

ADVOCATES FOR URBAN AGRICULTURE NFP

DRAFT BYLAWS

ARTICLE I - NAME

Section 1: Name

The name of the Corporation will be Advocates for Urban Agriculture NFP.

Section 2: Operation as a Tax Exempt Organization; Exempt Activities

- (a) The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”).
- (b) The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of the Corporation.
- (e) If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all of the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Corporation is organized. The Board of the Directors will choose the specific organization or organizations to whom such a distribution will be made. No director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

ARTICLE II - MEMBERS

Section 1: No Members

- (a) The Corporation will have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.
- (b) The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance

with board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE III - BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation will be managed by or under the direction of its Board of Directors.

Section 2: Number; Election; Term; Qualifications; Compensation

(a) **Number:** The number of Directors of the Corporation will be not less than 7 nor more than 12.

(b) **Election:** Directors will be elected at the Annual Meeting.

Term: Each Director will serve a 2 year term. All Directors will be divided into two classes as nearly equal in number as is practicable in order to stagger the terms of Directors and achieve continuity of governance of the Corporation as follows: Class A Directors, whose terms expire at the end of the Annual Meeting of the Board of Directors in odd-numbered years; and Class B directors, whose terms expire at the end of the Annual Meeting of the Board of Directors in even-numbered years. The number of Directors in each class will be fixed as determined by the Board of Directors.

(c) **Qualifications:** Directors need not be residents of the State of Illinois, but must be at least 21 years of age. No two Directors may be from the same single business or organization.

(d) **Compensation:** Directors shall receive no compensation except for the reimbursement of reasonable expenses.

Section 3: Resignations

(a) Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.

(b) **Effective Date:** A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

- (c) **Filling the Pending Vacancy:** The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Section 4: Vacancies

- (a) Any vacancy occurring in the Board of Directors, or any directorship to be filled, by reason of an increase in the number of Directors, resignation, or removal may be filled by the Board of Directors at the Annual Meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose even if the number on the Board is less than a quorum.
- (b) **Term of Office:** Each Director elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

Section 5: Annual Meeting

The Annual Meeting of the Board of Directors will be held at the place and time determined by the Board of Directors.

Section 6: Regular Meetings

The Board of Directors will hold regular meetings at the times and places designated by resolution of the Board of Directors.

Section 7: Special Meetings

Special meetings of the Board of Directors may be held at any time and place but only if they are properly noticed pursuant to Article III, Section 8 of these Bylaws. The meetings may be called by the President or by a written request from any 2 Directors.

Section 8: Notice of Meetings

- (a) **Timing:** Notice of each meeting must be delivered by or at the direction of the Secretary to each Director at least 5 days, but not more than 60 days, before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.
- (c) **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) **Description of Meeting in the Notice:** Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or

waiver of notice of such meeting, except as provided in Article III, Section 12 of these Bylaws.

Section 9: Quorum; Voting; Proxies

- (a) **Quorum:** No less than half of the Directors will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) **Voting:** If a quorum is present, a majority of positive votes and not more than 1 negative vote of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.
- (c) **Proxies:** A Director may vote by proxy on any matter of the Corporation, unless a Board Member requests an in-person meeting at least 2 weeks prior to the meeting. Only an affirmative proxy vote may be cast, a negative or abstention must be cast in person. The proxy votes must be delivered to the Secretary at least 48 hours prior to the meeting. A proxy may be revoked only by actual participation at the meeting.

Section 10: Electronic Participation at Meetings

- (a) Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting.

Section 11: Informal Action; Written Consent; Effective Date

- (a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by a majority of all the Directors, and not opposed by more than 1 Director, upon 48 hours notice provided by email.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records.
- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

Section 12: Removal

- (a) One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present.
- (b) If the vote for the removal of one or more directors is to take place at a special meeting called pursuant to Article III, Section 7(a) of these Bylaws, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article III, Section 8, no fewer than 20 days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.

Section 13: Presumption of Assent

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 14: Director Conflict of Interest

- (a) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- (c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.

- (d) **Indirect Interest:** A Director is “indirectly” a party to a transaction if he or she either:
1. Has a material financial interest in the entity with which the transaction is occurring; or
 2. Is an officer, director, or general party with the entity with which the transaction is occurring.
- (e) **Grant Exception:** If a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not “indirectly” a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE IV - OFFICERS

Section 1: Designation; Election; Term; Multiple Offices

- (a) **Designation:** The Officers of the Corporation will include a President, one or more Vice Presidents, a Secretary, a Treasurer, and any other Officers or assistant Officers authorized by the Board of Directors.
- (b) **Election/Appointment:** The Officers will be elected or appointed by the Board of Directors at its Annual Meeting.
- (c) **Term:** Each Officer will hold office for 2 years or until his or her successor has been duly elected/appointed and qualified, or until their death, resignation or removal in the manner hereinafter provided.
- (d) **Multiple Offices:** The same person may hold any 2 or more offices, except that the President and Secretary shall not be the same person.

Section 2: President

- (a) The President shall be the principal executive officer of the Corporation, subject to the overall direction and control of the Board of Directors.
- (b) The President shall preside at all meetings of the Board of Directors.
- (c) The President shall see that the resolutions and directives of the Board of Directors are carried into effect except when the responsibility is assigned to some other person.
- (d) The President shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- (e) The President shall be ex-officio member of all standing committees and may attend all Board committee and any other committee meetings, unless otherwise directed by the Board.

- (f) The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Corporation.
- (g) The President shall have such other functions, authority, and duties as customarily appertain to the office of the principal executive officer of a not-for-profit corporation or as may be prescribed by the Board of Directors.
- (h) In the absence of an Executive Director, the President shall assume the roles and responsibilities of the Executive Director, as outlined in Section 9 below, and such other duties as may be prescribed by the Board of Directors.

Section 3: Vice President(s)

- (a) The Vice President, or Vice Presidents in the order of their seniority, will have all the powers and perform all the duties of the President in the absence or incapacity of the President.
- (b) The Vice President or Vice Presidents will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 4: Secretary

- (a) The Secretary will act as secretary of the Board of Directors.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 5: Treasurer

- (a) The Treasurer will keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and must deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in the bank or banks designated by the Board of Directors.
- (b) The Treasurer will dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

- (c) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

Section 6: Resignation

- (a) Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.
- (b) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 7: Removal

- (a) Any Officer of the Corporation may be removed by the Board of Directors with or without cause. However, an Officer's removal will be without prejudice to his or her contract rights, if any.
- (b) Election of an Officer will not of itself create any contract rights.

Section 8: Vacancies

The Board of Directors will fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy.

Section 9: Executive Director

- (a) The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director.
- (b) The Board of Directors, by a majority vote, shall authorize the hiring of the Executive Director.
- (c) The Executive Director shall be the chief executive officer of the Corporation, and is subject to the overall direction of the Board of Directors.
- (d) The Executive Director shall in general supervise the business and affairs of the Corporation in accordance with policies formulated by the Board of Directors.
- (e) The Executive Director shall be responsible for managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.
- (f) The Executive Director shall report directly to the Board of Directors and shall keep the Board of Directors fully informed of his or her activities.
- (g) The Executive Director shall be an ex-officio, non-voting member of the Board of Directors and all committees thereof.

- (h) The Executive Director shall attend all meetings of the Board of Directors, unless otherwise advised by the Board, and shall attend other Board committees and other meetings, commissions, task forces and advisory bodies as the Board of Directors or such other Board committee shall designate.
- (i) The Executive Director shall make recommendations to the Board of Directors and its Board committees on matters affecting the policies and objectives of the Corporation.
- (j) The Board of Directors will stipulate the terms and conditions of employment for the Executive Director.
- (k) Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve the Corporation.

ARTICLE V - COMMITTEES

Section 1: Committees

- (a) The Board of Directors may create one or more committees and appoint Directors or other such persons as the Board of Directors designates to serve on the committee or committees.
- (b) Each committee must contain at least 1 Director, and at least 1 of the committee co-chairs must be a director, except that committees relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may be composed entirely of non-directors.
- (c) All committee members will serve at the pleasure of the Board of Directors.
- (d) To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that a committee may not:
 - 1. Adopt a plan for the distribution of the assets of the Corporation or for dissolution;
 - 2. Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;
 - 3. Elect, appoint or remove any Officer or Director, or any member of any committee, or fix the compensation of any member of any committee;
 - 4. Adopt, amend, or repeal the Bylaws or the Articles of Incorporation of the Corporation;
 - 5. Adopt a plan of merger or adopt a plan of consolidation with another corporation;

6. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; or
7. Take any action inconsistent with any resolution or action of the Board of Directors when such resolution or action of the Board of Directors provides, by its terms, that it must not be amended, altered, or repealed by action of a committee.

Section 2: Quorum; Voting

- (a) Unless the appointment by the Board of Directors requires a greater number, 3 members of the committee, at least 1 of which must be a staff member or committee co-chair, will constitute a quorum for committee action at any meeting of the committee.
- (b) The act of a majority of committee members present and voting at a meeting at which a quorum is present will constitute the act of the committee.

Section 3: Participation at Meetings by Conference Telephone

- (a) Committee members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting.

Section 4: Meetings of Committees

Subject to action by the Board of Directors, the Committee Co-Chairs, shall determine the time and place of meetings and the notice required therefor. Announcement of meeting time and location shall be provided to all members of the committee by email at least 48 hours prior to the meeting.

Section 5: Informal Action

- (a) **General:** Any action required to, or which may, be taken at a meeting of a committee may be taken without a meeting if it is consented to in writing by the all of the committee members.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the committee members; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records.
- (c) **Effective Date:** Any action taken by a committee pursuant to this Section will be effective when all of the committee members have approved the written consent unless the consent specifies a different effective date.

Section 6: Chair

Two members of each committee will be appointed as co-chairs of the committee. At least one of the Co-Chairs must be a Director.

Section 7: Term; Vacancies

- (a) **Term:** Each member of a committee will remain on that committee until the next Annual Meeting of the Corporation and until his or her successor is appointed, unless the committee is terminated or the member is removed from the committee by the Board of Directors.
- (b) **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the manner provided for in Article V, Section 1(a).

ARTICLE VI - INDEMNIFICATION

- (a) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) To the extent that a present or former director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.
- (c) Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.
- (d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.
- (e) The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) The Corporation shall have the power to give other indemnification to the extent permitted by law.

ARTICLE VII - BOOKS AND RECORDS

Section 1: Corporate Records

The Corporation must maintain the following books and records at its registered office or principal place of business:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;
- (d) All documents relating to the Corporation's tax status;
- (e) Recent annual reports;
- (f) Copies of the Corporation's recent newsletters, journals, or other publications;
- (g) Financial statements; and
- (h) All payroll and other personnel records relating to employment.

Section 2: Right of Inspection

- (a) **General Right of Inspection:** Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** A Director's agent or attorney may be afforded the same right provided under Article VII, Section 2(a).

ARTICLE VIII - WAIVER OR REDUCTION OF FEES

It is the general policy of this Corporation that any fees or charges associated with the charitable services or products of the Corporation will be waived or reduced in accordance with each recipient's ability to pay. The Corporation, being organized exclusively for charitable purposes under Illinois law, will strive to make its services and products available to the appropriate general public without undue obstacles to access. The administrative staff will have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of the Corporation's charitable services or products.

ARTICLE IX - MISCELLANEOUS

Section 1: Principal Office

- (a) The principal office of the Corporation in the State of Illinois will be located in Chicago, Illinois.
- (b) The Corporation will continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

Section 2: Depositories

All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in any banks, trust companies, or other depositories designated by the Board of Directors.

Section 3: Checks, Drafts, Notes, Etc.

- (a) All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the individual who has been given signatory authority by the Board of Directors.
- (b) In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Corporation.

Section 4: Fiscal Year

The fiscal year of the Corporation will end on the last day of December of each year.

Section 5: Delivery of Notice

Any notices will considered to be “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Corporation, or any other contact information appearing on the records of the Corporation; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation of these bylaws.

Section 6: Execution of Documents

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.

- (b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

Section 7: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 8: Stock

The Corporation will not have or issue shares of stock.

Section 9: Compensation

- (a) The Board of Directors may fix the salaries or other compensation of agents and employees of the Corporation unless it delegates this authority to the Executive Director.
- (b) No Director or Officer of the Corporation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Corporation, except reimbursement from the Corporation's funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Corporation, upon submission of proper documentation to the Board of Directors.

Section 10: Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

Section 11: Construction

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 12: Effective Date

These Bylaws will be effective upon acceptance by the Board of Directors.

ARTICLE X - AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors in office.

Attestation:

These bylaws were adopted on January 5th, 2016

Leah Lawson

Signature, Secretary of Advocates for Urban Agriculture NFP

Leah Lawson

Print Name

January 8th, 2016

Date