
**BYLAWS OF THE
TOY WAREHOUSE LOFTS OWNERS ASSOCIATION**
A California Nonprofit Mutual Benefit Corporation

ARTICLE I

Name of the Association

The name of the Association is **TOY WAREHOUSE LOFTS OWNERS ASSOCIATION** ("Association").

ARTICLE II

Introduction

2.01 Incorporation of Definitions.

The definitions contained in the Declaration of Covenants, Conditions, and Restrictions ("Declaration") recorded on this project also apply to these Bylaws.

ARTICLE III

Meetings of Members

3.01 Special and Regular Annual Meetings of Members.

- (a) As provided in the Declaration, a regular annual meeting of Members shall be held in December, or within sixty (60) days of the same day of the same month of the subsequent year's meeting. The exact time shall be decided by the Board.
- (b) At the annual meetings, Members shall elect a Board of Directors in accordance with these Bylaws, applicable Election Policy and Civil Code Sections 5105-5125 as amended from time to time, and transact other Association business.
- (c) Special meetings shall be held pursuant to Corporations Code Sections 7510 and 7511 upon the request of 5% of the total voting power of the membership.
- (d) Upon written request to the President, Treasurer, or Secretary by an Association member entitled to call a special Members meeting:

- (1) The officer shall give notice to the Members that the Board will schedule a meeting not less than thirty-five (35) days before nor more than ninety (90) days after the request is received; and
 - (2) If notice is not given within twenty (20) days after the request is received, the persons entitled to call the meeting may give the notice.
- (e) Member meetings shall be held in compliance with Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000.

3.02 **Notice of Meetings.**

Notice of meetings (Regular or Special) shall be given in compliance with Corporations Code Section 7511 and the Declaration. Notice shall be given by first class mail, electronic mail (by consent of member) or hand delivery of written notice. Notice of the meeting shall also be posted in a conspicuous location at the Property which is accessible to all Owners.

3.03 **Conduct of Meetings.**

Member meetings must be conducted in accordance with a recognized system of parliamentary procedures as the Association may adopt.

3.04 **Action Without a Meeting.**

Any action (except the election of directors) that may be taken at any Members' meeting may be taken without a meeting in compliance Corporation Code Section 7513 and Civil Code Section 5105-5125 as amended from time to time pursuant to a vote by secret ballots mailed to the members.

3.05 **Quorum.**

- (a) Except as required when Members are voting to increase regular assessments, approve special assessments, amend governing documents or transfer common area to a member for exclusive use (which quorum is set by statute), twenty-five percent (25%) of the members entitled to vote (in person or by proxy) shall constitute a quorum of the membership.
- (b) Once a quorum has been established at a meeting, Members may do business until adjournment, even if attendance becomes less than the quorum amount during the course of the meeting, and as long as any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.
- (c) Business may not be transacted if a quorum is not met, except that upon a motion made and approved by a majority of Members present (in person or by

proxy) may adjourn the meeting until a date not less than five (5) nor more than thirty (30) days from the original meeting date, with the quorum requirement for the new meeting being removed in its entirety.

3.06 **Proxies.**

A Member may not cast a vote by directed proxy. However, proxies may be used to establish a quorum or to entitle a duly qualified proxy-holder to cast a vote by secret ballot. Upon presentation of a valid proxy, the proxyholder shall be provided a secret ballot and corresponding envelopes to fill out and submit.

3.07 **Voting and Election of Directors.**

3.07.1 **Campaigning.**

- (a) All candidates or members advocating a point of view during a campaign, including those not endorsed by the Board, shall be provided equal access to Association media, newsletters, or Internet Web sites (if any) for purposes that are reasonably related to the election. The Association may not edit or redact any content from these communications said content, unless if published, would subject the Association to legal action for republishing that content. In addition, the Association may include a statement specifying that the candidate or member, and not the Association, is responsible for that content.
- (b) All candidates, including those who are not incumbents, and all members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election, shall be provided equal access to any common area meeting space, if any exists, during a campaign at no cost.
- (c) Association funds may not be used for “campaign purposes” in connection with any board election. The term “campaign purposes” is defined to include, without limitation, (1) “expressly advocating the election or defeat” of any candidate that is on the ballot; or (2) “including the photograph or prominently featuring the name of a candidate on a communication” from the Association (except the ballot and voting materials and equal access communication sent pursuant to this policy).

3.07.2 **Notice of Election Meeting and Nomination of Candidates.**

- (a) At least sixty (60) days before an election meeting of the Association, the Board of Directors or its agent shall send a Notice of Election Meeting to each member of record. This Notice shall state the location, date and time of the meeting, and the identity and address of the Ballot Collector and the identity of the Election Inspectors. Concurrently with the mailing of the

Notice of Election Meeting, the Association shall mail, hand deliver or electronically deliver (with member consent) to each owner a Candidate Nomination Form.

- (b) The Association's Board of Directors shall be owners of Lots or a qualified representative. Qualified representatives include Trustees of Trusts, Officers or Managers of Corporations or LLCs or general partners of partnerships or LLP's. Persons acting under a Power of Attorney (Attorney in Fact) are not qualified representatives.
- (c) Only Owners/members may nominate themselves or another person to run for the Board of Directors. Nominations made by persons who are not owners/members at the time the nomination was submitted shall be void;
- (d) Any Owner candidate nominated by another Owner must consent to having his or her name placed in nomination for election to the Board.
- (e) All candidates who meet the qualifications to serve on the Board and, if appropriate, have confirmed their willingness to run for election to the Board, shall be listed on the secret ballot.
- (f) The Candidate Nomination Form must be returned to the Association at the address provided on, and by the deadline stated on such form. Nominations from the floor of the election meeting for candidates for the Board shall not be permitted. Write in votes shall not be permitted.

3.07.3 Secret Ballot Procedure; Record Date.

- (a) Ballots and a pre-addressed envelope with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association to every member not less than thirty (30) days prior to the deadline for voting.
- (b) Ballots must ensure the confidentiality of the voters.
 - (1) A voter may not be identified by name, address, or lot, parcel or unit number on the ballot;
 - (2) The ballot may not require the signature of the voter;
 - (3) The ballot itself is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left hand corner of the second envelope, the voter prints and signs his or her name, address, and lot (if more than one is owned), that entitles him or her to vote. The second envelope is addressed to the inspectors of election, c/o the designated ballot collector (property management company), who will be tallying the votes.

- (c) Owners may return their secret ballot by mail, hand deliver it to the meeting or complete the ballot at the meeting; provided only those ballots which are delivered to the inspectors of election prior to the polls closing shall be counted.
- (d) A member may request a receipt for delivery. The record date for purposes of voting shall be the date the ballots are mailed to all of the owners.

3.07.4 Inspectors of Election.

- (a) The Board shall appoint an independent third party as inspector of election after the close of candidate nominations but before the secret ballots are mailed to all of the owners. Independent third parties include, but are not limited to:
 - (1) a volunteer pool worker with the County registrar of voters;
 - (2) a licensee of the California Board of Accountancy;
 - (3) a notary public;
 - (4) a member of the Association provided such member is not a member of the Board of Directors or a candidate for the Board of Directors and;
 - (5) a person who is currently employed or under contract to the Association for any compensable services.
- (b) The inspectors of election shall also do all of the following:
 - (1) determine the number of memberships entitled to vote and the voting power of each;
 - (2) determine the authenticity, validity, and effect of proxies, if any;
 - (3) receive ballots;
 - (4) hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
 - (5) count and tabulate all votes;
 - (6) determine when the polls shall close;
 - (7) determine the results of the election;
 - (8) perform any acts as may be proper to conduct the election with fairness to all members in accordance with this section and all applicable Rules of Association regarding the conduct of the election that are not in conflict with this section.
- (c) An inspector of election shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical. The decision or act of a majority shall be effective in all respects as the decision or act of all.

- (d) Any report made by the inspector or inspectors of election is prima facie evidence of the facts stated in the report.
- (e) The Board may remove and replace any inspector of election prior to the tabulation of ballots if an inspector of election resigns or if the Board reasonably determines that an inspector of election will not be able to perform his or her duties impartially and in good faith.

3.07.5 **Handling of Ballots.**

- (a) The Ballot Collector shall be designated by the Board of Directors and shall be identified on the Notice of Election Meeting. As secret ballots are returned to the Ballot Collector, the Ballot Collector shall check off on a sign-in sheet that a ballot has been received for such unit/lot. The first secret ballot received for any unit/lot shall be the ballot which is counted. Any subsequent ballots for the same unit/lot which are received shall be deemed invalid and shall be discarded. Ballots received by the Ballot Collector shall be irrevocable.
- (b) The sealed ballots at all times shall be in the custody of the inspectors of election or at a location designated by the inspectors until delivered to the inspectors at the meeting for the opening of the ballots and the tabulation of the vote. After the counting of ballots and the certification of the election results by the inspectors of the election, the ballots shall be transferred to the Association.
- (c) No person, including a member of the Association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are to be counted and tabulated.
- (d) After tabulation, election ballots shall be stored by the Association in a secure place for no less than one (1) year after the date of the election. In the event of a recount or other challenge to the election process, the Association shall, upon written request, make the ballots available for inspection and review by members of their authorized representatives. Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote.

3.07.6 **Meeting at Which Secret Ballots Shall be Tabulated.**

- (a) The inspector of the election shall tabulate the ballots for the election of the directors or other matters to which this policy applies at a meeting of the owners, or if no quorum is present, at a special meeting of the Board of Directors duly noticed for the same date, time and place, as the general meeting of the Association called for the purpose of counting ballots. The

Board of Directors shall determine the date, time and place of the annual or other general meeting of the owners and the concurrent special meeting of the Board in accordance with the Association's Bylaws.

3.07.7 Tabulation of Votes; Quorum Requirement.

- (a) All votes shall be counted and tabulated by the inspector of election in public at a properly noticed open meeting of the members or of the Board, at which a quorum of members or a quorum of Board members, as the case may be, must be present.
- (b) The inspector of election shall confirm that no more than one ballot was returned for each unit/lot.
- (c) Any candidate or other member of the Association may witness the counting and tabulation of the votes.
- (d) In order for the vote for the election of directors to be valid, ballots must be returned by at least a quorum of the owners. If quorum is not obtained, no election will be conducted unless the meeting is adjourned and quorum is met at the rescheduled meeting.

3.07.8 Announcement of Results.

- (a) The results of the election shall be promptly reported to the Board of Directors and shall be recorded in the minutes of the next meeting of the Board of Directors and shall be available for review by members of the Association.
- (b) Upon certification of the election results by the inspectors of election, the newly elected Board members shall be deemed to have taken office.
- (c) Within fifteen (15) days of the election, the Board shall publicize the tabulated results of the election in a communication directed to all members.

3.07.9 Proxies.

- (a) Proxies for establishment of a quorum are permitted as provided by the Association's Bylaws and comply with California law. Proxies shall not be treated as a secret ballot.
- (b) A person submitting a valid proxy at an election meeting shall be provided with a secret ballot and dual envelopes as prescribed herein, provided that the giver of the Proxy is not in attendance and has not previously cast a secret ballot.

3.08 **Suspension of Voting and Membership Rights.**

The Board shall have the power and authority to suspend the voting rights during any period in which such member shall be in default in the payment of any assessment or fine levied by the Association, after a duly noticed hearing.

ARTICLE IV

**Association's Books and Records:
Rights to Inspection**

- (a) The Association Board will keep membership registers (including mailing addresses and telephone numbers), account books and minutes of meetings of Members, the Board, and committees as reasonably necessary and as required by Civil Code Sections 5200-5240, as amended from time to time.
- (b) Association books and records, except those documents that are reasonably determined by the Board to be confidential, are available for inspection and copying (at the owner's sole expense) by any Association Member (or representative) at any reasonable time and for a purpose reasonably related to a Member's interest at the Association office (or other location established by the Board) as required by Civil Code Sections 5200-5240 or other applicable statute. The Board shall adopt reasonable rules relating to such inspections and comply with the provisions of Civil Code Sections 5200-5240).
 - (1) Except in an instance where a Director is engaged in a dispute with the Association or Board such that there is conflict of interest, every Director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copy documents.

ARTICLE V

Board of Directors

5.01 Powers and Duties of the Board.

Association activities will be conducted under the direction of a Board of Directors (subject to the Governing Documents and the California Nonprofit Mutual Benefit Corporation Law, as amended from time to time, governing action that must be approved by the Members).

5.02 Number, Qualifications, Election, Term of Office and Compensation.

- (a) The Board of Directors will consist of three (3) members who are in good standing at the time of nomination and election.
- (b) Directors must be Association Members, i.e. Owners of Record, in good Standing. Good standing shall mean: (1) not delinquent in payment of assessments to the Association; (2) not a party to any pending litigation by or against the Association; (3) not subject to any pending disciplinary action by the Association. (4) Directors shall agree in writing to abide by the Board's rules of conduct and ethics adopted and as amended from time to time.

In addition, the following shall qualify as Directors: a duly appointed Trustee of a Trust holding title to a Unit as identified in the Trust document and a representative of a business entity such as a corporation, LLC, or General Partnership registered with and recognized by the Office of the Secretary of State for the State of California that has been duly appointed to serve in the capacity of a Director/Officer/Manager/General Partner. A person holding a Power of Attorney of an Owner shall not qualify as a Director.

- (c) The directors shall serve staggered terms of two years to ensure continuity from Board to Board. At the first election of Directors following the adoption of these amended and restated Bylaws, three directors will be elected with the two directors receiving the greatest number of votes receiving two year terms and the other Director receiving a one-year term. Thereafter, as the initial terms expire, two directors will be elected in odd-numbered years and one director will be elected even-numbered years. In the event a quorum is not achieved for an election, the director's terms shall be extended until a quorum is achieved.
- (d) At each annual meeting during a year in which the terms of Directors expire, the Members will elect directors to replace the directors whose terms have expired.
- (e) Directors shall not be entitled to any compensation for services rendered as a director but shall be entitled to reimbursement of legitimate pre-approved expenses incurred on behalf of the Association.
- (f) Fractional or co-owners of a Unit shall not serve simultaneously upon the Board of Directors. Directors related by blood or marriage shall not be eligible to serve simultaneously.

5.03 Vacancies.

- (a) A vacancy exists if:

- (1) A Director resigns, dies, ceases to be a member of the Association, or is removed from office;
 - (2) The Members increase the number of authorized Directors but do not elect the additional Directors at the meeting (or its adjournment); or
 - (3) The Members do not elect the full number of Directors.
- (b) Board vacancies (except as a result of removal) may be filled by a vote of the remaining directors or pursuant to a vote of the membership under Article 3 hereof. for the remaining term of office.
- (c) The Board may declare vacant the office of a Director who is convicted of a felony, is declared of unsound mind by a final order of the court, fails to attend three (3) consecutive meetings of the Board without good cause, or who ceases to qualify to be a Director under Section 5.02 (b) of the Bylaws (including for failure to pay assessments). The remaining Directors shall have the sole discretion to determine whether a failure to attend was with good cause.
- (d) Members may elect, by petitioning for a Special Meeting:
- (1) Directors to fill any vacancy not filled by the Directors, at any time; and
 - (2) Additional Directors, at the meeting in which an increase in the number of Directors is authorized.

5.04 **Removal of Directors.**

- (a) Directors may be removed pursuant to the provisions of Corporation Code Sections 7222 and 7223, if a Director fails to attend three consecutive board meetings or otherwise is not qualified to serve as a Director. Specially elected Directors (those elected at a special meeting by petition) may be removed from office prior to the expiration of a term of office only by a vote of at least a simple majority of the voting power residing in Members.
- (b) A successor may be elected by the membership at the time of removal or at a later date to fill the vacancy in compliance with the provisions of these Bylaws.

5.05 **Regular Meetings.**

- (a) The Board must hold semi-annual meetings on dates established by Board resolution, unless the business to be transacted requires more frequent meetings, in which event the Board may meet more frequently.
- (b) Notice of regular Board meetings must be given to each Director and the members at least four (4) days before the meeting date. Notice shall be

communicated by appropriate means which are reasonably calculated to provide notice of the meeting. Notice by email shall be sufficient unless a Director declines such electronic notice. Regular meetings shall be held in compliance with Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000.

5.06 **Special Meetings and Notices.**

- (a) Special Meetings of the Board of Directors may be called at any time for any purpose by the President, or any two (2) Directors.
- (b) Written notice specifying the time, place and nature of business to be conducted at the Special Meeting must be delivered to each Director at least seventy-two (72) hours before the meeting is scheduled to commence. The notice shall be communicated to Members as specified in Section 5.05(b) herein. Special Meetings shall be held in compliance with Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000.

5.07 **Waiver of Notice.**

- (a) A Director may sign a waiver of notice, written consent, or approval of minutes of any meeting.
- (b) Waivers and consents must be filed with Association records or made a part of the minutes of the meeting.
- (c) Director attendance at a Board meeting waives the Director's notice of meeting.

5.08 **Adjournment.**

- (a) A majority of the Directors present, whether or not they constitute a quorum, may adjourn to another time and place.
- (b) Notice shall be given to any Directors not present.

5.09 **Quorum.**

- (a) A quorum for the transaction of business is a majority of the actual number of Directors.
- (b) A meeting at which a quorum is initially present may continue to transact business after Directors withdraw, provided that any action is approved by a majority of the required quorum. In the event that a majority vote cannot be achieved due to a director being absent and the remaining directors reach an impasse, the motion shall be tabled until the full board convenes and a majority of the Board approves or rejects the proposed action.

5.10 **Conduct of Meeting.**

- (a) All Board meetings (except Executive Sessions) are open to all Association Members (although non-Board Members may not participate in deliberations or decisions unless expressly authorized to do so by a majority of a quorum of the Board).
- (b) Directors may participate in a meeting by telephone so long as all Directors participating can hear one another.

5.11 **Executive Sessions.**

- (a) In accordance with the provisions of Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000 or other applicable statute, with the approval of a majority of a quorum of Board Members, the Board may adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, disciplinary action, litigation involving the Association, and other business of a similar nature as provided by California law. Except for an emergency meeting or a meeting which will solely be held in executive session, notice shall be provided at least four days in advance, along with an agenda. Executive session only meetings of the board shall be noticed at least two days in advance with an agenda specifying generally what the nature or topics of discussion will be.
- (b) If a regular Board meeting is to be adjourned into executive session, the nature of business to be considered in Executive Session must first be announced in open session.
- (c) Any matter discussed in Executive Session shall be generally noted in the minutes of the following Board meeting.
- (d) In any matter relating to the discipline of a Member, the Board shall meet in Executive Session, if requested by the Member in question, and said Member shall be entitled to attend the Executive Session.

5.12 **Nominations of Candidates for the Board.**

Procedures for nominations for election to the Board shall comply with Corporation Code Section 7520, Civil Code Sections 5100-5130 and Article III of the Bylaws as amended from time to time.

5.13 **Committees.**

The Board may create committees to serve at the pleasure of the Board. Such committees shall be created only by resolution adopted by a majority of the Directors then in office, provided that a Quorum is present. Committee members need not be members of the Board.

5.14 **Place of Meetings.**

The meetings shall be held at a place reasonably convenient to the Members, designated by the Board, either on the Property or as close as possible to the Property.

ARTICLE VI

Officers

6.01 **Enumeration of Officers.**

(a) The Association will have the following Officers:

- (1) A President;
- (2) A Secretary;
- (3) A Treasurer;

(b) Officers must be Directors/Owners as qualified under Section 5.02.

6.02 **Election of Officers.**

At the initial meeting of the Board after the election of directors, officers shall be elected by the Directors to serve until a Board majority votes to change the designated officers.

6.03 **Removal and Resignation.**

(a) An Officer may be removed, without cause, from office by the Board upon a majority vote of a quorum of the Board.

(b) An Officer may resign at any time. Resignations shall be tendered in writing.

6.04 **Vacancies.**

An Officer vacancy may be filled to complete the remainder of a term, as prescribed in these Bylaws for regular election or appointment to office.

6.05 **President.**

The President is the principal executive officer of the Association, with the following duties and powers:

(a) Generally supervise all of the Association's business and affairs;

- (b) Preside at all meetings of the members and of the Board; and
- (c) Perform all general duties incident to the office of President prescribed by the Board.

6.06 Intentionally omitted

.07 Treasurer.

The Treasurer is the chief financial officer of the Association, with the following duties and powers:

- (a) Through agents or accountants of Association, ensure that adequate and correct accounts of Association properties and business transactions are kept and maintained, in a manner consistent with the manner in which such documents are usually kept;
- (b) Through agents or accountants of Association, provide copies of all financial statements and reports to Association Members, as required;
- (c) Through agents and accountants of Association, maintain custody and responsibility for all Association funds and securities;
- (d) Through agents and accountants of Association, receive all monies payable to the Association and provide and maintain appropriate receipts;
- (e) Through agents and accountants of Association, deposit all monies in the name of the Association in banks or depositories selected in accordance with these Bylaws; and
- (f) Perform all general duties incident to the office of Treasurer assigned by the President or the Board.

6.08 Secretary.

The Secretary will perform the following duties:

- (a) Ensure that the minutes of all Member, Board and Committee meetings are prepared and maintained for that purpose;
- (b) Ensure that all notices are given as required;
- (c) Maintain custody of the Association's records in a secure and organized manner; and

- (d) Perform all duties assigned by the President or by the Board.

ARTICLE VII

Indemnification and Liability

7.01 Liability of the Board and Officers.

Board Members and Association Officers are not liable if they perform their duties in conformance with Corporations Code Sections 7231 and 7231.5, and Civil Code Section 5800). No lawsuit may be filed against a person serving without compensation as Director or Officer of the Associating on account of any negligent act or omission by that Person within the scope of that Person's duties as Director acting in the capacity of a Board member, or as an Officer acting in the capacity of, and within the scope of the duties of an Officer unless the court enters an order allowing the pleading that includes that claim to be filed after the court determines that the party seeking to file the pleading has established evidence that substantiates the claim.

7.02 Indemnification of Agents.

The Association shall indemnify any present or former Director, Officer, Employee or other Agent of the Association to the fullest extent authorized under California Corporations Code Section 7237, or any successor statute, and may advance to any such person funds to pay expenses that may be incurred in defending any action or proceeding on receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that such person was entitled to indemnification under this provision.

ARTICLE VIII

Miscellaneous

8.01 Checks, Drafts, etc.

All checks, drafts and other orders for payment, or evidence of indebtedness regarding the Association must be signed by one person designated by the Board, except checks or drafts issued from the reserve account. Payments from the reserve account shall be in writing and shall require two (2) directors written authorization. Checks, drafts or other orders for payment shall be signed in accordance with the provisions of California law.

8.02 **Conflicts.**

- (a) In case of conflict between the Declaration and these Bylaws, the Declaration will control.
- (b) In case of conflict between these Bylaws and any applicable State of California law or statute, the law or statute will control.

8.03 **Notices.**

Unless otherwise specified, giving of all notices shall conform with the provision specified for notices in the Declaration.

8.04 **Fiscal Year.**

The Association's fiscal year shall run from January 1 through December 31.

ARTICLE IX

Amendments

- (a) The Association may amend these Bylaws as follows:
 - (1) Approval of a majority of the total voting power of the Association.
- (b) Amendment of the Bylaws requires a signed, written instrument by two (2) Association Officers certifying that the relevant amendment has been approved by at least a majority of Association Members.
- (c) The specified percentage of members necessary to amend a specific section or provision of these Bylaws shall not be less than the percentage of affirmative votes prescribed for action to be taken under that section or provision.

I, THE UNDERSIGNED SECRETARY, certify that the foregoing Bylaws have been approved by a majority of the Members of the Association.

By:
ASSOCIATION SECRETARY