

BYLAWS

*for the regulation, except as otherwise provided by
statute or its Articles of Incorporation, of
American Theatre Organ Society
a California nonprofit public benefit corporation.*

ARTICLE I

Purpose and Principal Office

Section 1. **Purpose.**

The purpose of this Society shall be to further the use, understanding and preservation of the theatre pipe organ; to preserve its historical tradition, documents, and memorabilia; and to contribute to the musical education and cultural enlightenment of the public.

Section 2. **Principal Office.**

The Society's principal office shall be fixed and located at such place as the Board of Directors (herein called "Board") shall determine. The Board is granted full power and authority to change said office from one location to another.

ARTICLE II

Membership

Section 1. **Classification of Members.**

There shall be two classes of members of the Society, to wit: regular and honorary members. Benefits include a subscription to the Society's Official Journal and membership rates for themselves and the members of their family, as defined in Section II of these Articles, for conventions, seminars, and other ATOS sponsored activities.

Section 2. **Family Membership.**

A regular membership may include the regular member, the spouse and their minor children under eighteen (18) years of age.

Section 3. **Honorary Members.**

Honorary members may be chosen by the Board at the Annual Board meeting each year, who will enjoy the continuing

privileges of regular membership without payment of dues.

Honorary members shall be chosen on the basis of their outstanding contribution to the purposes of the Society.

Section 4. **Eligibility for Membership.**

Membership shall be open to those persons who are interested in preserving and furthering the purposes of the Society as set forth in Article I, Section 1 of these bylaws and shall be persons of responsibility, integrity and high standing in the communities in which they reside.

Section 5. **Qualification and Admission of Members.**

A member shall be admitted to membership only upon approval by the Board, or upon approval by such Membership Committee or Membership Secretary as the Board may, by resolution, have authorized to admit members upon payment of periodic dues as determined by the Board.

Section 6. **Periodic Dues.**

Each member shall pay periodic dues in such amounts and at such times as shall be determined by the Board.

Section 7. **Good Standing.**

Any member who shall be in arrears in the payment of periodic dues after their due date shall not be in good standing and shall not be entitled to vote as a member.

Section 8. **Voting.**

All regular members shall have equal voting and other rights. Each regular member in good standing as defined in Section 7 of this Article II shall be entitled to one vote which may be cast in person or by written ballot.

No proxy voting will be permitted.

Section 9. **No Transfer of Memberships.**

No member may transfer his or her membership except that on the death of a spouse, the surviving spouse will be deemed to be a member for the remainder of the membership year of the decedent's membership.

Section 10. **Termination of Membership.**

The Board may terminate or suspend a membership or expel or suspend a member for nonpayment of periodic dues, or for conduct which the Board shall deem inimical to the best interests of the Society, including, without limitation, flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give the member who is the subject of the proposed action fifteen (15) days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination. Prior to the effective date of the proposed expulsion, suspension, or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension, or termination. A suspended member shall not be entitled to exercise any of the voting rights set forth in Section 8 of this Article II.

Section 11. **Meetings of Members.**

Notice.

Annual meetings of the members shall be held at 8:00 p.m. on the second Tuesday of July of each year at the principal office unless the President sets a different

time, date and place for such meeting. Special meetings of the members may be called and held as may be ordered by the directors or by regular members holding not less than one-tenth (1/10) of the voting power of regular members. Notice of the annual meeting or special meetings of members shall be given each regular member not less than thirty (30) days before such meeting by mailing a copy of such notice to the address of such regular member as it appears on the membership register of the Society or by notice appearing in the Society's official publication in the issue prior to the meeting. In either case, the member shall receive such notice not less than thirty (30) days before the meeting.

Section 12. Quorum.

A quorum shall consist of fifteen (15) members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, by the Articles, or by these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 13. Adjourned Meetings and Notice Thereof.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented in person, but in the absence of a quorum (except as provided in Section 12 of this Article II) no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any members' meeting is adjourned for more than forty-five (45) days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether annual or special.

Section 14. Voting.

The members entitled to notice of any meeting or to vote at any such meeting shall be only persons in whose name memberships stand on the records of the corporation on the original record date

for notice determined in accordance with Section 15 of this Article II.

Section 15. Record Date.

The Board may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of the meeting, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than forty-five (45) days.

If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in this Section 15 or Section 11 of this Article II shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

Section 16. Conduct of Meeting.

The President shall preside as chairman at all meetings of the members. The chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting of members.

ARTICLE III Directors

Section 1. Number and Qualification.

The Society shall have eleven (11) directors. The Board shall consist of eight (8) directors elected by the members and three (3) ex officio directors consisting of the President and Vice-President elected by the Board from their own number or from the regular members, and the immediate past President. If elected from their own number, the Board shall forthwith appoint not more than two new directors from the latest list of Board nominees. These nominees shall determine by lot their terms of office.

Section 2. Election and term of Office.

(a) The term of office for the three positions created by the immediate past President and the President and the Vice-President shall be one year. All directors shall hold office until their respective successors are elected. A notice of prospective nominees for director shall be published in the December/January issue of THEATRE ORGAN. Such notice to include eligibility, term, deadline for filing, and any other necessary requirements.

(b) Four (4) directors shall be elected each year by mail ballot by the regular members for a two-year term in the following manner:

(c) On or before February 1st of each year the President and past President shall appoint a nominating committee of not to exceed five (5) regular members who may or may not be members of the Board and shall send the list to the Secretary. If the immediate past President is unavailable, a Board member designated by the President shall assist.

(d) On or before February 15th, the Secretary shall notify the members of the nominating committee of their appointment. The committee shall confer, select a chairman, and notify the Secretary of their choice on or before March 1st.

(e) On or before March 15th, the Secretary shall send a list of all nominees received to the nominating committee who shall select at least eight (8) nominees for membership for the four (4) positions on the Board. No regular member shall be eligible for Board Membership unless the chairman of the nominating committee has received the nominee's consent in writing, together with a small black and white photo, and a short autobiography of the nominee. No member shall be refused nomination who applies in the manner prescribed on or before March 1st. Applications postmarked after March 1st will be voided.

(f) On or before April 1st the nominating committee shall furnish the Secretary its listing to insure at least eight (8) nominees. They may, however, recommend that the election be waived if the number of nominees received does not

exceed the number of directors to be elected.

Section 3. **Voting by Mail.**

On or before April 20th, the Secretary shall mail or cause to be mailed to each regular member of the Society whose dues are paid, a list of nominees for directors, requesting the regular member to return the ballot not later than May 15th. Ballots postmarked after May 15th will be voided. Ballots to regular members outside the continental United States shall be mailed via Air Mail. At the time the nominating committee is appointed as provided in Section 2, para. (c), the President and the immediate past President shall determine the person(s)/organization to whom the completed ballots shall be mailed and notify the Secretary. If the immediate past President is unavailable, the Board member designated by the President shall assist.

The use of officers of an ATOS Chapter, or three (3) or more non-participating ATOS members as recipients and "counters" is to be encouraged. No official ballot mailed by the Secretary to the regular member shall be counted by the designated "counters" if postmarked later than May 15th, unless some other day is specified on the ballot for its receipt.

The designated "counters" on the day following the last day for receiving ballots shall count the ballots and forthwith notify the President and Secretary of the election results. On or before June 1st, the Secretary shall notify the candidates and the Board of the election results by mail.

The complete results of the election shall appear in the next issue of the Society's Official Publication. The designated "counters" organization shall mail all ballots received to the Secretary immediately following the completion of the election process. Counters shall serve without compensation except for actual and necessary expenses incurred.

Section 4. **Meetings.**

Meetings of the Board shall be called and held as may be ordered by a majority of the directors, or upon call of the President. The use of telephonic conference calls as a means to hold special meetings of the Board is to be encouraged in the interest of economy.

All directors and officers are to participate with all voting action confirmed in writing to the President and Secretary within fifteen (15) days after such telephonic meeting. Any absences shall be unanimously approved by a vote of all participating directors and officers.

Section 5. **Vacancies.**

Any vacancy in the Board caused by death, resignation or disability of a director shall be filled by a majority of the re-

maining directors or by the sole remaining director. In making such selection, the Board shall first give consideration to the candidates in the most recent election in the order of votes cast, but nothing contained herein shall limit the Board in making their selection.

Section 6. **Quorum.**

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number be required by law or by the Articles of Incorporation.

Section 7. **Approval of Minutes.**

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though a meeting had been duly held, if each of the directors not present approves in writing the minutes of such meeting. All such approvals shall be filed with the records of the Society or made a part of the minutes of the meeting.

Section 8. **Fees and Compensation.**

Directors and officers shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the Board.

The Board may contract with the Business Manager, Membership Secretary, Publisher and Editorial Staff of the Official Publication of the Society for nominal fees and/or expenditure reimbursements for any services performed at the request of the Board.

ARTICLE IV Officers

Section 1. **Officers.**

The officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer. If the offices of Secretary and Treasurer are combined, the office of Recording Secretary shall become operational and be filled by the Board.

The Society may also have such other officers as may be appointed by the Board. One person may hold two or more offices, except those of President and Secretary.

Section 2. **Election.**

The officers shall be chosen annually by the Board and each shall hold his office until he shall resign, be removed, or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. **Removal and Resignation.**

Any officer may resign, or may be re-

moved with or without cause by the Board at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board, or by the President until such appointment by the Board.

Section 4. **President.**

The President shall be the executive officer of the Society and, subject to the control of the Board, shall have general supervision, direction and control of the affairs of the Society. He shall preside at all meetings of members and meetings of the Board.

Section 5. **Vice-President.**

The Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President.

Section 6. **Secretary.**

The Secretary shall keep or cause to be kept at the principal office of the Society a book of minutes of all meetings of directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept at the Principal Office of the Society a register showing the names and addresses of the members; a current copy of the Bylaws, as amended; and copies of the minutes of all Board meetings. Such records shall at reasonable times be open to inspection by any member or director.

Section 7. **Treasurer.**

The Treasurer shall keep or cause to be kept and maintain adequate, correct books of account showing the receipts and disbursements of the Society, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any member or director.

The Treasurer shall deposit or cause to be deposited all monies of the Society with such depositories as are approved by the Board, and shall disburse the funds of the Society as may be ordered by the Board, and shall render to the President or the Board, upon request, statements of the financial condition of the Society.

A yearly financial report, together with a certification of independent audit, shall be published annually in the Society's Official Publication as soon after the close of the business year as practical.

Section 8. **Recording Secretary.**

If the offices of Secretary and Treasurer are combined, the following duties

of the Secretary would be assigned the Recording Secretary: Record, transcribe and be responsible for the maintenance of the minutes of all meetings of the Board, and certify to the accuracy of said minutes following their approval. Within thirty (30) days after any Board meeting, furnish the President and the Secretary/Treasurer a complete record of such meeting, the accuracy of which shall be certified by his/her signature. Any other duties the Board and Officers shall deem necessary to properly handle the business of ATOS.

ARTICLE V Indemnification

Section 1. Definitions.

For the purposes of this Article V, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article V.

Section 2. Indemnification in Actions by Third Parties.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement,

conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses.

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article V or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations.

Except as provided in Section 4 of this Article V, any indemnification under this Article V shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article V by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article V.

Section 7. Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article V. Nothing contained in this Article V shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article V, except as provided in Section 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation

against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article V, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. **Nonapplicability to Fiduciaries of Employee Benefit Plans.**

This Article V does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article V. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE VI Miscellaneous

Section 1. **Execution of Documents.**

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances, and, unless so authorized by the Board no officer, agent or other person shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. **Inspection of Bylaws.**

The Society shall keep in its principal office the original copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. **Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules or construction and definitions contained in the Nonprofit Corporation Code shall govern the construction of these Bylaws.

Section 4. **Rules of Order.**

The rules contained in Roberts Rules of Order, revised, shall guide all members' meetings and directors' meetings of the Society, except in instances of conflict between said Rules of Order and the Ar-

ticles or Bylaws of the Society or provisions of law.

Section 5. **Official Journal.**

The Society shall publish an Official Journal to be known as THEATRE ORGAN, a copy of which shall be mailed to each regular member of record. Editorial policy, including frequency of publication, shall be as established by the Board. Electioneering, solicitation of voters and political advertising will not be allowed.

Section 6. **Use of Name and/or Membership List.**

Any use of the name or membership list of the Society, its letterhead, or any material published in its Official Journal, must be approved by the Board and be for the good of the Society, and not for personal gain.

Section 7. **Annual Meetings/Conventions.**

The Board in consultation with the chapters of the Society shall determine specific locations and dates for such meetings. Planning and expenditures shall be a joint project between the host chapter and the Board, or its designate.

National ATOS shall, with approval of the Board, advance the host chapter(s) a designated amount of money to assist with preliminary planning. Such advance shall become an expense of said meeting, due and payable to National ATOS within ninety (90) days after such meeting.

The Board, or its designate, shall provide written guidelines and all possible assistance in the planning and general operation of Annual Meetings/Conventions. National ATOS shall share equally in any legitimate profits or losses incurred. Failure of the host chapter to follow such guidelines or direction as outlined above, shall release National ATOS from any responsibility for financial loss.

ARTICLE VII Dissolution

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable, educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation

that is organized and operated exclusively for charitable and educational purposes and that has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code.

ARTICLE VIII Amendments

New Bylaws may be adopted, amended or repealed, or these Bylaws may be amended or repealed, by the written consent of the members entitled to exercise a majority of the voting power or by a majority of a quorum at a meeting duly called for the purpose of amending the Bylaws, or by the Board subject to the power of the members to change or repeal the Bylaws, provided that in the event any change is to be made by the Board, notice of the change and the substance of the changes shall be given to the members in writing not less than thirty (30) days in advance of the vote or published in the Society's publication which is mailed to the regular members ninety (90) days in advance of the vote.

ARTICLE IX Chapters

The Board of the Society may from time to time authorize the establishment of Chapters of the Society under such uniform rules and regulations as may be adopted by the Board.

The Annual Meeting of the Board shall provide ample time for an official meeting of the Board with the various Chapter Chairmen to provide a forum for representative input from their membership. This meeting should also include Chapter discussion or input as to desired changes in the Uniform Chapter Charter Agreement, if any.

Notification of time and location of such meeting is to be included in the publication of the Board Agenda. The Chapter Chairman, or an official designate, shall act as the official representative for that Chapter's Area of Jurisdiction. The term "Official Designate" shall mean an individual member of the particular Chapter who has written authority from its Board of Directors to so act.

Adopted:
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