

BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN OF ST. CLOUD AREA

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be AAUW St. Cloud Area Branch, hereinafter known as AAUW St. Cloud Area Branch.

Section 2. Governance. The AAUW St. Cloud Area Branch shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of AAUW St. Cloud Area Branch shall in no way conflict with AAUW bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of AAUW St. Cloud Area shall be to further the AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, AAUW St. Cloud Area shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of AAUW shall be binding on all members, and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. Use of the AAUW name and/or logo requires all AAUW states, multistate organizations, branches, comparable AAUW-affiliated entities, and any other nonprofit entity allied with any of these AAUW entities to comply with all applicable state and federal laws and regulations. This includes timely filing of tax documents with the appropriate government agencies and sending the signed AAUW Affiliate Agreement, current bylaws, and incorporation documents (if applicable) to be maintained at AAUW headquarters as required by the IRS. Sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members. All branches of AAUW within the boundaries of Minnesota shall be members of AAUW St. Cloud Area.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of any AAUW-affiliated entity or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or comparable AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors. A national member who pays AAUW MN dues shall be entitled to vote, hold office and participate in all AAUW MN state activities and programs.

(b) A branch member is a national member who is also a member of one or more AAUW branches. Any national member who pays Minnesota state dues is also a member of AAUW MN. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a life member upon a one-time payment of 20 years' dues, based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. Paid life members of AAUW, are required to pay annual state and branch dues. (b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a life member and shall thereafter be exempt from the payment of AAUW dues.

(c) Privileges. A life member of AAUW who maintains a membership in one or 3

more AAUW-affiliated entities on an annual basis shall be entitled to AAUW-affiliated entity rights and privileges. A life member of AAUW who does not maintain AAUW-affiliated entity membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with a state or multistate organization, branch, or comparable AAUW-affiliated entity following the procedures set forth in the state, branch, or comparable AAUW-affiliated entity's bylaws. A Minnesota college/university partner member of AAUW shall be entitled to representation at all state meetings.

c. Other Partner Members. Other partner members include educational or other institutions and organizations meeting criteria established by the AAUW Board of Directors. Such other partner members are not entitled to vote or hold office but may participate in AAUW activities and programs.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, multistate, comparable AAUW-affiliated entity, and AAUW meetings and receive the publications distributed to all members of AAUW. Student affiliates may not vote or hold office. Fees for student affiliates shall be established by the AAUW Board of Directors and the St. Cloud Area Board of Directors.

Section 5. Dues

a. Amount.

(1) The annual dues for individual members shall be established by a two-thirds vote of the AAUW St. Cloud Area Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the at least 60 days prior vote to the vote.

(2) Dues for partner members shall be set by the AAUW St. Cloud Area Board of Directors.

(3) The organization's dues shall include the right to vote, hold office, and participate in all National, State of MN, and branch activities and programs and receive any notices or publications distributed to members.

(2) Dues for partner members shall be set by the AAUW Board of Directors.

(3) AAUW dues shall include the AAUW publication distributed to all members electronically or by mail.

b. Payment. AAUW member dues shall be payable in accordance with procedures established by AAUW policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. There shall be a nominating committee of three members selected by the following procedure: The President shall appoint a chair and two more members of the nominating committee, two from general membership and one from the Board.
- b. Terms. The nominating committee shall be appointed no later than the end of January for the election to take place at the annual meeting held in March.
- c. Resignation of Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the committee chair shall seek a replacement of that member.

Section 2. Nominations.

- a. The opening of nominations for positions shall be announced at least one month prior to the annual meeting after the Nominating Committee has presented the slate of officers to be elected.
- b. Nominations may be made from the floor at the time of the election provided the consent of the nominee has been obtained.

Section 3. Elections

- (a) Elections shall be held in which eligible members may vote, one member, one vote, in person or electronically.

The elections shall be held at the annual membership business meeting in March.

- b. The president-elect, vice president for program and public policy shall be elected in the odd-numbered years. The vice presidents for membership, recording secretary, AAUW Funds, and the treasurer shall be elected in even-numbered years. The president-elect shall automatically take office as president in the even numbered years.

c. Elections shall be by a voice vote when there is only candidate for an office or a secret ballot when there are more than one nominee.

d. A majority of the votes cast shall be necessary for election.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers and Directors.

a. Elected Officers and Directors. The elected officers of AAUW MN shall be a president; president-elect; vice presidents for program, membership, AAUW Funds, public policy; secretary; and treasurer. An elected office may be co-chaired. They shall be members of AAUW and the state.

b. Appointed Officers and Directors. Persons shall be appointed by the president he board of directors to fulfill the responsibilities of bylaws, finances, internal and external communications, and such other positions as shall be deemed necessary by the branch president and Board of Directors to carry out the program of AAUW St. Cloud Area. An appointed office may be co-chaired. They shall be members of AAUW St. Cloud Area and the state.

c. College/University Representative. The College/University Representatives of AAUW St. Cloud Area may elect one of their members, who is an AAUW member, according to the working rules of their organization to serve as their representative on the AAUW St. Cloud Area board of directors. The representative shall be appointed by the president of St. Cloud Area in the fall in the odd-numbered years and be ratified by the AAUW St. Cloud Area board of directors.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

a. The president shall preside at all meetings of AAUW, Board of Directors, and executive committee; shall appoint all persons to positions as prescribed in these bylaws; shall be personally, or by a designated substitute, the official representative of AAUW St. Cloud Area in the activities of AAUW; shall be responsible for submitting reports and forms as required by AAUW and shall personally, or by a designated substitute, represent the state in all work with other organizations and at meetings and conferences.

b. The president-elect shall work with the president, become acquainted with the functions of AAUW and may be asked by the president to carry out specific duties.

c. The vice presidents for program, membership, AAUW Funds, and public policy shall chair their respective committees and perform such other duties as the president and Board of Directors shall direct.

d. The secretary shall record minutes of meetings of the Board of Directors and the executive committee. The historian shall be responsible for collecting and preserving the historical record of AAUW St. Cloud Area and shall perform such other duties as the president the Board of Directors shall direct.

e. The treasurer shall assume responsibility for the collection of all state dues and other monies due AAUW National, AAUW MN, and St. Cloud Area Branch unless otherwise authorized by the AAUW St. Cloud Area Board of Directors and shall serve as custodian of all funds, securities, and business papers.

f. All elected officers shall perform the duties prescribed by these bylaws and by *Robert's Rules of Order Newly Revised* and listed in the AAUW MN Standing Rules.

g. Appointed Officers. The duties of persons holding appointed offices shall be prescribed by the Board of Directors and listed in AAUW St. Cloud Area Standing Rules.

h. College/University Representative. The duties of the college/university Liaison shall be prescribed in that organization's Working Rules and in AAUW MN Standing Rules.

i. Reports. All persons holding elected and appointed positions shall submit written reports of their work to the branch president.

Section 3. Terms of Office.

a. Terms of office for elected and appointed officers shall begin on July 1 and, except for the president-elect, shall be for two years or until successors are elected or appointed and have assumed office. The president-elect shall serve for one year. No person shall be elected or appointed to the same office for more than two successive terms except the president who may not succeed herself, nor hold two offices at the same time. Outgoing elected and appointed officers shall assist with the post-election transition to new officers.

July 1. The incoming or continuing president may call meetings of the incoming executive committee and Board of Directors prior to July 1 for the purpose of approving appointments and making plans for the coming year.

Section 5. Vacancies.

a. A vacancy in any elected office, except that of president or president-elect, and a vacancy in the office of College/University representative shall be filled by the board of directors for the unexpired term with the board of directors having the power to determine when a temporary absence becomes a vacancy.

b. A vacancy in the office of the president shall be filled for the unexpired term by the co-president or the president elect in a year that we have one. In the other year, the executive committee, consisting of the elected officers of AAUW St. Cloud Area, shall appoint one of their members to fill the position. If a vacancy shall occur in the office of president-elect, that office shall remain vacant until the next nominating period at which time the nominating committee shall submit a nominee for the office of president to be elected at that convention.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members. The AAUW MN Board of Directors shall include the elected and appointed officers and college/university liaison as listed in Article VI of these bylaws. AAUW St. Cloud Area must have a minimum of two separate officers, one responsible for the management of the AAUW St. Cloud Area and one responsible for the financial affairs. (Note: An officer must supervise the recording and maintaining of the minutes if the designated member is not an officer.)

Section 2. Powers and Duties. In accordance with AAUW St. Cloud St. Cloud Area Bylaws the Board of Directors shall have the general powers to

a. provide oversight to ensure the proper administration of the affairs of AAUW St. Cloud Area Branch to carry out AAUW programs and policies; financial administration, and programs; and exercise such powers and perform such acts as permitted by, the Certificate of Incorporation, if applicable, or these bylaws;

b. appoint standing committee members and such other board and committee members as may be designated;

c. act for the Organization between meetings of the membership;

d. adopt rules to govern its proceedings;

e. establish task forces or special committees as needed;

f. determine date and location for any official meetings of the Organization.

Section 3. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular meetings of AAUW St. Cloud Area Board of Directors shall be held at least six times a year at the call of the president. The time and place shall be designated by the president. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the board will take effect if passed by the majority of the members of the board. (If there is a co-

president structure, the allocation of votes for each co-president should be that co-presidents share one vote.

b. Special meetings of the board of directors may be called at any time by the president or shall be called upon the written request of a majority of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the president on any question submitted in writing, provided that every member of the board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form a record describing the action to be taken. Voting shall closed at a specified time. If all board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of the members. Co-officers carry one vote between them.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Members. The executive committee of the Board of Directors shall consist of the elected officers of AAUW St. Cloud Area : president, treasurer, secretary, present-elect, and membership.

Section 2. Powers and Duties. Subject to the limitations of state law, the executive committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The executive committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the board on its activities and actions taken.

Section 3. Meetings. The executive committee shall meet on the call of the president or at the written request of three members of the executive committee. The executive committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present and voting at the meeting. An action of the executive committee will take effect if passed by the majority of its members.

Section 4. Voting between Meetings. Between meetings of the executive committee, a vote may be taken at the request of the president on any question submitted in writing, by email or telephone. Voting shall close five days, exclusive of days on which there is no mail delivery, after the question has been submitted. If the majority shall vote on a question sent to the members of the executive committee, the vote shall be counted, and shall have the same effect as if cast at a meeting of the executive committee. After a written, telephone, or e-mail vote, the response will be submitted to the secretary as part of the official record and reported to the board at its next meeting.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be the majority of its members.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees

- a. There shall be standing committees: program and social. There may be additional standing committees as shall be considered necessary of the Board of Directors.

- b. Committee Functions. Committees shall perform duties as may be assigned by the Board of Directors.
- c. Qualifications, Duties, and Terms of Committee Chairs may be any legal member of AAUW, whether they volunteer or are appointed.
- d. As Chair, the member would work with the President, seek and establish members for the committee, set a schedule and report to the Board of Directors.

Section 2. Special Committees. Special committees and Task Forces.

Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs and members of such committees shall be appointed by the President and approved by the board, or as appropriate, by the Executive Committee.

Section 3. Reports.

All committees shall provide written reports to the Organization's Board of Directors for the annual meeting and such other times as requested.

Section 4. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE X. STATE OR MULTISTATE ORGANIZATIONS

Section 1. Structure. Branches and/or comparable AAUW-affiliated entities may establish a state or a multistate organization as they determine necessary, following policies and procedures established by the AAUW Board of Directors. If such a state or multistate organization already exists, such organization will remain in effect until such time as the member branches and/or comparable AAUW-affiliated entities determine that such an organization should no longer exist.

Section 2. Contact. All AAUW-affiliated entities shall provide AAUW with a designated contact for administration and finance. These contacts can be the president and finance officer if that is consistent with the organization's structure. If the branches within a state or multistate organization elect not to have a state organization or not to be included in a multistate structure, the AAUW Board of Directors, in consultation with the branches in the state, will appoint an administrative contact.

minutes of each noticed AAUW-affiliated entity meeting and board meeting. (If this member is not an officer, then an officer must be assigned to supervise the designated member.)

Section 5. Property and Assets. The title to all property, funds, and assets is vested in AAUW MN for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW. In the event of dissolution of AAUW MN or the termination of its affiliation with AAUW, all assets of the state organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

Section 6. Dissolution. In the event of dissolution of an AAUW-affiliated entity or the termination of its affiliation with AAUW, all assets of the Organization shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation. All assets shall be used to promote the mission and activities that fulfill the intent of AAUW donors.

ARTICLE XI. BRANCHES

Section 1. Branches and comparable AAUW-Affiliated Entities.

- a. Branches and comparable AAUW-affiliated entities shall be composed of members of AAUW and shall be given recognition by AAUW.
- b. Branches and comparable AAUW-affiliated entities may be geographically based or may be virtual, online branches not tied to a geographic area.

Section 2. Organization.

- a. Purpose. Branches and comparable AAUW-affiliates entities shall promote the purposes, program and policies of AAUW.
- b. Bylaws. Branches and comparable AAUW-affiliates shall develop bylaws as meet their needs. However, such bylaws shall not conflict with the AAUW Bylaws of with controlling state law.
- c. Structure. Branches and comparable AAUW-affiliates may create such leadership structures as meet their needs. Each branch and comparable AAUW-affiliated entity shall provide AAUW with designated contacts for administration These contacts can be the president and finance officer if that is consistent with the entity's structure. Each branch and comparable AAUW-affiliated entity shall also designate a member other than the contacts for administration and finance to record the minutes of each noticed meeting and board meeting.

Section 3. Loss of Recognition of a Branch of Comparable AAUW-Affiliated Entity.

- a. The AAUW affiliation status of a branch or comparable AAUW-affiliated entity may be rebolked for cause through the affiliation review procedures specified by AAUW policy.
- b. The branch shall have the right to appeal to the AAUW Board of Directors within designated period.

Section 4 Property and Assets. The title to all property, funds, and assets of a branch of comparable AAUW-affiliation entity is vested in the branch for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The branch of comparable AAUW-affiliation entity shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW.

Section 5. Dissolution. In the event of the dissolution of the branch or comparable AAUW affiliate entity or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW affiliated entity designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE XII. ADDITIONAL AAUW ENTITIES

The AAUW Board of Directors may establish informal geographic, issue, or special interest groups and networks to further the mission of AAUW and foster the specific interests and needs of members. In addition, groups of members, branches, state organizations, and/or comparable AAUW-affiliated entities may collaborate with one another for common AAUW purposes following procedures and policies established by the AAUW Board of Directors.

ARTICLE XIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1 through June 30.

Section 2. Financial Policies. AAUW MN shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws including an annual financial records review.

Section 3. Budget. The annual budget for AAUW MN shall be prepared by the finance committee and approved by the state Board of Directors prior to presentation for vote at the AAUW MN convention. The state Board of Directors shall have the authority to revise the budget within available income.

ARTICLE XIV. MEETINGS OF AAUW St. Cloud Area Branch

Section 1. Annual Meeting.

AAUW St. Cloud Area Branch shall hold at least one regular meeting each year, to be known as the St. Cloud Area Branch Annual Meeting to conduct the business of the Organization, including the election of president, president-elect, membership, treasurer, secretary; and receiving of reports of officers and committee chairs; and the transaction of any other business as may properly come before it. The time and place of the Annual Meetings shall be determined by the Board of Directors.

c. **Special meetings** may be called by a vote of the Board of Directors and/or administrative officer or at the request of 1/3 of the membership.

Section 3. Notice. Written or printed notice, or electronic notice if permitted by law, stating the place, day, and hour of each annual and special meeting and the purpose for which the meeting is called, shall be delivered at least 7 days before the date of the meeting to all members.

Section 4. Voting

a. Each member of the Organization in good standing by one month before the annual meeting shall be entitled to vote on any item of business.

- b. Members shall be entitled to vote on noticed business items by paper or proclamation. Such votes may include election of the Board of Directors, amendments to the bylaws, and any other noticed business. Members voting by these methods are considered to be present at the meeting.
- c. One third of the members entitled to vote shall constitute a quorum.
- d. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business, except that a majority vote shall be required to adopt amendment to these bylaws.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern AAUW St. Cloud Area Branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or with the requirements of AAUW or the laws of the state of Minnesota. A parliamentarian shall be engaged for each state convention by the state of MN.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, AAUW St. Cloud Area Branch may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of AAUW MN. Every member of the Board of Directors, officer, or committee member of AAUW MN may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of AAUW MN, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of AAUW MN and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled. (It is highly advisable to have directors and officers insurance; AAUW can assist.)

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be adopted by the AAUW MN Board of Directors without a vote of the AAUW MN membership. Provisions of AAUW MN bylaws not mandated by AAUW may be amended by a two-thirds vote of members voting after a quorum is attained. Proposed bylaws amendments shall be sent to the entire membership at least thirty (30) days prior to the applicable meeting.

