

STONYCREEK DEVELOPMENT CORPORATION BYLAWS

Adopted: May, 2020

ARTICLE I: NAME

1.01 Name

The legal name of this corporation shall be **The Stonycreek Valley Development Corporation (SVDC)**. The business of the corporation will be conducted as D/B/A **Lake Stonycreek**.

ARTICLE II: SEAL

2.01 Seal

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.”

ARTICLE III: OFFICES

3.01 Offices

(a) The office of the Lake Stonycreek Valley Development Corporation shall be at the residence of the corporation’s Secretary or at a place the directors may from time to time designate.

(b) The Corporation may also have offices or a mailing address at such other places as the Board of Directors, who are defined in Article VII, may from time to time direct or the business of the corporation may require.

ARTICLE IV: PURPOSES AND POWERS

4.01 Purpose

(a) The Stonycreek Valley Development Corporation – hereafter referred to as the “Corporation” is organized and operated exclusively for the purposes of preserving, repairing, maintaining, and improving the integrity, value, function, privacy and exclusive use of Lake Stonycreek and other SVDC owned property, both real and personal, on behalf of its members (Lot Owners) and to pursue economic and social benefits for its members and for any other purposes allowed in compliance with the requirements of Section 501(c) of the Internal Revenue Code of 1986, as amended (the “Code”) and corresponding provisions of any subsequent federal tax laws.

(b) Stonycreek Valley Development Corporation was incorporated in 1959 as a For-Profit corporation and became a 501 (c) Not-for-Profit corporation with the affirmative vote of the Second Amendment which was recorded on August 15, 2005 to reflect such.

(c) Lake Stonycreek is a cultural feature (162 acre lake) located in Somerset County, Pennsylvania. Its primary coordinates place it within the 15541 zip code delivery area. It is neither a township nor a borough of Somerset County.

4.02 Powers

In furtherance of such purposes, the corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

4.03 Nonprofit Status and Exempt Activities Limitation

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) of the Code, as amended or supplemented. The corporation shall not permit any part of the net earnings or net assets of the corporation to inure to the benefit of any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes).

4.04 Distribution upon Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, after payment or provision for payment of the corporation’s liabilities has been made, the corporation’s remaining assets shall be distributed to a corporation then existing and qualified under the provisions of Section 501(c) or 501(c)(7) of the Code, as selected by the Board of Directors of the corporation

ARTICLE V: DEFINING THE TERMS: MEMBER(S) AND LOT

5.01 No Membership Classes

The corporation's "Membership" shall include any person, persons, trust or other legal entity recorded as having an ownership interest in one (1) or more lot(s) located within the Stonycreek Valley Development Corporation as identified by deed(s) as recorded at the Somerset County Recorder of Deeds Office.

All "Members" will have the right to attend and observe Board meetings; and attend Member meetings with the right to petition and make motions, subject to the restrictions set forth in Articles X and XI.

5.02 Lot

A Lot located within the SVDC shall be the "voting entity" recognized within the SVDC's Corporate structure.

(a) Each "Lot" shall have one vote:

- (1) on matters placed before the Members for action and
- (2) for each open seat at Board of Directors elections (Article VII 7.05)

(b) While a Lot may have more than one person or legal entity holding an ownership interest, in all Corporate matters requiring a vote, each "Lot" shall have only one vote. It shall be up to the members (legal owners) of each lot to come to an agreement or consensus on how that single vote is cast on the matter(s) being voted on. If no consensus/agreement between the lot owners can be reached the lot will be recognized as present to establish a quorum; but its vote will not be recognized or counted in regard to the matter, motion or open Board seat being voted on.

Article VI: CORPORATE FUNDS and FUNDING

6.01 Dividends & Distributions

The corporation is a nonprofit organization. No dividends or distributions shall be paid on shares. Shares outstanding prior to these Bylaws being amended in May 2020 were redeemable at \$10 per share during the period from June 1st 2019 to December 31st 2019. Notice of the right to exercise redemption was given to Members/shareholders and published on the SVDC website.

6.02 Fees

The Board shall establish and collect annual lot and boat fees to fund the operation and maintenance of the lake and other corporation owned property real and personal.

6.03 Reserve Fund

From time to time, in their absolute discretion, the directors may set aside a reserve fund to meet contingencies, bonding requirements, or for repairing and maintaining any property of the corporation or for such other purposes as the directors shall believe to be conducive to the interests of the corporation. The directors may also abolish any such reserve in the manner it was created.

6.04 Special Assessments

Subject to a quorum being established, an affirmative vote of the majority of Lots present at any Annual or Special Lot Owners' Meeting, a Special Assessment(s) may be levied on lots; if notice of, including the purpose and the amount of the proposed assessment is contained in the notice of the meeting.

6.05 Unbudgeted Expenditures

- a. Non-emergency Unbudgeted expenditures in excess of \$20,000 shall be included in the notice of the meeting (Board or Members) at which the expenditure is to be considered. Members shall have the opportunity for public comment or may submit written comments prior to the meeting.
- b. Emergency expenditures or expenditures required by Commonwealth or Federal action shall be published, with supporting documentation, as part of the next meeting minutes.

6.06 Solicitation of Bids

For projects or other annualized expenditure(s) anticipated, or found to be, in excess of \$5,000 the Board shall solicit for bids or advertise for "RFPs" (Request for Proposals). Notice of such actions will be included in the meeting minutes. A Bid higher than the "low bid" may be accepted if it is shown that such action is in the best interests of the Corporation and documented in the minutes.

ARTICLE VII: BOARD OF DIRECTORS

7.01 Number of directors

The corporation shall have a Board of Directors consisting of eleven (11) directors.

7.02 Powers

(a) Corporate Powers.

- (1) All corporate powers shall be exercised by or under the authority of the Board. The affairs of the Stonycreek Valley Development Corporation shall be managed under the direction of the Board, except as Reserved to the Members/Lots or otherwise provided for by law.
- (2) The Board may make such rules for its own regulation, including the creation of standing or special committees, and shall determine the policies of the corporation, and perform all duties necessary for the transaction of the affairs of the corporation.
- (3) The Board will have the power to promulgate administrative rules and regulations (including provision for the enforcement thereof) which it deems necessary or appropriate to ensure compliance with the law, financial integrity, or the proper functioning of the corporation.

(b) Rules and Regulations. The Board of directors shall issue and revise Lake Rules and Regulations that govern the lake community, including but not limited to: boats such as types, lengths, permits, fees and operation, fishing and hunting; warnings, fines up to and including suspension of lake access privileges, subdivision of lots; and any other topic deemed necessary by the Board.

The Rules and Regulations may be revised in accordance with Article XIV. The Board shall provide notice to all Members (Lot Owners) of any new rules and regulations or changes thereto and post them on the Lake Stonycreek website. A copy of the Rules and Regulations may be printed from the website and will be available to be mailed upon request. Each proposed new rule or regulation and each changed rule or regulation, in its new format, shall be separately voted on upon the Board of Directors at the time of adoption. Each Lot/Property Owner(s) and his or her family and guests shall be subject to following all of the Lake Rules and Regulations set forth by the Board of directors.

7.03 Terms:

(a) All directors shall be elected to serve a one term; however, the term may be extended until a successor has been elected. Directors may serve terms in succession.

(b) The term of office shall be considered to begin upon election; and end at the conclusion of the next Annual Meeting of the Membership, unless the term is extended or until such time as a successor has been elected.

7.04 Qualifications of directors

(a) In order to be eligible to serve as a Director on the Board of directors, the individual must be 18 years of age and a Member of The Stonycreek Valley Development Corporation.

(b) Conflict of Interest - Every Director in a manner and form prescribed by the Board shall, as a condition of office, be required to fully disclose any actual, apparent or potential conflict of interest prior to election and/or following election as they may arise and as otherwise required by the corporation.

(1) No transaction involving remuneration or other benefit to a Director or a member of the Director's family (family defined as: wife/husband, partner, children, parents and grandparents) or to an organization of which a Director, or family member is an officer, director or controlling stockholder or in which any such person has a financial interest shall be entered into by the corporation without full disclosure by the interested Director and with the approval of the Board of directors with a finding that the transaction is fair and reasonable to the corporation.

7.05 Election of directors

Directors will be elected at the Annual Meeting of Members which shall be held in May on the Friday proceeding Memorial Day at 7:00 pm, or on an alternative date as may be selected by the Directors.

7.06 Vacancies

(a) The Board of Directors may fill vacancies, by majority vote, due to resignation, inability to perform his/her duties, death or removal of a Director.

(b) The Board may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws. Each person so elected shall be a Director until his successor is elected by the Members, who may make such election at the next Annual Meeting, or at any special meeting duly called for that purpose and held prior thereto.

(c) Unexpected Vacancies. Vacancies in the Board of directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

7.07 Removal of directors

A Director may be removed by the affirmative vote of ($\frac{3}{4}$) of the voting directors then in office, if:

(a) If a Director has more than two excused and two unexcused absences in a year. Excused absences shall be granted by at least two officers of the board for a reason deemed adequate by those two officers, or

(b) for conduct deemed to be materially contrary to the interests of the corporation, including, but not limited to disclosures of confidential information to third parties, or

(c) significant, continuing conflicts of interest that affect such Director's ability to serve, or

(d) for commission of a crime or other action involving moral turpitude,.

Before any meeting of the Board at which a vote on removal will be made the Director in question shall be given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

7.08 Board of Directors Meetings

(a) Initial Meeting of a Newly Elected Board. Each newly elected Board of Directors may meet at such time and place as fixed by the Current Board at the meeting at which such directors are elected. No notice shall be necessary to the newly elected directors in order legally to constitute the meeting.

(b) Regular Meetings. The Board of directors shall meet within this Commonwealth as the majority of the directors may from time to time determine at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(c) Special Meetings. The President of the Board may call Special Meetings upon three (3) days' notice by electronic mail, or facsimile transmission or forty-eight hours (48) notice delivered personally or by telephone to each Director. Upon written request of two (2) directors, a Special Meeting may also be called by the President or Secretary in like manner. Notification must include date, time and place, but not the purpose of the meeting.

(d) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Pennsylvania statutes.

(e) The conduct of all meetings of the corporation shall be in accordance with Robert's Rules of Order.

7.09 Manner of Acting

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present. If all the directors shall severally or collectively consent in writing or electronically by email to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of directors.

(b) Majority Vote. Except as otherwise required by law, these Bylaws or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Remote Decision Making. If all the directors shall severally or collectively consent in writing or electronically by email to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of directors. All Remote Decisions(s) shall be memorialized as part of and included in the minutes of the next monthly meeting. Whether approved or denied.

(d) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the President or presiding officer in the order of presence shall have the power to swing the vote based on his/her discretion. The President shall table a vote on hung motions until the next regular meeting if less than eight (8) directors are present in person or electronically (as permitted under Section 7.09(e)).

(e) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

7.10 Compensation for Board Service

Directors shall not receive any compensation or stated salary for their services, and no director shall be reimbursed for expenses to attend any regular or special meeting of the Board.

7.11 Compensation for Professional Services by directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and applicable state law.

7.12 Indemnification of Directors, Officers and Agents

(a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, or administrative or is a subject of investigation by reason or fact that he/she is or was a director or officer of the corporation, shall be indemnified and held harmless by the corporation to the fullest extent and manor authorized or permitted by the laws of the Commonwealth against all expense, liability and loss (including attorney's fees.)

(b) Directors may rely on information provided to them by legal counsel; as well as accounting, engineering other professional consultants in their decision making.

7.13 Insurance

The Board of directors shall maintain Property, General Liability, D & O Liability insurance policies and such other coverages required in reasonable amounts or as required by the Commonwealth.

ARTICLE VIII: OFFICERS

8.01 Selection

The Executive Officers of the corporation shall be chosen by the directors and shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may also choose such other officers and agents as it shall deem necessary, and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Vice-President; Vice-President and Secretary. It shall not be necessary for the officers to be directors.

8.02 Compensation

The compensation of all employed agents of the corporation shall be fixed by the Board of directors.

8.03 Term Limits

The officers of the corporation shall hold office for one year and until their successors are chosen and qualified. Any officer elected or appointed by the Board of directors may be removed by the Board of directors whenever in their judgement the best interests of the corporation will be served thereby.

8.04 Vacancies

If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

8.05 President's Duties

The President shall be the Chief Executive Officer of the corporation; he/she shall preside at all meetings of the Members and directors; he/she shall preside over general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other Officer or Officers of the corporation. He/she shall be EX/OFFICIO a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

8.05 Vice-President's Duties

The Vice-President shall act in the absence, or incapacity of the President with the full force and authority of the President. The Vice-President shall undertake such other duties as may be assigned by the President.

8.06 Secretary's Duties

The Secretary shall attend all sessions of the Board and all meetings of the Members (Lot Owners) and act as clerk thereof, recording all votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform such duties for all committees of the Board of directors when required. He/she shall give, cause to be given, notice of all meetings of the Members and the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

8.07 Treasurer's Duties

The Treasurer shall have custody of the corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the money of the corporation in separate account to the credit of the corporation. He/she shall disburse the funds of the corporation as may be ordered by the Board of directors, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.

8.08 Other Agents

At its sole discretion, the directors may from time to time deem it necessary to employ agents to be charged with secretarial, accounting, legal, lake maintenance, lake safety duties or any duties needed for the betterment of the corporation and the lake community.

ARTICLE IX: CORPORATE RECORDS

9.01 Location of Records.

There shall be kept at the office of the corporation an original or duplicate record of the proceedings of the Members and of the directors, and the original or a copy of its By-Laws, including all amendments or alterations thereto to date, certified by the Secretary of the corporation.

9.02 Lot Owner Responsibilities.

Members (Lot Owners) shall have the duty and responsibility to inform the Corporation of their ownership interests in lots located in the Stonycreek Valley Development Corporation and provide the corporation with a current mailing address (singular) and other contact information as may be relevant.

9.03 Right to examine.

Members (Lot Owners) shall have the right to examine in person, or by an agent or attorney, at any reasonable time or times, for any reasonable purposes, the books or records of account and records of the proceedings of the Members and Directors and may make extracts there from.

ARTICLE X: ANNUAL MEETING OF THE MEMBERSHIP (LOT OWNERS)

10.01 Purpose

The Annual Meeting of the Membership of The Lake Stonycreek Development Corporation, is held for the purpose of reporting on the financial status of the corporation, reviewing the past year's accomplishments, outlining future plans and for the election of Board members, as well as any other business as may be properly brought before the meeting.

10.02 Date, Time, Location & Notice

(a) The Annual Meeting of the Membership shall be held in May on the Friday preceding Memorial Day at 7:00 pm, or on an alternative date as may be selected by the directors.

(b) The location shall be held in Shanksville, PA or at such place or places as may from time to time be selected by the Board of Directors.

(c) If the Annual Meeting shall not be called and held within six (6) months after the designated time, any ten (10) Members may call such meeting.

(d) Written notice of the Annual Meeting of the Membership shall be mailed to each Lot entitled to vote thereat. The notice shall be mailed to such address as appears on the books of the corporation, at least twenty (20) days prior to the meeting.

10.03 Manner of Acting

(a) The President of the Board shall preside at the Annual Meeting and all regular and special meetings of the membership.

(b) The conduct of all meetings of the Membership shall be in accordance with Robert's Rules of Order.

10.04 Quorum

(a) The presence, in person or by proxy, of 1/3 (33.3 percent) of the "Lots" entitled to vote shall constitute a quorum at all meetings of the Members except as otherwise provided by law, the Articles of Incorporation or by these By-Laws.

(b) If such quorum shall not be present at any Meeting of the Members, those entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting, until the requisite number of members shall be present.

(c) In the case of any meeting called for the election of directors, which is adjourned for lack of a quorum, two additional attempts will be made (not exceeding fifteen (15) days each), seeking to establish a quorum for the purpose of electing directors. Those Members attending the second of such meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

(d) In the event a quorum cannot be determined at an annual Members meeting and Members adjourn the meeting, the original meeting may receive reports prepared by the Board of Directors or any of its committees..

10.05 Voting Rights

(a) Each "Lot" within the original borders of the SVDC shall have the right to cast one (1) vote on each matter brought to a vote during a Members meeting. This includes one (1) vote for each open seat for the Board of Directors. See Article V 5.02.

(b) The recorded deed, or a duplicate thereof recorded in this Commonwealth, shall be prima facie evidence of the right of the person(s) named therein to participate in casting the Lot's vote thereon.

(c) If a Lot is held in a trust or by a corporation, then a notarized proxy must be presented to the Secretary no less than thirty (30) days prior to any Members meeting, which will then authorize an agent of the trust or corporation to vote its Lot(s). The proxy shall be recognized until repealed/replaced for ten (10) years whichever comes first.

(d) No Lot shall be voted at any meeting upon which any installment is due and unpaid.

(e) Upon demand before the voting begins for any election for directors, a Member may demand the election shall be by ballot.

10.06 Proxy

(a) Members are entitled to vote by proxy either in writing or transmitted electronically. The Notice of the Annual Membership Meeting will specify a return date (deadline) for the proxy. Proxy's shall be subject to and in accordance with Pennsylvania law or regulations(s).

(b) No unrevoked proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.

(c) In no event shall a proxy, unless coupled with an interest, be voted on after three (3) years of the date of its execution.

(d) In the case of voting by proxy, only those items may be voted on that have been set forth in the notice of the meeting that was mailed twenty (20) days prior to the date of the meeting in accordance with Article X 10.02.

10.07 Cumulative Voting

In all elections for directors, cumulative voting **shall not** be allowed.

10.08 Appointment of Election Judges

(a) In advance of any meeting of Members, the Board of directors may appoint Judges of Election, who need not be Members (Lot Owners), to act at such meeting or any adjournment thereof.

(b) If Judges of Election are not appointed under (a), the Chairman of any such meeting may, and upon the request of any Member (Lot Owner) or his proxy, make such appointment at the meeting. The number of Judges shall be two or three, which shall be determined by a majority of members present and entitled to vote.

(c) On the request of the President, or of any Member or his/her proxy, the Judges shall make a report in writing of any challenge or question or matter determined by them, and execute a Certificate of Fact found by them.

(d) No person who is a candidate for office shall act as a Judge.

ARTICLE XI: SPECIAL MEETING OF MEMBERS

11.01 Purpose

Special meetings of the Members may be called at any time by the President or the Board of directors, or not less than twenty-five (25) of all the Lots entitled to vote. Business transacted at all special meetings shall be confined to the subjects stated in the notice, and matters and actions germane thereto.

11.2 Date, Time, Location and Notice.

(a) At any time, upon written request of any person(s) entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the members to be held at such time as the Secretary may fix, not less than ten nor more than sixty days after receipt of the request.

b) Written notice of a special meeting of the Members stating the time, place and object(s) thereof, shall be mailed, postage prepaid, to each lot entitled to vote thereat at such address as appears on the books of the corporation, at least twenty (20) days before such meeting, unless a greater period of notice is required by statute in a particular case.

ARTICLE XII: MISCELLANEOUS PROVISIONS

12.01 Signature Authority

All checks and demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

12.02 Fiscal Year

The fiscal year shall be the calendar year.

12.03 Written Notice.

Whenever written notice is required to be given to any "Lot" it may be given to such address (singular) either personally or by sending a copy thereof through the mail, or by electronic means, to the address appearing on the books of the corporation, as supplied by the Member(s) /Lot Owner(s) to the corporation for the purpose of notice. If the notice is sent by mail or electronically, it shall be deemed to have been given to the person(s) entitled thereto when deposited in the United States mail or transmitted electronically to such person.

Meeting notices shall specify the place, day and hour of the meeting and, in the case of a Special Members or Board meeting, the general nature of the business to be transacted

12.04 Waivers

Whenever any written notice is required by statute, or by the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted at nor the purpose of a special meeting need be specified in the waiver of notice of such meeting. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII: ANNUAL STATEMENT

13.01 Date of Presentation and Format

The President and Board of directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of directors shall deem advisable and need not be verified by a certified public accountant.

ARTICLE XIV: AMENDMENTS

14.01 Alterations

These By-Laws may be altered, amended or repealed by the affirmative vote of a majority of the "Lots" present and entitled to vote at any regular or special meeting of the Members, where a quorum is established, and if notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.