

**BYLAWS**

**OF THE**

**CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION**

**(Amended and Restated on May 29, 2018)**

**AMENDED AND RESTATED  
BYLAWS  
OF THE  
CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION**

**ARTICLE I  
Purposes**

The corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

**ARTICLE II  
Powers**

The corporation shall have such powers as are now or may hereafter be granted by laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

**ARTICLE III  
Offices**

The principal office for the transaction of the activities and affairs of this corporation is located in Ventura County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Article; alternatively, this Article may be amended to state the new location.

The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE IV  
Members**

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All actions, which would otherwise require approval by a majority of all members or approval by members, shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory boards, task forces, councils, honorary memberships or other bodies, as it deems appropriate, variously constituted of employees of California State University Channel Islands (CSUCI), and/or members of the general public who, in the estimation of the Board, have expertise in any of the areas of endeavor in which this corporation may become engaged.

## **ARTICLE V**

### Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, “Board of Directors” or “Board” refers to the Board of Directors of the corporation, unless otherwise specifically indicated.

Section 2. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 3. Number. The authorized number of Directors shall not be less than nine nor more than thirty-five, until changed by an amendment of this Section 3 of Article V. The exact number of Directors may be fixed within these limits by a resolution adopted by the Board of Directors.

Section 4. Selection and Tenure.

- a. Election of Directors shall be by vote.
- b. Directors shall serve up to three consecutive three-year terms except as specified in Article V, Sections (4)(b)(2) and (4)(c) below. Action to extend a member’s service into a second or third term will be taken twice annually at the May and November meetings of the Board.
  1. It is the intent of these Bylaws that the Board shall have a rotating membership so that there are at all times Directors whose unexpired terms provide a continuity of experience, policy, and procedure; to this end, the Board will seek to elect members to the Board or vote to extend terms for members accordingly. .
  2. In the event a Director’s term of office expires while that Director is serving as Chair of the Board or Vice Chair of the Board, that Director’s term shall be extended so as to be concurrent with the Director’s service as Chair without regard to the maximum six year limitation otherwise provided for in Article V, Section (4)(b) above. In addition, should circumstances exist that merit the extension of service by the Board Chair and Vice Chair beyond three three (3) year terms, the Chair and the Vice Chair may serve an additional (3) year term as approved by the President of CSUCI and the CSUCI Foundation Board.
- c. A Director who has exhausted his or her eligibility to serve as a Director by completion of the maximum term of service provided for in Article V, Sections 4.b or

4.b.2. above, is eligible to again become a Director after having been off the Board for one year. In addition, upon the recommendation of the Chair and approval by the President of the University, a Director may serve additional three (3) year terms in the event of special circumstances which warrant his/her continued service.

Section 5. Composition of Board of Directors. The Board shall be constituted as follows:

One Director shall be the President of CSUCI; one Director shall be a faculty member currently employed at CSUCI and shall be appointed by the President of CSUCI; and one member shall be a current student at CSUCI and shall be appointed by the President of CSUCI. The faculty and student Directors shall each be appointed annually to a one-year term. In the event the faculty Director ceases employment at CSUCI during the term as Director, the term as director shall end immediately upon the end of faculty employment with CSUCI. In the event the student Director ceases to be a current student during the term as Director, the term as Director shall end immediately upon the end of student status. All other Directors shall be selected by the Board from a slate of nominees submitted to the Board by the President of CSUCI, after consultation with the Board Development committee, and shall typically serve two consecutive three-year terms, upon recommendation of the Board, and approval by the President of the University, in accordance with Article V, Section 4.

The President of CSUCI is responsible for the educational effectiveness, academic excellence, and general welfare of the campus over which he/she presides. As such, he/she oversees the Foundation, as a CSU auxiliary organization and an integral part of the overall campus program, to ensure it operates in conformity with policy of the Board of Trustees and the campus, and complies with Title 5 California Code of Regulations (5 CCR), in particular, sections 42400, 42402 and 42602, as well as the California Education Code § 89900 and CSU Executive Orders, 682 and 1059, respectively.

The CSUCI Vice President for Business and Financial Affairs and the CSUCI Vice President for Advancement may not serve as Directors, but may serve as Officers of the Foundation. Further, the Board shall not have honorary or non-voting Directors.

Section 6. Voting. Each Director shall have one vote. Directors shall not vote by proxy.

Section 7. Resignation and Removal. Any Director may resign effective upon giving written notice to the Chairman of the Board, the President of CSUCI, or the Secretary of the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director with three consecutive unexcused absences in a row from regularly scheduled Foundation Board meetings may be removed by the Board.

Section 8. Vacancies on Board of Directors. A vacancy in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director or if the authorized number of Directors is increased. Any vacancy occurring on the Board shall be filled in the manner described in Article V, Section 5, for the unexpired term of their predecessors. No reduction

in the authorized number of voting Directors shall have the effect of removing any Directors before the expiration of that Director's term in office.

Section 9. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

Section 10. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, and the Director may be accompanied by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board to conduct the business of the corporation as set forth in these Bylaws.

Section 11. Conflict of Interest. No Directors shall be financially interested in any contract or other transaction entered into by the Board that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909 (See Addendum I). The following relationships are specifically deemed not permissible:

- (a) Any contract, other than an employment contract, directly between the Foundation and a Director.
- (b) Any contract between the Foundation and a partnership or unincorporated association of which a Director is a partner or in which he/she is the owner or holder, directly or indirectly, of a proprietorship interest.
- (c) Any contract between the Foundation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of 5% or more of the outstanding common stock.
- (d) A Director who is interested in a contract or transaction within the meaning of Section 89906, and without first disclosing such interest to the other Directors at a public meeting of the Foundation, influences or attempts to influence another Director or Directors to enter into the contract or transaction.

## **ARTICLE VI**

### **Indemnification of Directors, Officers, and Other Agents**

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in

that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those provisions of the California Corporations Code set forth in Sections 1-2 of this Article VI shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately *determined* that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

## **ARTICLE VII**

### **Meetings of the Board of Directors**

Section 1. Place of Meeting. Meetings of the Board of Directors shall be held at the principal office of the corporation or at another location as may be designated for that purpose by the Board. All meetings will adhere to the Model Open Meeting Guidelines as established by the California State University Auxiliary Organizations Association.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in November of each year prior to the regular meeting of the Board of Directors. Such meeting shall be held at the principal office of the corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing officers of the corporation, making recommendations for filling vacancies on the Board of Directors caused by the expiration of terms of Directors, and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly upon notice in accordance with Section 5 of this Article VII.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the President or by any three (3) Directors then in office, to be held on such date and at such time and place as shall be designated in the notice of meeting.

Section 5. Notice of Meeting.

(a) Notice of the date, time and place of any meeting of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, electronically or facsimile to each Director at his or her address or facsimile number as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given electronically or by facsimile, such notice shall be deemed delivered upon transmission. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.

(b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Notice sent via e-mail to e-mail addresses authorized by a Director is acceptable.

Section 6. Open Meetings. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 2 (commencing with Section 88920) of Chapter 7 of Part 55 of the Education Code.

Section 7. Quorum and Manner of Acting. One-half (1/2) of the number of Directors in office or three (3) Directors, whichever is greater, shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 8 of this Article VII. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8. Adjourned Meetings. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. No notice of the time or place or purpose of holding an adjourned meeting need be given to any absent Director if the time and place is fixed at the meeting adjourned.

Section 9. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose and/or on the University website. The Chairman shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the corporation or with the law.

Section 10. Meeting by Telephone or Other Telecommunications Equipment. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members; and
- (b) Each member is provided the means of participation in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) The board had adopted and implemented a means of verifying both of the following:
  - 1. A person participating in the meeting is a director or other person entitled to participate in the board meeting; and
  - 2. All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

## **ARTICLE VIII**

### **Officers**

Section 1. Officers. The officers of the corporation shall be a Chair, a Vice Chair, Secretary and a Chief Financial Officer. The corporation, at the discretion of the Board of Directors, may have additional officers. Neither the Secretary nor the Chief Financial Officer may serve concurrently as Chairman of the Board.

Section 2. Election and Term of Office. Initially, the officers of the corporation will be appointed by the Incorporator and subsequently shall be elected annually by the Board of Directors with the approval of the President of CSUCI at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of officers appointed under Section 4 of this Article VIII, each officer shall hold office for a term of one (1) year from January 1 through December 31 or until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. Elected officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.



Section 3. Removal and Resignation. Any officer elected by the Board of Directors may be removed by the Board of Directors with the approval of the President of CI at any meeting at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any officer may resign at any time by giving written notice to the Chair or the Secretary of the corporation and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. Vacancies. A vacancy in any office, other than one occupied ex-officio, may be filled by the Board of Directors with the approval of the President of the University for the unexpired portion of the term.

Section 5. Chair. The Chair shall be elected from among the Directors of the corporation and shall be chair of and preside at all meetings of the Board of Directors and of the Executive Committee. The Chair shall be an ex-officio member of all committees which may be from time to time appointed and shall serve as chair of the Executive Committee. The Chair may sign, with the Secretary, Chief Financial Officer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed on behalf of the corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the functions of the Chair of the Board of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be assigned to him or her by the Chair or by the Board of Directors.

Section 7. Secretary. In the absence of the Chair and Vice-Chair, the Secretary shall perform all the duties of the Chair. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings and actions of the Board or Directors, and of the Executive Committee. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized, the notice given; the names of those present at Directors meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the board, required by these Bylaws or by law to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the Bylaws may require. The Secretary shall at all times be a member of the Executive Committee.

Section 8. Chief Financial Officer. The Chief Financial Officer shall be the Vice President for Business and Financial Affairs and shall hold the position of Chief Financial Officer for as long as he/she is serving in the position of Vice President. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The Chief Financial Officer shall: (i) deposit, or cause to be deposited, all assets, liabilities, receipts, disbursements, gains, losses, and other funds of this in the name and to the credit of the corporation in such banks, trust companies or other depositories as may be designated by the Board of Directors with the approval of the President of the University; (ii) disburse the corporation's funds as the Board of Directors may order; (iii) render to the President of CSUCI, the Chair of the Board and the Board of Directors, when requested, an account of all transactions, including any related report as to the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe. The Chief Financial Officer shall discharge such other duties as pertain to the office or as may be prescribed from time to time by the Board of Directors or these Bylaws. If required by the Board of Directors, the Chief Financial Officer shall give the corporation bond for the faithful discharge of his or her duties in the amount and with such surety as the Board of Directors shall determine.

## **ARTICLE IX**

### **Committees**

Section 1. Committees. The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or on any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof; or
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum of at least two members is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the

power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

## Section 2. Executive Committee.

The Executive Committee Composition: The Chair of the Board, the Vice Chair of the Board, the Secretary, the Chair of the Finance & Investment Committee, the Chair of the Board Development Committee, plus two ex-officio members, the University's Chief Financial Officer/Treasurer and the Vice President for University Advancement. If the University President chooses not to be the Chair of the Board, the University President shall serve as a member of the Executive Committee.

The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, approval of routine administrative and operational matters, except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law, by the Articles of Incorporation or by these Bylaws.

The Executive Committee shall have and exercise such specific powers and perform such specific duties as prescribed by these Bylaws or as the Board of Directors shall from time to time prescribe or direct.

The Executive Committee shall provide to the Board of Directors information regarding any actions taken by the Executive Committee at the next regularly scheduled Board meeting.

## Section 3. Audit Committee.

The Audit Committee is established in compliance with the Nonprofit Integrity Act (Act). The Committee is responsible for assuring compliance with the Act, including but not limited to, recommending to the Board of Directors the retention and termination of independent auditors; conferring with the auditors to satisfy committee members that the financial affairs of the Foundation are in order; reviewing and recommending whether to accept the audit; assuring that any nonaudit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of nonaudit services by the auditing firm. The Audit Committee, under the Board's supervision, is responsible for making recommendations to the board on the hiring and firing of independent certified public accountants (CPAs).

The Audit Committee may include persons who are not members of the Board. The Audit Committee cannot include staff members, the University President or the Chief Financial Officer/Treasurer. Members of the Finance Committee may serve on the Audit Committee, but cannot comprise 50% or more of the Audit Committee membership or serve as chair.

Section 4. Committee Procedures. The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted. Unless otherwise provided by the Board of Directors, committee proceedings shall be governed by the latest edition of Roberts Rules of Order.

Section 5. Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept either by a designated member of the committee or a designated member of the staff, and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

## **ARTICLE X**

### **Contracts, Loans, Checks, Deposits, and Gifts**

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General.

Section 3. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and in accordance with the policy of the Board of Trustees of the State of California.

Section 4. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors, as a whole, may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

**ARTICLE XI**  
Miscellaneous

Section 1. Upon the dissolution of the Corporation, the net assets, other than funds held in trust, shall be distributed to a successor entity approved by the President of CSUCI and by the CSU Chancellor, as specified in Title 5, Division 5, Chapter 1, Subchapter 6, Article 3, Section, 42600, 5.5 and 5.6 (Appendix C). In this eventuality, the Board should work closely with CI President and CSU Chancellor to identify an appropriate successor organization.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of CALIFORNIA STATE UNIVERSITY CHANNEL ISLAND FOUNDATION, a California nonprofit corporation, hereby certify that the foregoing is a full, true and correct copy of the Bylaws of the corporation with all amendments to date of this Certificate.

IN WITNESS WHEREOF, I have subscribed my name as of the date written below.

Dated: May 29, 2018

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Emilio Pozzi, Secretary