



BY-LAWS
of the
ALASKA DIVISION
of the
NATIONAL SKI PATROL SYSTEM, INC.

ARTICLE ONE—PURPOSE

The Alaska Division of the National Ski Patrol System, Inc., (NSP) in addition to the purposes set forth in *NSP Policies & Procedures*, is established to fulfill the following goals:

1. To promote outdoor recreation safety and public awareness of safe practices;
2. To educate its members in ski and snowboard safety, ski mountaineering, avalanche awareness and rescue, outdoor emergency care, winter rescue, and leadership principles;
3. To promote the formation of local ski patrols throughout Alaska;
4. To solicit, receive, and disburse contributions of money, services, and property for the purpose of achieving these goals and objectives; and
5. To engage in other similar activities authorized by NSP, and deemed desirable by the Alaska Division Board of Directors.

ARTICLE II—NAME AND ORGANIZATION

2.1 Name. The name of this organization shall be ALASKA DIVISION, NATIONAL SKI PATROL SYSTEM, INC. (“Alaska Division”).

2.2 Composition. The Alaska Division shall consist of all of the ski patrols registered with the

NSP that are located in the area designated by NSP as the Alaska Division and not registered with the Professional Division, and their respective members. As used in these Bylaws, an “active patrol” is one that regularly performs ski patrolling functions as described in the *NSP Policies & Procedures*, or would do so except for circumstances beyond its control (for example, lack of snow). A ski area ski patrol is not active if area management has relieved the patrol of its responsibilities.

2.3 Membership. All registered members of ski patrols under the jurisdiction of the Alaska Division, and all alumni patrollers residing in Alaska, are members of the Alaska Division as long as they continue to comply with the requirements for membership of the NSP and the Alaska Division, and any local requirements. Alumni members do not have the right to vote in any patrol or division elections. No person who is 15 years of age or older shall be denied membership in the Alaska Division because of sex, age, race, color, creed, citizenship, or national origin.

2.4 Relation to National Ski Patrol System, Inc. The Alaska Division is a participating member of the NSP. The Bylaws of the NSP, as properly amended, are incorporated herein by reference. Any conflict between these Bylaws and the Bylaws of the NSP as well as the policies and procedures of the NSP as set forth in the current *NSP Policies and Procedures* shall be resolved in favor of the Bylaws and policies and procedures of the NSP. As shall be consistent therewith, the Alaska Division will function only under the authority and supervision of the NSP. The Alaska Division, through its Division Director, shall immediately notify the NSP if there is any change in the purposes or functions of the Alaska Division inconsistent with the purposes, functions, and limitations as set forth in the Bylaws of the NSP. If the Alaska Division engages in any activities inconsistent with the purposes and limitations set forth in Section 2.5 of these Bylaws, it shall

thereupon automatically cease to be a part of the NSP. Following such an occurrence, the Alaska Division may be reinstated as part of the NSP upon a demonstration by it that such prohibited activities have ceased and upon such additional proof as the NSP may require.

2.5 Tax Exempt Status. The Alaska Division and the NSP are tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The Alaska Division shall not become a private foundation as defined in the Internal Revenue Code. The Alaska Division is subject to the following limitations or restrictions:

(a) No part of the net earnings of, or contributions to, the Alaska Division or any part thereof will inure to the benefit of any private individual.

(b) No substantial part of the activities of the Alaska Division shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Alaska Division shall not participate in or intervene in, in any way, political campaigns on behalf of any candidate for public office.

(c) The Alaska Division shall not engage in any of the prohibited transactions set forth in Section 503 of the Internal Revenue Code as such exists on the date of the adoption of these Bylaws, or as such are contained in any successor or similar provision of the Internal Revenue Code.

(d) Upon termination of the functions of the Alaska Division for any reason, all funds and property belonging to the Division, shall be transferred to the NSP. If NSP does not then meet the requirements of Internal Revenue Code Section 501(c)(3), the net assets of the Alaska Division shall be transferred to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed by the Superior Court of the Judicial District in which the principal office of the Alaska Division is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for the above-named purposes.

(e) The NSP shall be authorized to include the Alaska Division in its group exemption letter presented to the Internal Revenue Service of the United States annually, and such authorization to the NSP shall be automatically renewed annually and such renewal shall be demonstrated by the Division Director so informing the NSP by letter at least annually. In addition, the NSP shall be authorized to file, annually, a group information return, as required by Section 6033 of the Internal Revenue Code (or the corresponding provision of any future internal revenue law), for NSP and the Alaska Division, and the Division Director, or his designee, shall annually file with NSP such information as is required under Section 6033 and the regulations thereunder, accompanied by the authorization permitting the NSP to file the group return.

ARTICLE III—STRUCTURE

3.1 Regions. The Alaska Division shall be divided into three regions, known as: (1) Southeastern; (2) Southcentral; and (3) Northern. The boundaries of said regions shall be determined in accordance with common geographic usage. All boundary questions shall be resolved by the Board of Directors.

ARTICLE IV—BOARD OF DIRECTORS

4.1 Establishment and Authority. The governing body of the Alaska Division shall be the Board of Directors. The Board shall be composed of the following officers of the Division: Division Director, Region Directors, and NSP Patrol Representatives. The Board shall have the following authority:

- (a) To establish Alaska Division policies and procedures;
- (b) To amend these Bylaws as provided in Article X;
- (c) To develop and adopt plans for the Alaska Division programs;
- (d) To develop and adopt the annual budget for the Alaska Division;
- (e) To approve expenditures of the funds of the Alaska division; and
- (f) Without limitation, to do those things necessary to accomplish the goals of the Alaska

Division as stated in Article I.

4.2 Selection. The officers of the Alaska Division shall be selected in the following manner:

(a) Division Director. The Division Director shall be elected by a majority vote of the NSP Patrol Representatives of each active patrol in the Alaska Division. The term of office shall be for two years, beginning on July 1st of each even numbered year. No person shall be elected for more than three consecutive terms. In the event of a vacancy in the office of Division Director, the NSP Patrol Representatives of each active patrol in the Alaska Division shall elect a successor who shall serve the unexpired term. The Executive Committee shall elect an individual to serve as the Acting Division Director until the NSP Patrol Representatives elect the successor. The Acting Division Director shall have the same duties, responsibilities, and authority as the Division Director. The Division shall make and keep a record showing for whom each NSP Patrol Representative voted on

each ballot in a regular or special election, and provide this information to any member (in good standing) of the Alaska Division who requests it. By December 1st of each odd numbered year the Division Director shall appoint an election committee, which shall consist of one member (in good standing) of the Alaska Division from each region. The election committee shall secure nominations, determine the qualification of interested candidates, and oversee the election in accordance with these bylaws and the Division's Policies and Procedures. Qualifications for candidates for Division Directors are listed in the *NSP Policies and Procedures Manual*. If during an election for Division Director no individual receives a majority of the votes, the name of the person who received the least number of votes shall be withdrawn from consideration, and the NSP Patrol Representatives shall only vote for the remaining candidates who received votes in the preceding ballot. In the event of a tie, it shall be resolved using the procedure set forth in Section 3.17 of the NSP Bylaws.

(b) Region Directors. Region Directors shall be appointed by the Division Director to a term of two years. There is no limit to the number of terms that an individual may serve. The terms for the Region Directors of the Northern and Southeastern Regions shall begin on July 1st of each even-numbered year, and the term for the Region Director of the Southcentral Region shall begin on July 1 of each odd-numbered year. In the event of a vacancy in the office of Region Director, the Division Director shall appoint a replacement to serve the unexpired term.

(c) NSP Patrol Representatives. NSP Patrol Representatives shall be selected as determined by their respective patrols in accordance with the following guidelines:

(i) The names of candidates for NSP Patrol Representative for ski area ski patrols shall be submitted to area management prior to the final selection process. NSP Patrol

Representatives shall be selected from the candidates approved by area management in accordance with NSP Bylaws, The *NSP Policies and Procedures*, Alaska Division Bylaws, and the Bylaws of the respective patrol.

(ii) Area management or the Division Director may remove any ski area NSP Patrol Representative at any time.

(iii) In the event of a vacancy in the office of NSP Patrol Representative, an interim and/or permanent NSP Patrol Representative shall be selected in accordance with the procedures outlined herein, and those of the individual patrol.

4.3 Powers and Duties. The officers shall have the following powers and duties:

(a) Division Director. The Division Director shall have the duties set forth in the *NSP Policies and Procedures* and other provisions of these Bylaws, and shall:

- (i) direct the day-to-day operations of the Alaska Division;
- (ii) maintain communications with the NSP, the Region Directors, and the individual patrols of the Alaska Division;
- (iii) call and conduct the meetings of the Board of Directors and Executive Committee;
- (iv) appoint the non-elected officers and advisors, and fill such vacancies as may from time to time occur; and
- (v) ratify appointment of Region Advisors.

(b) Region Directors. The Region Directors shall, for their respective regions, have the duties set forth in the *NSP Policies and Procedures*, and shall perform such functions as may be delegated to them by the Division Director. At least thirty (30) days prior to the annual Board meeting, the Region Directors shall submit suggestions to the Executive Committee concerning programs

desired for the following year. Each Region Director shall be directly responsible for an accounting of the financial affairs within his/her region to the membership of the region and the Alaska Division Board of Directors, and shall make or cause to make such reports as may be required by the Alaska Division, the National Ski Patrol, laws of various states, the Federal Internal Revenue Service, or any other governmental agency.

(c) NSP Patrol Representatives. NSP Patrol Representatives shall have the powers and duties specified in *NSP Policies and Procedures* as well as the bylaws of the ski patrol he/she represents.

4.4 Meetings.

(a) Annual Meeting. A meeting of the Board of Directors of the Alaska Division shall be held annually at a time and place to be determined by the Division Director. The Division Director may call other Board meetings.

(b) Purpose. The purpose of the annual meeting shall be to:

- (i) entertain reports by division officers and advisors on activities of the previous season;
- (ii) establish and clarify Alaska Division policies and procedures;
- (iii) develop plans for the ensuing year;
- (iv) establish the budget for the fiscal year; and
- (v) consider any other business properly before the meeting.

The Board shall discuss the budget proposed by the Division Director at the annual meeting, and shall make the final budget determinations.

(c) Each member of the Board shall have one vote. Written proxies are permitted, but no Board member or proxy holder may control more than one vote. A majority of the officers of the Alaska Division shall constitute a quorum for conducting any business. A majority of those present

in person or by proxy may decide any question. A NSP Patrol Representative may not vote or grant a proxy if his or her patrol is not registered with NSP for the current season, or if the patrol is not currently active.

(d) Board meetings are open to all registered member of the Alaska Division. The Division Director may, in the Director's discretion, allow anyone to participate in any discussion. Only the officers, or their designated proxies, may vote on questions presented for decision.

(e) The Division Director shall chair all meetings, except that the Director may designate an officer to preside in the Director's absence. All Alaska Division meetings shall be conducted in accordance with the current edition of *Roberts Rules of Order*.

(f) The Division Director shall deliver or mail to each Board member a written notice stating the place, date and hour of each meeting not less than twenty (20) days prior to the date of the meeting, except that notice of the annual board meeting shall be delivered or mailed not less than forty-five (45) days prior to the date of the annual meeting. Notice may be waived by a Board member, and such waiver shall be noted in the minutes of the meeting. Attendance of a Board member constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the notice did not comply with this section.

(g) At the direction of the Division Director, the board of directors may conduct special meetings (other than the required annual meeting above in 4.4.a) using any electronic medium that allows all participants to send and receive audio, visual, and/or textual or graphic material. Passive participation by NSP members shall be allowed and accommodated.

ARTICLE V—EXECUTIVE COMMITTEE

5.1 Establishment and Authority. An Executive Committee of the Board of Directors is hereby established. In addition to the specific duties set forth in Section 5.3 of these Bylaws, the Executive Committee is empowered to take action when, in the judgment of the Division Director or a majority of the Executive Committee, a situation exists that cannot await a meeting of the Board of Directors without resulting detriment or loss of opportunity to the Alaska Division. At each meeting of the Board of Directors, the Executive Committee shall submit a report of all action taken since the last meeting of the Board of Directors. With the exception of awards determinations and the authorization of expenses under Section 5.3(c), all actions of the Executive Committee shall be subject to ratification by the Board of Directors at the following meeting of the Board.

5.2 Membership. The Executive Committee shall consist of the following five (5) members, all of whom must be members in good standing with the Alaska Division:

- (a) The current Division Director, who shall be its chair.
- (b) The current Regional Directors of the three regions.
- (c) The immediate past Division Director, who shall be its chair in the absence of the Division Director. In the event the immediate past Division Director is unable or unwilling to serve, the vacancy shall be filled by the next previous past Division Director who is available to serve. In the event that no past Division Director is available to serve on the Executive Committee, the Division Director shall, with the approval of the Board of Directors, appoint a past Region Director to serve on the Executive Committee until a new Division Director is elected or a past Division Director becomes able and willing to serve.

5.3 Duties. In addition to the duties set forth in Section 5.1, the Executive Committee shall have the following duties:

(a) To pursue the Alaska Division goals as stated in Article I of these Bylaws;

(b) In the event the annual meeting of the Board of Directors is held after June 30, to authorize and approve ordinary and necessary expenditures as provided in Section 7.5(b);

(c) To authorize emergency expenditures of Alaska Division funds in amounts not to exceed the limit set by the Board of Directors;

(d) To determine the recipients of Division Awards as provided in Section 8.2 of these Bylaws; and

(e) To make any arrangement necessary and proper to accomplish these duties.

5.4 Meetings.

(a) Frequency. The Executive Committee shall meet as necessary to conduct business.

Meetings may be held telephonically or electronically, provided the action is reduced to writing by the Division Director and reported to the Board. Action may be taken without a meeting provided a majority of the Executive Committee consents in writing to the action.

(b) Voting. Each member of the Executive Committee shall have one vote. Written proxies may be granted to a member of the Board of Directors, but no Executive Committee member or proxy holder may control more than one vote. A majority of the Executive Committee shall constitute a quorum for conducting any business. A majority of those present in person or by proxy may decide any question. The Division Director, or a majority of the Executive Committee, shall have authority to call meetings as provided in this section.

(c) Notice. The person or persons who call a meeting shall give to each Executive Committee

member notice of the place, date, and hour of the meeting not less than seven (7) days prior to the date of the meeting. Notice may be written or oral, but an oral notice must be reduced to writing and endorsed upon the minutes of the meeting. Notice may be waived by an Executive Committee member, and such waiver shall be noted in the minutes of the meeting. Attendance of an Executive Committee member constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the notice did not comply with this section.

ARTICLE VI—ADVISORS

6.1 Establishment. The Division Director shall appoint the mandatory advisors listed below, and may appoint optional advisors. All advisors serve at the pleasure of the Division Director, and, unless removed, serve concurrent terms with the Division Director.

6.2 Mandatory Program Supervisors. The following program supervisors are required by the *NSP Policies and Procedures*, and, where qualified persons can be found, the Division Director shall appoint them:

- (a) Avalanche Supervisor;
- (b) Outdoor Emergency Care Supervisor;
- (c) Medical Advisor;
- (d) Mountain Travel and Rescue Supervisor;
- (e) Ski and Toboggan Supervisor; and
- (f) Instructor Development Supervisor.

6.3 Optional Advisors. The Division Director may appoint other advisors.

6.4 Program Supervisors Reports. Each Division Program Supervisors shall prepare an annual report of the activities of the Program Supervisor's program. This report should be received by the Division Director or his/her designee no later than thirty (30) days prior to the annual meeting of the Board of Directors, unless the Division Director directs otherwise. Each Division Program Supervisor shall submit a summary of the receipts and disbursements of the Advisor's program to the Division Treasurer within thirty (30) days of the conclusion of the fiscal year.

6.5 Region Advisors. The Region Directors may appoint such advisors as may be deemed necessary.

ARTICLE VII—FINANCES

7.1 Fiscal Year. The fiscal year of the Alaska Division shall be the same as that of NSP.

7.2 Depository. All funds received by the Alaska Division shall be deposited for safe keeping in an appropriate financial institution or recognized financial management service. All deposits shall be held in the name of "Alaska Division, National Ski Patrol System, Inc.," and shall be held solely for the benefit of the Alaska Division.

7.3 Treasurer. The Division Director shall appoint a Treasurer for the Alaska Division. The Treasurer must be approved by the Board of Directors prior to taking office. The Treasurer shall have the following duties:

- (a) maintain the financial records of the Alaska Division;
- (b) receive the NSP and Alaska Division dues, and such other revenue as may be acquired by the Alaska Division;
- (c) unless otherwise directed by the Division Director, receive registrations from patrols in the Alaska Division, and transmit registrations and NSP dues to the national NSP office;

- (d) disburse the funds of the Alaska Division as provided in this Article;
- (e) prepare and submit financial reports as required by these Bylaws; and
- (f) provide forms and written guidance documents to patrols so that they are able to submit timely financial reports.

7.4 Dues. The Alaska Division dues for each individual member of the Alaska Division shall be set by the Board of Directors at its annual meeting. If the annual meeting is held before July 1, the dues shall be set for the next fiscal year. If the annual meeting is held after June 30, the dues shall be set for the current fiscal year. If no motion regarding dues is adopted at the annual meeting, the dues shall be the same as the dues for the fiscal year prior to the fiscal year for which dues are to be set. Each NSP Patrol Representative shall submit the NSP and Alaska Division dues and the patrol registrations in accordance with the registration instructions and as directed by the Division Director.

7.5 Disbursal of Funds. The funds of the Alaska Division shall be disbursed as set forth in the annual budget and as otherwise authorized and directed by the Board of Directors or the Executive Committee as provided in Article V. All checks and other withdrawals must be signed by the Division Director or the Division Treasurer. No funds of the Alaska Division shall be expended for any purpose unless the expenditure has been authorized by these Bylaws, the Board of Directors, or the Executive Committee as provided in Article V. If the annual meeting is held after June 30, the Executive Committee shall have the authority to approve the expenditure of Division funds for ordinary and necessary expenses usually incurred between July 1 and the date of the annual meeting. Such expenditures are not subject to ratification by the Board of Directors, and shall be approved as part of the annual budget.

7.6 Reports. The Treasurer shall prepare an annual income statement and balance sheet of the financial affairs of the Alaska Division covering each fiscal year, and submit them to the Board of Directors no later than 60 days after the end of the fiscal year. In addition, the Treasurer shall prepare and submit such other reports as may be requested by the Division Director, Executive Committee, or Board of Directors. The Treasurer shall cause such reports as may be necessary to be made to NSP and the Internal Revenue Service.

7.7 Patrol Accounting. (a) Each NSP Patrol Representative shall provide an accounting of the patrol's receipts and disbursements for the fiscal year to the Division Treasurer within thirty (30) days of the end of the fiscal year.

(b) If a patrol terminates its ski patrol activities for any reason, the NSP Patrol Representative shall provide an accounting of the patrol's finances to the Division Treasurer within thirty (30) days of cessation of its ski patrol activities. If the bylaws of the patrol fail to provide for transfer of its net assets to another patrol or to an organization qualifying as exempt under Internal Revenue Code Section 501(c)(3), the net assets shall be transferred to the Alaska Division within sixty (60) days of cessation of operations. In no event shall any of the assets of any patrol inure to the benefit of any private individual.

(c) Upon receipt of the assets of the dissolving patrol, said assets shall be held by the Division in trust. The Division reserves the right to dispose or sell any non-negotiable assets to avoid storage problems. If within five (5) years from the date the patrol determines to dissolve the patrol is reactivated and becomes an accepted member patrol in good standing of the Alaska Division, the patrol may request (in writing) the return of the assets being held in trust. The Division may, at its sole discretion, return the assets to the patrol. In absence of a timely written request, the assets

become sole property of the division.

(d) The Division Director and the Board of Directors shall each have the authority to review the financial records of a patrol, and may require an audit (at the Alaska Division's expense) of a patrol's records.

7.8 Audit and Inspection. At each annual meeting of the Board of Directors, the Division Director may appoint an audit committee to review the Alaska Division financial records. If appointed the committee will audit the records and submit its report to the Division Director within ninety (90) days. The Division Treasurer shall cooperate with the audit committee. Any member of the Board of Directors may inspect the financial records of the Alaska Division upon reasonable request and notice to the Treasurer.

7.9 Region Finances and Accounting. (a) Each region of the Alaska Division may establish a budget, and collect, hold, and disburse funds.

(b) Under the chairmanship and direction of the Region Director, the NSP Patrol Representatives for the active patrols in the region constitute the governing body for region finances. The NSP Patrol Representatives of the region shall adopt a budget each year. No funds of a region may be expended for any purpose unless the expenditure has been approved by the NSP Patrol Representatives for the active patrols in the region.

(c) All funds acquired by any region officer or advisor in connection with a region program shall be deposited for safe keeping in an appropriate financial institution or recognized financial management service. All deposits shall be held in the name of the region, with the words "a unit of the Alaska Division, National Ski Patrol System, Inc." as part of the account name. All funds shall be held and used solely for the benefit of the region or the Alaska Division.

(d) The Region Director shall be primarily responsible for funds received by the region and held in the region account. The Region Director or his designee shall maintain the financial records of the region. All checks and other withdrawals must be authorized by the Region Director, and signed by the Region Director or his designee.

(e) The Region Director shall provide an accounting of the region's receipts and disbursements for the fiscal year to the Division Treasurer within thirty (30) days of the end of the fiscal year. The Region Director shall appoint an audit committee to review the region financial records, and the audit committee shall submit its report to the Division Treasurer within sixty (60) days of the end of the fiscal year. The Division Director and the Board of Directors each have authority to review the financial records of a region, and may require an audit (at the Alaska Division's expense) of a region's records.

(f) If the region is dissolved or merged into another region, the Region Director shall provide an accounting for the region's finances to the Division Treasurer within thirty (30) days of the termination or merger. If the region is dissolved, the net assets of the region shall be transferred to the Alaska Division within sixty (60) days of dissolution. If the region is merged into another region, the net assets of the region shall be transferred to the surviving region within sixty (60) days of the merger. In no event shall any such funds inure to the benefit of any private individual.

ARTICLE VIII—AWARDS

8.1 Establishment. The Board of Directors of the Alaska Division may create other awards it deems necessary and proper, in addition to the awards established by NSP.

8.2 Selection of Recipients. The recipients of the awards of the Alaska Division shall be

determined by a majority vote of the Executive Committee upon recommendation by the Awards Advisor. The Awards Advisor may vote only to break a tie. In the event that an Executive Committee member is being considered for an award, the determination shall be made by the Division Director and the Awards Advisor. The Division Director and the Awards Advisor shall be ineligible for all division awards during their terms of office.

ARTICLE IX—INTERPRETATION

9.1 Alaska Law. These Bylaws shall be interpreted in accordance with Alaska law.

9.2 Severability. If any provision of these Bylaws is declared invalid by a court of the United States or State of Alaska, the remainder of these Bylaws and the application to other persons and circumstances shall not thereby be affected.

ARTICLE X—AMENDMENT

10.1 These Bylaws may be amended on the motion of any member at any meeting of the Board of Directors provided the following conditions have been met:

(a) Each member of the Board of Directors was provided with the proposed amendment and notified it would be considered at that meeting no less than 30 days prior to the meeting at which it is considered.

(b) Any amendment to the proposed amendment is directly related to the proposed amendment, and does not affect any section of the Bylaws not affected by the proposed amendment.

(c) The proposed amendment is approved by a two-thirds (2/3) majority.

10.2 When requested, the Division Director will assist in distributing proposed Bylaw amendments to each member of the Board of Directors.

ARTICLE XI—EFFECTIVE DATE

Upon adoption of these Bylaws by a majority of the Board of Directors, all prior bylaws shall be repealed. These Bylaws shall take effect, and all prior bylaws shall be deemed repealed, on September 27, 2003.

CERTIFICATION

I certify that these Bylaws were adopted by a majority vote of the Board of Directors at the Alaska Division annual meeting held at Moose Mountain Ski Area, Fairbanks, Alaska, on September 27, 2003.

DATED this 27th day of September 2003.

DIVISION DIRECTOR

/s/ Chris Ross
Chris Ross

ATTEST:

DIVISION LEGAL ADVISOR

/s/ Glenn H. Brown
Glenn H. Brown

