

## **AMENDMENTS TO THE UPAAA CONSTITUTION AND BYLAWS**

By the Constitution and Bylaws Revision Committee

May 5, 2018

### **VISION**

To enable UP alumni to support the Alma Mater in its role in nation building and its pursuit of academic excellence and honor

### **MISSION**

The mission of UPAAA is to promote and support the alma mater as a premier institution of learning as it pursues academic excellence and preeminence in nation-building. It also aims to connect with alumni locally and globally through meaningful programs, services and communications.

### **ARTICLE I. NAME**

The name of this corporation shall be the UNIVERSITY OF THE PHILIPPINES ALUMNI ASSOCIATION IN AMERICA, INC. aka UPAAA, INC.

### **ARTICLE II. PRINCIPAL OFFICE**

The principal office and address of this corporation shall be the address of the Incumbent National President.

### **ARTICLE III. NATURE AND OBJECTIVES**

The Corporation shall be a nonprofit, non partisan and non-sectarian organization. It is organized exclusively for charitable, educational and cultural purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles., the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The objectives of the Association are as follows:

- A. To provide assistance and resources to the University of the Philippines in support of its mission as a premier academic institution,
- B. To provide leadership in fostering a bond of unity, fellowship and collaboration among individual alumni and organizations to achieve common goals,
- C. To promote the development and advancement of intellectual, cultural, social and civic projects that benefit students and faculty of the University of the Philippines in particular and the community at large in general,
- D. To recognize excellence, significant contributions and achievements of UP alumni on a national and international level,
- E. To establish and maintain a Scholarship Fund for students of the University of the Philippines according to guidelines approved by the Board,
- F. To generate funds to support its charitable, educational and cultural activities under IRS guidelines,
- G. To maintain a continuous relationship with the University of the Philippines through the office of the University President, alumni relations and

administrative representatives of various constituent campuses.

## ARTICLE IV. MEMBERSHIP

### A Categories

1. Regular members
2. Associate members
3. Honorary members
4. Organization/Chapter members

### B. Eligibility, rights and privileges

Any person, of good character, or group based in the United States, its territories and elsewhere in the world, who qualifies to be a member of this Association shall be considered for membership.

#### Regular members

1. Every person who is the holder of any diploma, title or certificate or who was a former regular student of the University of the Philippines, having earned at least sixty (60) academic units, and not having been dismissed for misconduct or scholastic deficiency shall be qualified to be a regular member of this Association.
2. Every person who graduated from the UP Integrated School, UP Preparatory School, UP High School, UP Rural High School, UP Baguio High School, UP Cebu High School and UP Visayas High School shall be qualified to be a regular member of this Association.
3. Regular members shall pay required membership dues in order to exercise membership rights. The amount of the membership dues shall be decided by the Board and reviewed periodically. Annual dues are assessed on a calendar basis from January 1 to December 31 of a calendar year.
4. Any member may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.
5. Regular members who are not in the Board can attend meetings of the Association, be nominated to serve on the Board, receive communications from the Association, and receive invitations to attend various events held by the Association. They may attend meetings of the Board, except closed Board meetings, participate in discussions but cannot vote.

#### Associate Members

1. Every person who is not an alumnus of the University of the Philippines but who has evidenced particular interest in the welfare of the University, desires to associate himself/herself in the activities of UPAAA, shall be qualified to be an Associate member upon recommendation of a Regular member and upon approval of  $\frac{2}{3}$  of the Board.
2. Associate members shall pay required membership dues like regular members.
3. Associate members shall have all the amenities and emoluments of membership except the privilege to vote and hold office.
4. Any associate member may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.

#### Honorary Members

1. Individuals who have made positive and beneficial contributions to the University of the Philippines and/or the UPAAA shall be eligible for honorary membership in the Association.
2. Honorary membership shall be conferred by  $\frac{2}{3}$  vote of the Board at a regular or special meeting.
3. Honorary members shall have all the amenities and emoluments of membership except the privilege to vote and hold office. They are not required to pay membership dues.
4. Any honorary member may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval

of the Board.

Organization/Chapter member

1. Any U.P. alumni group, such as regional, state or city alumni group, professional organizations, fraternities, sororities or social clubs may be admitted as a member of UPAAA.
2. Such groups are required to file an application for membership and pay the required fees as determined by the Board. They shall maintain their own structure and bylaws that align with the mission of the Association.
3. The UPAAA Regional Liaison officers may assist in the application and approval of these chapters as members of the Association.
4. Each paid organization/chapter member is entitled to one vote during General Assembly meetings. Each group will submit, in writing, the person representing the group. However, paid regular members within the group vote as regular members.
5. Organization/Chapter members may be suspended or expelled for conduct detrimental to the interests of the Association after due process and upon approval of the Board.

### **ARTICLE V. GENERAL ASSEMBLY MEETINGS**

A. Approval of venue and date, and attendance

In every odd-numbered year, a General Assembly meeting shall be held in September or October, with approval of the Board. The General Assembly shall be composed of UPAAA members who have paid their annual dues and Honorary Members registered at the event.

B. Membership Action

The members during the General Assembly shall act on any matters requiring membership action provided for in this Constitution and Bylaws and matters brought by the Board for membership action

C. Change of Venue and date

Should a change of circumstances warrant the change of date and/or venue of the General Assembly, the President may make such change upon approval of the Board.

D. Quorum

A minimum of 25 paid regular members in attendance shall constitute a quorum. The affirmative vote of a majority of such members present shall carry any valid motion presented at the meeting.

### **ARTICLE VI. GOVERNING BODY - BOARD OF DIRECTORS**

A. Function

The governing body of the corporation shall be the Board of Directors, hereinafter called the Board. The Board serves both administrative and executive roles. The Board shall be the policy-making body of the Association and shall have the following functions: exercise general control and management of the Association, and set direction for the attainment of the purposes of the Association

B. Composition

A total of 35 elected and appointed members shall compose the Board of Directors, all with voting privileges. Twenty-eight (28) at-large directors shall be elected by regular members of the Association; six (6) shall be appointed by the President with Board approval.

Sixteen (16) officers of the Board shall be elected by the elected directors at-large from among themselves. The Immediate Past President automatically

becomes an officer.

The remaining 12 elected at-large directors shall be appointed as Chairs of 12 of the 13 Standing Committees, with the Executive Vice President being Chair of Constitution and Bylaws Review and Revision Committee.

The Officers of the association are as follows:

1. President
2. Executive Vice President
3. Regional Vice President, Eastern Region
4. Regional Vice President, Midwest
5. Regional Vice President, South
6. Regional Vice President, Western Region
7. Secretary
8. Assistant Secretary
9. Treasurer
10. Assistant Treasurer
11. Auditor
12. Public Relations Officer (PRO)
13. Regional Liaison Officer, Eastern Region
14. Regional Liaison Officer, Midwest
15. Regional Liaison Officer, South
16. Regional Liaison Officer, Western Region
17. Immediate Past President

C. Election/Appointment of Board members and voting privileges

1. The regular members of the Association shall elect 28 Directors prior to the biennial General Assembly.
2. The elected members of the Board shall elect from among themselves, prior to the biennial General Assembly, 16 officers of the association. The 17th officer is the Immediate Past President
3. The other 12 Directors shall be appointed by the President as Chairs of the various standing committees, with approval of the Board.
4. The President shall appoint the following six (6) Board members, with approval of the Board: Historian, Legal Counsel, Parliamentarian, Liaison for Luzon, Liaison for Visayas, and Liaison for Mindanao..
5. All members of the Board, elected and appointed, shall be entitled to vote during Board meetings, except the Parliamentarian who maintains a position of impartiality, and, therefore, does not vote on any question except in the case of a ballot vote.
6. In the absence of the Parliamentarian, the President may appoint one of the past Presidents serving in the Advisory Council to function as Parliamentarian.

D. Advisory Council

An Advisory Council, composed of all past UPAAA presidents, shall be formed as a consultative body with no voting privileges. This body shall be represented by the Immediate Past President on the Board of Directors and shall be entitled to vote.

E. Qualifications

1. All elected board members at-large should be of good character. They shall submit a consent to serve to the Nomination and Elections Committee prior to the election. All nominated and elected officers must be current regular members of UPAAA.
2. After being elected as Board member at-large, officers nominated for a certain position should also consent to be voted by the Board for the particular office he/she is being nominated, and disclose potential conflicts of interest.
3. The President and Executive Vice President must have previously served on the Board prior to their election.

F. Term of office

1. The members of the Board shall hold office for a term of two (2) years and may be re-elected for another two-year term. No elected member of the Board shall hold office for more than two (2) consecutive 2-year terms.
1. The newly elected officers shall commence their official duties on January 1<sup>st</sup> following their induction into office and shall end December 31<sup>st</sup> when their term expires after two years.
2. The term of office of all members of the Board of Directors on official documents shall be written as two (2) calendar years.
3. There shall be a Transition Period from the time the incoming set of officers are inducted to the time they assume office on January 1<sup>st</sup>. The outgoing Board shall continue their business during this time to familiarize incoming Board of the responsibilities of their positions, to turn over records, finances, files, passwords and other materials to the incoming Board.
4. A final report shall be made by the outgoing President, including ongoing projects, to ensure continuity consistent with the strategic and long-range plans of the association.

G. Duties of Board of Directors

1. General - The Board shall establish policies, initiate programs, amend or adopt bylaws, perform all duties and responsibilities provided for in this Constitution and Bylaws, and all actions necessary to fulfill the objectives of this Association.
2. Vacancies - Vacancies in all positions on the Board shall be filled by the Board upon recommendation of the President.

H. Meetings

1. The President shall call a meeting of the Board immediately before and/or after every General Assembly, and at least once a year thereafter and act as chairman of Board meetings. As such, the President cannot vote on any matter brought before the Board, except that in case of a tie, the President shall vote to break the tie.
2. The Board of Directors shall hold four quarterly meetings per year. Quarterly meetings shall be held every second Sunday during the months of January, April, July and October. A Board meeting may be held by teleconference provided there is a quorum.
3. Special meetings may be held at the direction of the President or at the written request of at least three (3) Board members.
4. All meetings of the Board and the Association shall be announced by any recognized form of communication by the Secretary, upon authorization of the President, at least two weeks prior to the scheduled date.

I. Quorum

Nine (9) members of the Board shall constitute a quorum for the transaction of business at any Board meeting. Provided a quorum is present, the affirmative vote of a majority of the members of the Board present shall carry any motion presented at the meeting, unless otherwise provided for elsewhere in this Constitution and Bylaws

J. Attendance

1. The Board of Directors shall attend at least two quarterly meetings per year and a biennial General Assembly meeting via physical presence or teleconference to remain on the Board.
2. A Board member who fails to attend at least two quarterly meetings and the biennial General Assembly without a valid reason shall be deemed to have resigned and a letter of resignation from the Board shall be requested.
3. Regular members of the Association may attend any Board meeting except closed session meetings.
4. At the President's discretion, a vote on any matter which requires Board action may be taken by telephone or email or any acceptable electronic communication, in which case, an affirmative vote of the majority of the Board shall carry the motion.

K. Confidentiality .

As part of their fiduciary duty to the Association, Board members shall maintain confidentiality of Board discussions, including electronic and telephone communications, and Association documents. If evidence of continued breach of confidentiality is observed or documented in any board member, the Board shall consider removal of the Board member after due process.

L. Conflict of Interest

1. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall
  - a. Fully disclose the nature of the interest, and
  - b. Recuse himself/herself from discussion, lobbying, and voting on the matter.
2. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention and rationale for approval.

M. Financial management.

The Board of Directors shall have fiduciary responsibility for monitoring financial management of the funds of the Association.

## **ARTICLE VII. CONDUCT OF ELECTIONS**

1. The Nominations and Elections Committee shall solicit nominations for the 28 Directors of the Board as early as two years before the biennial General Assembly by email to all paid regular, associate, honorary and chapter members. The Regional Vice Presidents and Liaison Officers will assist in this search.
2. The committee shall obtain written agreement from the nominees, either by regular mail or by email, of their willingness to serve as a member of the Board.
3. The committee shall submit for review the name and short CV of the nominees to the Board no later than six months before the biennial General Assembly.
4. Ballots shall be mailed to all paid regular members to their last known address at least 60 days prior to the biennial General Assembly. An email announcement shall be sent two times to all paid regular members that voting has commenced.
5. Ballots shall be tabulated by the committee and results submitted to the Board. All ties and controversies shall be decided upon by the Board.
6. The new set of Directors will then be informed of their positions. They will meet before the biennial General Assembly and elect the Officers from their ranks. The incoming President will appoint the Chairs of the various standing committees. The Board will then be inducted during the General Assembly.

## ARTICLE VIII. DUTIES OF OFFICERS/BOARD OF DIRECTORS

### A. National President

1. Act as the Chief Executive Officer of the Association, and as such shall have active management of the operations of the Association, subject, however, to the approval of the Board;
2. Act as the official spokesperson of the Association;
3. Call meetings of the Board and of the general membership of the Association and to preside at such meetings;
4. Appoint committees and individual members to perform functions specified by this Constitution and Bylaws;
5. Perform all duties inherent in the Office and such other duties as may, from time to time, be assigned by the Board.

### B. Executive Vice President

1. Perform the duties of the National President, upon approval of the Board, in the event of absence, or incapacity of the President to continue serving in the office;
2. Serve as Chair of the Constitution and ByLaws Review and Revision Committee;
3. Serve as Co-Chair of the Grand Reunion Planning Committee;
4. Serve on the Strategic Planning Committee.

### C. Regional Vice Presidents

1. In cooperation with the Regional Liaisons, nominate at least seven (7) candidates from each region to be nominated for the Board of Directors;
2. Be responsible for keeping chapters well-informed and actively participating in all UPAAA projects and activities;
3. Perform such other duties as the President and/or the Board may, from time to time, assign to them.

### D. Secretary

1. Keep all records of the proceedings of the meetings of the Board, as well as the general membership of the corporation;
2. Function as conduit for communication, by email or postal mail, between the Board and Association members;
3. Discharge all other functions inherent in the position.

### E. Assistant Secretary

1. Assist the Secretary in the performance of the above functions;
2. Send out notices of meetings and all correspondences, in coordination with the secretary;
3. Assume the duties of the Secretary in his/her absence.

### F. Treasurer

1. Keep safely all funds of the Association;
2. Collect and record membership dues of the Association;
3. Create and maintain systems to ensure financial solvency, oversight and accountability;
4. Assist the Board in preparing an annual budget and maintain financial oversight of the budget;
5. Submit financial statements at each Board meeting and at the biennial Grand Assembly;

6. Be responsible for filing annual Federal and State corporation tax returns and for obtaining charitable solicitation registration prior to fund raising activities, if required.

G. Assistant Treasurer

1. Assist the Treasurer in the performance of the above functions;
2. Be responsible for sending membership renewal forms and reminders for membership dues;
3. In the absence of the Treasurer, assume the duties of the Treasurer.

H. Auditor

1. Shall examine the books and accounts of the corporation, and
2. Certify to its accuracy and correctness.

I. Public Relations Officer shall, upon consultation and coordination with the National President,

1. Plan publicity strategies and campaigns;
2. Prepare and take charge of giving press releases and other media postings on activities and projects of the Association;
3. Act as editor of an online UPAAA newsletter.

J. Parliamentarian

1. Shall assist the President and the Board in procedural matters and compliance with the Constitution and Bylaws;
2. To maintain impartiality inherent in his/her position, the Parliamentarian does not make motions, participate in debate, or vote on any question except in the case of a ballot vote.
3. When the parliamentarian is unable to participate in a meeting, one of the past presidents on the Advisory Council may be requested to fill the role of parliamentarian.

K. Historian

1. Shall keep the archives of the UPAAA and keep the historical records of the corporation up-to-date and current.
2. Upon request, and for reasonable and legitimate purposes, shall provide an accurate and up-to-date history of the UPAAA to all those sought to be served by this Association.

L.. Legal Counsel shall act as consultant in legal matters affecting the corporation.

M. Regional Liaison Officers

1. Will assist the Regional Vice Presidents;
2. Perform such other duties as the President and/or the Board may, from time to time, assign to them.

N. Philippine Liaisons to the constituent universities of the University of the Philippines: Luzon, Visayas and Mindanao,

1. Shall assist the Association in maintaining its relationship with the University of the Philippines through the office of the University President, alumni relations and administrative representatives of various constituent campuses, and
2. Shall assist in monitoring projects of the Association in the University.



## ARTICLE IX. STANDING AND AD HOC COMMITTEES

### A. Standing Committees

The following thirteen (13) Standing Committees shall be formed:

1. Archives,
2. Communication and Publicity,
3. Constitution and ByLaws Review and Revision Committee (chaired by the Executive Vice President),
4. Cultural and Community Outreach,
5. Educational Programs,
6. Membership,
7. Nomination and Elections,
8. Permanent Endowment Fund,
9. Project Coordination,
10. Reunion and Fellowship,
11. Scholarship and Awards,
12. Strategic and Long-Range Planning,
13. Ways and Means,

### B. Functions of Standing Committees

1. Archives Committee shall be responsible for the collection, preservation and proper maintenance of essential historical documents pertinent to the activities of UPAAA, including but not exclusive to the preparation of exhibits and other educational activities as deemed appropriate.
2. Communications and Publicity Committee. Shall include media communications to promote the positive image of UP, update existing members of activities of the Association and encourage alumni and friends to join. The committee will maintain and update the UPAAA Website, including a quarterly online Newsletter. Members will include a member from the Membership and the Reunion and Fellowship Committees, and the Public Relations Officer.
3. Constitution and Bylaws Review and Revision Committee (CBL), chaired by the Executive Vice President, shall conduct regular review and revisions of the Constitution and Bylaws, and shall propose and approve revisions with input from members and officers of the association.
4. Cultural and Community Outreach Committee shall promote Philippine culture and support charitable projects that help the community.
5. Educational Programs Committee shall plan, organize and manage continuing educational programs to benefit alumni, UP students and faculty.
6. Membership Committee shall maintain membership and biographical data on the association's members and encourage participation in programs and activities to increase membership. The Secretary and Assistant Secretary will be members of the committee.
7. Nomination and Elections Committee shall present a list of nominees to the Board for the elective positions of the Executive Board and conduct the elections to be held every two years before the biennial General Assembly. The Regional Vice Presidents and the Regional Liaison officers will be members of the committee.

8. Permanent Endowment Fund Committee shall be responsible for raising, investing and preserving the funds of permanent endowment. It shall distribute money in accordance with the IRS rules pertaining to the non-profit status of UPAAA as a 501c3 organization.
9. Project Coordination Committee (PCC) shall review funding proposals and oversee projects funded by the Association. All proposals and requests for funding and financial support shall be directed to this committee. The Immediate Past-President shall be a member to provide continuity and completion of projects begun by the Immediate Past President. The Treasurer and Assistant Treasurer will be members of the committee.
10. Reunion and Fellowship Committee shall plan, organize, and manage the biennial General Assembly, which should be a continuous planning process for future reunions. It shall provide support for regional reunions and fellowships to bring alumni closer to each other in their area. The Executive Vice President shall serve as Co-Chair. The Regional Vice Presidents and the Regional Liaison officers shall be members of the committee.
11. Scholarship and Awards Committee shall develop guidelines for awarding scholarships and categories for outstanding alumni awards. It shall be responsible for selecting Outstanding Alumni who will then be honored during the biennial General Assembly.
12. Strategic and Long-Range Planning Committee shall identify major short-term and long-term goals for the association, plan fund-raising activities and solicitation of donations. The Executive Vice President shall be a member of the committee.
13. Ways and Means Committee shall be responsible for ensuring the financial viability of the organization through looking for donations and funding sources. The Treasurer and Vice Treasurer shall be members of the committee.

C. Ad hoc or special committees shall be created by the President and dissolved by the President upon completion of their function and duties. Ad hoc committees shall be automatically dissolved at the end of the term of the President.

These special committees may include:

1. Fundraising and Special Events committees.

D. Composition of Committees

1. Standing Committees shall be composed of a Chair, a Co-chair and at least three members.
2. The Chair is appointed by the President from among the elected Board members at-large.
3. The Co-Chair and committee members are appointed by the Chair, except for the Reunion and Fellowship Committee where the Co-Chair is the Executive Vice President.
4. The President is always an ex officio member of each committee, with overall accountability for the goals of each committee.
5. Chairs of all committees are to submit a report of their plans and activities during the biennial General Assembly and during Board meetings. These reports become permanent records of the Association and retrievable from its files.
6. Each committee member is expected to attend at least one committee meeting annually. A committee member is deemed to have resigned from the committee for non-attendance without valid excuse and a resignation letter will be submitted to the Board.

## **ARTICLE X. AMENDMENTS**

A. Approval process

1. Regular review and revisions, if necessary, are carried out by the Constitution and Bylaws Review and Revision Committee (CBL).

2. The CBL Committee shall propose and approve revisions with input from members and officers of the association.
3. The revisions approved by the CBL Committee shall be submitted to the Board of Directors for approval at a regular or special meeting in writing and approved by 2/3 vote of the Board.
4. Members shall be notified of approved revisions via email and website

#### **ARTICLE XI. FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year, beginning on the first day of January and ending on the 31st of December.

#### **ARTICLE XII. GENERAL RULES OF CONDUCT**

##### **A. Parliamentary Procedures - Robert's Rules of Order**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

##### **B. Communication - Formal and Informal**

1. Formal lines of communication shall be followed in official communications within and outside of the Association whenever appropriate. .
2. Appropriate etiquette in communication shall be observed and directed only at persons or entities who are entitled to be included in the communication. The sender of the communication, whether by electronic, social media or other means shall observe professional language.

##### **C. Rules of Decorum**

1. Decorum and professional behavior shall be observed by all members in meetings and gatherings sponsored by the Association. Disruptive and disrespectful language and behavior considered detrimental to the positive image of the Association shall be discouraged.

#### **ARTICLE XIII. DISSOLUTION**

This corporation may be dissolved by  $\frac{2}{3}$  votes of a Board meeting called for this purpose.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

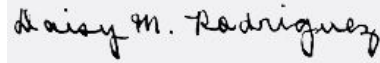
The corporation's records, papers, documents and minutes shall be made available to all Board of Directors as long as the request is made in writing.

All financial records and important documents shall be maintained for a period of eight (8) years beyond the date of dissolution.

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**CONSTITUTION AND BYLAWS COMMITTEE, 2018-2019**

**Approved by:**



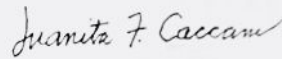
**Daisy M. Rodriguez, Chair**



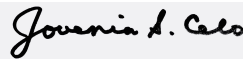
**Federico I. Agnir, Member**




**Phoebe C. Andes, Member**



**Juanita F. Caccam, Member**



**Jovenia S. Celso, Secretary**



**Luzviminda S. Micabalo, Member**



**Nelsie T. Parrado, UPAAA President, 2016-2019**

Approved by the Board of Directors: Place: \_\_\_\_\_

Date: \_\_\_\_\_



