

SUNSET MEMORIAL GARDENS, INC.
Fargo, North Dakota
BYLAWS
Proposed Revisions – June 2026

ARTICLE 1 – NAME OF OFFICES

SECTION 1.1 NAME. The name of this Corporation shall be “Sunset Memorial Gardens, Inc.” located in Fargo, North Dakota.

SECTION 1.2 CORPORATE OFFICES. The principal office of the Corporation shall be located in Fargo, North Dakota within Cass County, ND. The Corporation may establish other offices as the Board of Directors may designate from time to time.

~~**SECTION 1.3 PURPOSE.** The purpose for which this Corporation was formed is to procure land and lay out same into lots and blocks with convenient avenues and walks and to sell the lots for the sole use and purpose of burying the dead. Additionally, the Corporation will provide for sale niches in a columbarium for purpose of placement of cremains.~~

Rewritten as” This Corporation was formed for cemetery purposes, including the acquisition and maintenance of land for the interment of human remains, the sale of interment rights, and the provision of memorialization and related cemetery services consistent with applicable law.”

~~**SECTION 1.4 CORPORATE TYPE.** Sunset Memorial Gardens, Inc. is a nonprofit corporation established on Dec. 28, 1951, with Federal tax exemption under Internal Revenue Code Section 501(c)(13) and is governed by Chapter 10-33 of the North Dakota Century Code. Sunset Memorial Gardens, Inc. is also a Perpetual Care Cemetery and is governed by Chapter 23-21-1 (Cemetery Organizations) of the North Dakota Century Code and its Perpetual Care Trust Fund is also governed by this chapter.~~

Replace the last sentence with “Sunset Memorial Gardens, Inc. is licensed as a perpetual care cemetery with a perpetual care fund governed by Chapter 23-21.1 Cemetery Organizations of the North Dakota Century Code. Sunset Memorial Gardens, Inc. is also governed by Chapter 23-06 Care and Custody of Dead of North Dakota Century Code.”

SECTION 1.5 TRUST FUND REVIEW. Sunset Memorial Garden’s Perpetual Care Fund Annual Report of the earnings, accounting, and fees shall be filed with the East Central Judicial District Court under a petition to the court as an order for approval on a yearly basis or as often as the court may require.

ARTICLE II - MEMBERSHIP

~~SECTION 2.1 MEMBERS. The members of the Corporation shall be the persons who are lot or niche owners. Each lot or niche owner, by virtue of ownership, shall be a member of the Corporation and eligible to be elected to hold any of its offices, unless otherwise prohibited. In the event of the death of a lot or niche owner, rights of membership will be transferred to a) the individual(s) named in the will of the deceased or b) in the absence of designation in a will, then according to the laws of the state of North Dakota.~~

Rewritten as "Every person who owns interment rights in the cemetery becomes a member of the Corporation. These members are entitled to be elected to hold any of its offices, unless otherwise prohibited. If an owner of interment rights passes away, the rights of membership will be transferred to a) the individual(s) named in the will of the deceased or b) according to the laws of the State of North Dakota."

SECTION 2.1.1 AUTHORITY OF MEMBERS. Members of the Corporation shall have authority to vote for the election of Directors, to receive the annual report of the President, receive other member reports, to vote on any proposal of merger, consolidation or dissolution, and to vote on the sale of major assets of the Corporation. The Perpetual Care Trust Fund, which is regulated by the State of North Dakota through the Department of Health and is administered under the East Central Judicial District Court in Fargo, North Dakota, cannot be included in any action without due process through the court.

SECTION 2.2 ANNUAL MEETING. The annual meeting of members to elect Directors, to receive the annual report of the board President, and any other reports, and to transact such other business as may properly come before the meeting, shall be held each year in the month of June at such time and date as may be fixed by the Board of Directors. Business to be conducted at the annual meeting: a) election of members to the Board of Directors; b) a report on the activities and financial condition of the cemetery and c) other matters as may be raised consistent with the notices of meeting requirements.

SECTION 2.3 SPECIAL MEETING. A special meeting of the membership may be called through one (1) of two (2) methods: a) a quorum, fifty-one percent (51%) of the Board of Directors may call special meetings of the members or b) fifteen (15) or more members may sign, date and deliver to the President or Vice President a written request for a special meeting. ~~Special meetings are to be held no sooner than ten (10) days and no later than sixty (60) days after the notice is given and received.~~ The notice of the meeting should state the reason(s) for such a meeting.

Rewritten as "Special meetings are to be held no sooner than thirty (30) days after the notice is given and received."

SECTION 2.4 NOTICE AND WAIVER. Written notice of each meeting of the members, stating the place, day and hour of the meeting and the purpose(s) for which the meeting is called, shall be published in the newspaper designated by the Board of Directors for official notices in Cass County, North Dakota in two (2) consecutive weeks at least thirty (30) days prior to the meeting date. A written waiver of notice signed by the member(s) whether before or after the time stated herein, shall be equivalent to the giving of such notice. If ten (10) or more members state their opposition to the waiver of notice for a meeting and do not participate in any meeting deliberations, that meeting shall not be held until proper notice is given according to these Bylaws. Notice is not necessary for any meeting adjourned except for an announcement at the meeting adjourned.

SECTION 2.5 CERTIFICATION AND VOTING LIST. ~~As soon after the record date as feasible, the Secretary shall prepare and certify a list of members of the Corporation, in accordance with the criteria for members specified in Section 2.1 of these Bylaws. Members so certified shall receive notice of and shall have the sole privilege of voting on matters submitted to them at the annual and special meetings of the membership of the Corporation. A complete and current list of members of the Corporation shall be regularly maintained and kept on file and available for inspection by any member of the principal office of the Corporation for at least a seven (7) day period prior to each annual or special meeting. Changes in membership per Article 2.1 may be entered at any time during office hours with the following proof required: a) proof of sale of the lot(s); b) a letter from a licensed attorney stipulating that the individual meets the provisions of these Bylaws, or c) such other proof acceptable to the Board of Directors.~~

Rewrite first sentence as: "As soon as the notice of the meeting has been published, the Secretary shall prepare and certify a list of members in the Corporation, in accordance with the criteria for members specified in Section 2.1 of these Bylaws." Rewrite second sentence as: "Members so certified shall receive notice through publication in the newspaper designated by the Board of Directors for official notices. Notice may also be provided via the Corporation's website and social media platforms as a courtesy; however, such electronic notice shall be supplemental only and shall not replace or supersede the required published notice."

SECTION 2.6 QUORUM. A minimum of fifteen (15) corporate members shall be present in person or by proxy to constitute a quorum at any annual or special meeting of the Corporation. ~~One (1) corporate member per lot or niche shall be counted as a count of one (1) for purposes of establishing a quorum no matter how many co-owners of the lot or niche exist on the records and no matter how many lots or niches the corporate member owns.~~

Rewrite second sentence as: "For the purposes of establishing a quorum, if a lot or niche has more than one (1) member of record, these members shall be counted as a count of one (1) and if a member has purchased interment rights in more than one location, this member shall be counted as a count of one (1)."

SECTION 2.7 VOTING. Voting is on the basis of one (1) vote per corporate member as defined in Section 2.6, in person or by proxy, on all matters properly submitted to the membership for action requiring a membership vote. Any change in membership status must be presented to the Board Secretary, or a designee, no later than 24 hours prior to any meeting of the membership. The 24 hours must include 8 hours of a Monday - Friday work week between the hours of 8:00AM and 5:00PM. Except as otherwise provided by law, by the articles of incorporation or by these Bylaws, all actions shall be decided by a majority vote of the members present in person or by proxy. Proxy votes must be in writing. ~~In the event there is multiple ownership of a lot, all owners must give their permission of a proxy. A proxy vote is only for a single meeting or the meetings necessary because of an adjournment of that meeting to continue deliberations. In the event there are multiple owners of the lot or niche in attendance at the meeting all owners combined can only count as one vote.~~

Rewrite last two sentences as follows: "In the event a lot or niche has more than one (1) member of record, all must give their permission of a proxy. A proxy vote is only for a single meeting or the meetings necessary because of an adjournment of that meeting to continue deliberations. In the event there are multiple members of a lot or niche in attendance at a meeting, all members combined can only count as one vote.

SECTION 2.8 TERMINATION, EXPULSION OR SUSPENSION OF MEMBERS. No member may be expelled or suspended, and no membership in the Corporation may be terminated or suspended except pursuant to the procedures outlined in the state laws of North Dakota covering perpetual care cemeteries and non-profit corporations.

ARTICLE III - BOARD OF DIRECTORS

SECTION 3.1 GENERAL POWERS. The Board of Directors shall have supervision, control and direction over the affairs of the Corporation, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the conduct of business and formulation of the rules and procedures of the Corporation, consistent with these Bylaws, the Articles of Incorporation, and applicable State and Federal laws, rules and regulations.

SECTION 3.2 NUMBER AND TERM OF OFFICE. There shall be no less than five (5) Directors of the Corporation and no more than eleven (11). The number of Directors shall be set from time to time by a resolution of the Directors or vote of the members. At each subsequent Annual Meeting of the members, the successors of those Directors whose term then expires shall be elected to serve a term of three (3) years and until their successors are elected and qualified, or until their death, resignation or removal. Directors may be elected for three (3) consecutive three (3) year terms. Directors shall be eligible for reelection one year after the expiration of a full nine-year term in office. However, if a Director whose nine (9) year term of

office is expiring happens to be the President, that Director shall serve year ten (10) as the Past President after which there will have to be a one (1) year break before being eligible for re-election.

SECTION 3.2.1 ELIGIBILITY FOR ELECTION TO THE BOARD OF DIRECTORS. Both members, as defined in Article II, Section 2.1, and non-members are eligible to be elected to the Board of Directors by the membership at the Annual Meeting. Likewise, both members and non-members are eligible to be appointed by the Board of Directors to fill vacancies in accordance with Article III, Section 3.5. Non-members' eligibility for election and/or appointment to the Board shall follow the Guidelines of Article VI, Conflict of Interest, and be reviewed by the Board prior to their election and/or appointment.

SECTION 3.3 BOARD MEMBER ATTENDANCE. If a Director is absent from three (3) consecutive meetings or is absent from more than fifty percent (50%) of scheduled meetings in a calendar year, the remaining Board of Directors shall have the option of removing that Director for the remaining time of his/her term.

SECTION 3.4 NOMINATION AND ELECTION OF DIRECTORS. General members or Board Members of the Corporation may submit recommendations for Board of Director nominees to the Nominations Committee. The Nominations Committee shall, after giving due consideration to such recommendations and such other persons as it may wish to consider, present its slate of nominees to the general membership for approval at the Annual Meeting.

SECTION 3.5 FILLING OF VACANCIES. Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and if not specified therein, it shall take effect upon receipt and acceptance of such resignation. Any vacancy occurring in the Board of Directors, for any reason, may be filled by a majority vote of the remaining Directors, even if less than a quorum. A member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor and until his/her successor is elected and qualified, or until his/her death, resignation, or removal.

SECTION 3.6 FREQUENCY OF MEETING. There shall be no less than four (4) regular meetings, including the Annual Meeting, of the Board of Directors in each calendar year at a time and place designated by the Board.

SECTION 3.7 SPECIAL MEETINGS. The President may call a special meeting of the Board of Directors whenever he/she deems it necessary and shall call a special meeting whenever requested to do so in writing, by three (3) or more Directors, or by the Secretary, if demanded by twenty (20) or more members. The President shall fix the place and time for holding any special meetings of the Board of Directors. Notice of each special meeting stating the purpose, place, day, and hour of the meeting shall be given to each Director at

his/her last known business or home address at least seven (7) days prior thereto by mailing of written notice, or at least two (2) days prior thereto by personal delivery of written notice, email, or other electronic means of notice (and the method of notice need not be the same for each Director). Notice of a special meeting may be waived prior to, at, or after that meeting.

SECTION 3.8 QUORUM & VOTING. A majority fifty-one percent (51%) of the elected Board of Directors shall constitute a quorum for the transaction of business and, if at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. Each Director shall be entitled to one (1) vote. A Director may not vote or act by proxy at any meeting of the Board of Directors.

SECTION 3.9 COMPENSATION. The Board of Directors shall serve without compensation except when prior authorization has been obtained. This compensation would only be allowed when the Board of Directors are performing official functions of the Corporation beyond those normally required by attending meetings.

SECTION 3.10 MEETING BY TELEPHONE OR TELECONFERENCE. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. For proper notice of a Board or committee meeting under this section, members of the Board or committee may be notified by electronic means. If any member of the Board or committee does not use any form of electronics, that member must be called at their home at least twenty-four (24) hours prior to the meeting. Contact with an answering machine is considered contact with the individual involved.

SECTION 3.11 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all Directors or committee members entitled to vote upon such action at a meeting. Such consent shall have the same force and effect as a unanimous vote of Directors or committee members.

SECTION 3.12 REMOVAL OF A DIRECTOR. The membership may remove any member of the Board of Directors with or without cause at the Annual Meeting, or at a special meeting, if such action has been included in the meeting notice.

ARTICLE IV - OFFICERS

SECTION 4.1 OFFICERS. The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and immediate Past-President.

SECTION 4.2 ELECTION & TERM OF OFFICE. The Officers of the Corporation shall be elected, for a term commencing on election, by the Corporation's Board of Directors. Such meeting of the Board of Directors shall be held no later than thirty (30) days after the Annual Meeting. Each Officer shall hold office for a term of one (1) year or until his/her successor shall have been duly elected, or until his/her death, resignation or removal. Corporate Officers must be members of the Board of Directors.

SECTION 4.3 REMOVAL OF OFFICERS. The Board of Directors, with cause, may remove any officer whenever in its judgement the best interests of the Corporation will be served thereby. Such officer removed shall remain on the Board of Directors unless removed by the membership in accordance with Section 3.12 of these Bylaws.

SECTION 4.4 VACANCIES. Any Officer may resign, at any time, by giving written notice to the Board President or the Secretary. An Officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors. However, if the notice of resignation is from the immediate Past President the office shall remain unfilled for the remainder of the term.

SECTION 4.5 AUTHORITY AND DUTIES OF OFFICERS. The Officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the Board of Directors, or these Bylaws, or except in any event each Officer shall exercise such powers and perform such duties as may be required by law.

SECTION 4.6 PRESIDENT. At its annual organizational meeting following the Annual Meeting of the members, the Board of Directors shall elect, from among those who are Directors of the Corporation, a Board President who shall, when present, preside at all regular and special meetings of the Board of Directors and of the members of the Corporation, shall present at the Annual Meeting of the members of the Corporation a report on the activities of the Corporation during the preceding year, and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him/her by the Board of Directors. The Board President shall be an ex-officio member of all committees except, if the Board shall appoint another member of the Board to serve a committee in that capacity.

SECTION 4.7 VICE PRESIDENT. One shall be elected by the Board of Directors from among those who are Directors of the Corporation. The Vice President of the Board shall assist the Board President, as requested, in the performance of his/her duties and shall have such other functions as these Bylaws may provide or as the Board of Directors may assign and shall possess the powers and perform the duties incumbent upon the Board President during his/her absence or disability.

SECTION 4.8 SECRETARY. One shall be elected by the Board of Directors from among those who are Directors of the Corporation. The Secretary will provide proper notice of all minutes, record minutes and shall have such other functions as the Bylaws may provide. The Secretary shall also serve as the Parliamentarian assuring that all meetings are conducted by Robert's Rules of Order, or an equivalent rule of procedure selected by the Board of Directors. The Secretary shall be responsible for preparing, maintaining and certifying a list of members of the Corporation per Section 2.5 of these Bylaws.

SECTION 4.9 TREASURER. The Treasurer shall maintain a complete and accurate account of all funds received and disbursed. He/She shall present a monthly report to the Board of Directors and an annual report to the membership as soon as feasible after the close of the fiscal year, listing all receipts and disbursements by budget categories.

SECTION 4.10 IMMEDIATE PAST PRESIDENT. The immediate Past President shall serve on the Executive Committee and shall perform those duties prescribed by the Board President or the Board of Directors.

SECTION 4.11 EXECUTIVE DIRECTOR. The Board of Directors may select an Executive Director who, as chief operating officer under its supervision and direction, shall carry on the general affairs of the Corporation. The Executive Director shall be a member of the staff of the Corporation and shall be a non-voting member of all committees. The Executive Director shall not be a member of the Board of Directors, ~~even if eligible by virtue of lot ownership.~~ The Executive Director shall keep the minutes of all Board and membership meetings. He/she shall provide for notification to the members and Directors of the Corporation of their respective meetings in accordance with these Bylaws of the Corporation, shall be the custodian of the corporate records, shall make certification of Board actions, Bylaws and all organizational documents. It is his/her duty to approve the expenditure of the money appropriated by the Board of Directors. The Executive Director shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Corporation. He/she shall comply with all legal and appropriate orders from the Board of Directors. He/she shall perform such other duties as may be determined from time to time by the Board of Directors.

Remove the strikethrough portion of the paragraph.

ARTICLE V - COMMITTEES OF THE BOARD

SECTION 5.1 EXECUTIVE COMMITTEE. The Board of Directors may appoint an Executive Committee at any meeting of the Board of Directors. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and immediate Past President and shall meet as often as necessary during each calendar year. The Executive Committee may act at a duly called Executive Committee meeting on behalf of the Board of Directors. Regular minutes of the proceedings of the Executive Committee shall be kept and all actions taken by the Executive Committee must be reported at the next regularly scheduled meeting of the Board and is subject to final approval by the Board of Directors.

SECTION 5.2 FINANCE COMMITTEE. The Board of Directors may appoint a Finance Committee at any meeting of the Board of Directors. The Finance Committee is composed of the Treasurer, who serves as the Chairperson, and such other members of the Board and community at large as the President may select. The committee's job is to review banking and billing procedures and all fiscal matters of the Corporation. The committee also prepares the annual operating budget and conducts an annual internal audit. The committee will develop and review investments policies and prudently manage and invest surplus cash, within the prudent investor guidelines and the investment guidelines established by the Board directive.

SECTION 5.3 NOMINATIONS COMMITTEE. The Board of Directors will appoint at least four (4) people to a Nominations Committee at least sixty (60) days prior to each Annual Meeting. ~~No member of the Board of Directors may serve on the Nominations Committee.~~ The Nominations Committee will present their recommendations for members to be elected to the Board of Directors at the next Annual Meeting. The Nominations Committee serves for only one (1) Annual Membership Meeting and members may be appointed again in succeeding years.

Remove the strikethrough portion of the paragraph.

SECTION 5.4 OTHER COMMITTEES. The Board of Directors may designate one or more standing or special committees to work on particular matters for the Corporation. Each such committee may exercise the authority granted to it by the Board's enabling resolution. Committee recommendations are to be referred back to the Board of Directors for any appropriate action.

SECTION 5.5 LIMITATIONS ON COMMITTEE POWERS. No committee shall have the authority of the Board of Directors to amend, alter or repeal these Bylaws; to elect, appoint or remove any member of any such committee or any Officer or Director of the Corporation; to amend or restate the Articles of Incorporation of the Corporation; to adopt or change any rules or regulations; to restate the Corporation's Articles of Incorporation; to adopt a plan of merger

or adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; to authorize the voluntary dissolution of the Corporation or to revoke proceedings therefore; to adopt a plan of the distribution of the assets of the Corporation; to amend, alter or repeal any resolution of the Board of Directors; or to take any action as may otherwise be prohibited by law. If no rules are established, the rules that govern the Directors shall govern the committees. All committees are to report promptly to the Board and only take such action(s) as is specifically designated in these Bylaws or in the resolution chartering the committee. Each committee shall consist of at least one Director and such other people as the Board may designate, who need not be members of the Board of Directors.

SECTION 5.6 QUORUM. One half of the committee members in attendance at the meeting shall constitute a quorum. A majority (51%) vote is required for passage of any action taken by the committee.

ARTICLE VI – CONFLICT OF INTEREST

SECTION 6.1 CONFLICT DEFINED. A conflict of interest may exist when the interests or activities of any Director, Officer, or staff member may be seen as competing with the interests or activities of this Corporation and the Director, Officer or staff member derives a financial or other material gain because of a direct or indirect relationship. No payment for services rendered to Sunset Memorial Gardens shall be paid to individual Board Members or any organization with which a Board Member is affiliated through employment, ownership, etc. except as specifically authorized by the Board.

SECTION 6.2 DISCLOSURE REQUIRED. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or the Chief Operating Officer of the venture or business of concern.

SECTION 6.2.1 ABSTINANCE FROM VOTE. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee thereof.

SECTION 6.3 ABSENCE FROM DISCUSSION. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

SECTION 6.4 MINUTES. The minutes of the meeting(s) of the Board or committee(s) shall reflect the conflict of interest was disclosed and the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

ARTICLE VII – MISCELLANEOUS

SECTION 7.1 FISCAL YEAR AND AUDIT. The fiscal year of the Corporation shall be June 1 through May 31. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year may be audited by certified public accountants, at the discretion of the Board of Directors, and a report of the audit shall be provided to the Board of Directors within ninety (90) days after the close of the fiscal year.

SECTION 7.2 BONDING OFFICERS. All members of the Board of Directors of this Corporation who have access to, or custody of, funds of the Corporation shall give a bond in such sum and with such corporate surety or sureties as shall be satisfactory to the Board of Directors and as required by the North Dakota Century Code for the faithful performance of the duties of their respective positions with the Corporation. The cost of such a bond shall be made by the Corporation.

SECTION 7.3 PROPERTY, GIFTS AND ENDOWMENTS. The Corporation is authorized to accept, own and dispose of real estate, money, all forms of securities and other personal property through gifts, endowments, bequests or otherwise, and do all such other things and have such other powers as may be necessary to carry out the purposes of this Corporation not in violation of, or inconsistent with, the laws of the United State or North Dakota.

SECTION 7.4 DISSOLUTION. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to any organization that, at the time, qualify as an exempt organization or organizations under Section 501(c)(13) of the Internal Revenue Code. Any assets which are not distributed as such shall be distributed by the District Court in Cass County, North Dakota, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operate exclusively for such exempt purposes.

SECTION 7.5 AMENDMENTS. This instrument may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the membership by a majority vote provided that a notice in writing of the proposed action has been given in the proper notice of the Annual Meeting.