine assessed to the Organization except as follows:

**1. FINES OR PENALTIES UNDER \$250**

- a. No Officer or Director shall be required to personally pay any monetary fine assessed to the Organization for noise violations, violations of city ordinances, or violations not within the Officer or Director's personal control.
- b. Officers and Directors may be required to pay a portion of the fine assessed to the Organization, if the fine is under \$250, upon the fourth offense, so long as the action causing the fine is within the scope of duties for that Officer or Director and in the following manner.
  - i. Fourth offense: Officer or Director personally pays a maximum 10% of Fine Assessed to Organization.
  - ii. Fifth offense: Officer or Director personally pays a maximum 20% of Fine Assessed to Organization.
  - iii. Sixth offense: Officer or Director personally pays a maximum 40% of Fine Assessed to Organization.
  - iv. Seventh offense: Officer or Director personally pays a maximum of 50% of Fine Assessed to Organization. The Board of Directors must call for a vote to determine whether the Officer or Director shall be terminated.

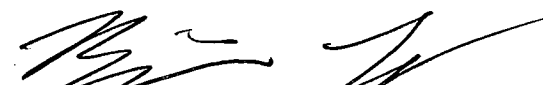
**2. FINES OR PENALTIES EXCEEDING \$250**


- a. No Officer or Director shall be required to personally pay any monetary fine assessed to the Organization for noise violations, violations of city ordinances, or violations not within the Officer or Director's personal control.
- b. Officers and Directors may be required to pay a portion of the fine assessed to the Organization, if the fine exceeds \$250, upon the third offense, so long as the action causing the fine is within the scope of duties for that Officer or Director and in the following manner.
  - i. Third offense: Officer or Director personally pays a maximum 10% of Fine Assessed to Organization.
  - ii. Fourth offense: Officer or Director personally pays a maximum 25% of Fine Assessed to Organization.

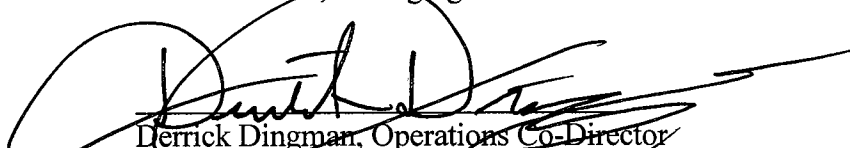
- iii. Fifth offense: Officer or Director personally pays a maximum 50% of Fine Assessed to Organization.
- iv. Sixth offense: Officer or Director personally pays a maximum of 75% of Fine Assessed to Organization. The Board of Directors must call for a vote to determine whether the Officer or Director shall be terminated.

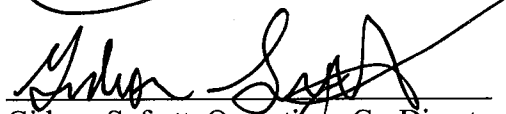
3. **WAIVER:** The Board of Directors may vote to waive any fine. However, the escalating scale of personal responsibility to pay the fine may not be waived. For example, should the Board of Directors decide to impose the penalty upon the Officer or Director upon the fifth offense for a fine exceeding \$250, the liable Officer or Director will be required to pay 50% of the fine.

Restated by the Board of Directors this <sup>1st</sup> 26<sup>th</sup> day of <sup>June</sup> ~~January~~, 2010.

  
Benjamin Long, Executive Director

  
Andrew Smith, Managing Director

  
Derrick Dingman, Operations Co-Director

  
Gideon Syfrett, Operations Co-Director

  
Ivy B. Grey, Strategic Director

  
Kayce Spear, Promotions Director