

ARTICLE 1 - NAME

This organization shall be known as Five Cities Youth Baseball hereinafter referred to as "FCYB or Local League". The mailing address of said organization shall be Post Office Box 2806, Pismo Beach, California 93448-2806.

ARTICLE 2 - OBJECTIVE

Section 1. IRC Section 501(c)(3) Purposes

1. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the Five Cities Youth Baseball shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office. Section 2. Specific Objectives and Purposes 1. Five Cities Youth Baseball, being part of Cal Ripken Baseball, Babe Ruth Baseball, and Babe Ruth League, Incorporated, is a non-profit organization whose mission is to promote, develop, supervise, and voluntarily assist in all lawful ways, the interest of those who will participate in organized youth baseball.
2. We believe FCYB can develop leadership and sportsman like qualities in the local youth. Today's kids are tomorrow's potential leaders. Youth baseball is a tool, which if used effectively, can broaden the foundation set forth by parents and guardians of our young leaders. Through proper guidance and leadership, the FCYB program assists youth in developing the qualities of citizenship, discipline, teamwork and physical well- being.
3. Our goal is to create community awareness and good-will with the volunteer parents and citizens in our Five Cities Communities, and help promote a healthy environment in which to raise families.
4. To achieve this objective, FCYB will provide a supervised program under the Rules and Regulations of Cal Ripken Baseball and Babe Ruth Inc. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance.

ARTICLE 3 - AFFILIATION

FCYB shall be affiliated with Babe Ruth League, Inc., a New Jersey corporation, and shall be governed by, and shall comply with the principles, rules, and regulations enunciated and decreed by Babe Ruth League, Inc.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1. Number

1. The number of Directors shall be not less than six (6) or more than nineteen (19).

2. The Board membership shall include the Officers, including the Player Agent for each division played that season.

Section 2. Qualifications

Any current member in good standing (18 or over), sincerely interested in active participation to affect the objective of this Local League may apply to become a director.

Section 3. Elections

The annual meeting of the Members of FCYB shall be held the first Tuesday in November for the purpose of electing the Board of Directors for the coming year. After the Board of Directors is elected, the Board of Directors shall assume the performance of its duties on November 15. Each Director's term of office shall continue until his or her successor is elected and qualified under this section.

Section 4. Term of Office

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies. No member may serve two consecutive three-year terms as a director. A Director's term shall begin on November 15 unless elected via special election due to a vacancy on the Board.

Section 5. Powers

1. The Board of Directors shall have the power to appoint such standing committees and or FCYB officials as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.
2. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the FCYB as it may deem proper.
3. The Board shall have the power by two-thirds (2/3) vote of those present at any regular or special meeting of Directors to discipline, suspend or remove any Director, Officer, Committee Member, or Regular Member of FCYB.

Section 6. Duties

It shall be the duty of the directors to:

1. Manage the property and affairs of the FCYB;
2. Meet at such times and places as required by these bylaws;
3. Prepare and submit to the Regular Members at the Annual Meeting of the Members, a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the FCYB, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Local League during such

year, which report shall be filed with the records of the FCYB and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Section 7. Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this organization conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 8. Place of Meetings

Meetings shall be held at Grace Bible Church in Arroyo Grande in the Jr. High Room unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 9. Regular Meetings

Regular meetings of directors shall be held on the first Tuesday of every month at 7:00PM, unless such day fall on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

Section 10. Special Meetings

The President or the Secretary may, whenever they deem it advisable or the Secretary shall at the request in writing of five (5) Directors issue a call for a special meeting of the Board.

Section 11. Notice of Meetings

Unless otherwise provided by these bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings. Notice of each meeting of the Directors shall be publicized within the Five Cities Youth Baseball Official Website;
- b. Special Meetings. Notice of each meeting shall be given by the Secretary to each Director either by mail, at least (3) days before the time appointed for the meeting to the last recorded address of each Director, or by telephone, email, or personal notice 24 hours preceding the meeting. Such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

Section 12. Quorum for Meetings

Two-thirds the number of members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 13. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless these bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 14. Conduct of Meetings

Meetings of the board of directors shall be presided over by the President of the Local League, or in his or her absence, the vice presidents of the Local League, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the Local League shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of the Local League.

Section 15. Vacancies

If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

Section 16. Non Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Local League.

Section 17. Indemnification by Local League of Directors and Officials

The directors and officers of the Local League shall be indemnified by the Local League to the fullest extent permissible under the laws of the State of California.

ARTICLE 5. OFFICERS

Section 1. Officers

1. The Officers of the Local League shall consist of a President, two (2) Vice Presidents, a Secretary, a Treasurer, and a Player Agent for each of the divisions FCYB offers player in any given year.
2. All Officers shall be elected by the Board of Directors by majority vote immediately following the Annual Meeting of Member and shall hold office for the ensuing year or until their successors are duly elected.
3. All elected officers shall have one (1) vote each with the exception of the President who shall follow Roberts Rule of Order.
4. The Board of Directors may appoint such other officers or agents as the President may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. Appointed Officers or agents, however, shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

Section 2. President

The President shall:

1. Conduct the affairs of the Local League and execute the policies established by the Board of Directors;
2. Present a report of the condition of the Local League at the Annual Meeting;
3. Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Local League;
4. Be responsible for the conduct of the FCYB in strict conformity to the policies, principles, Rules and Regulations of Babe Ruth League, Incorporated, as agreed to under the conditions of charter issued to FCYB by Babe Ruth League, Incorporated;
5. Designate in writing, other officers, if necessary, to have power to make and execute for/and in the name of FCYB such contracts and leases they may receive and which have had prior approval of the Board;
6. Investigate complaints, irregularities and conditions detrimental to the FCYB and report thereon to the Board of Directors as circumstances warrant;
7. Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof;
8. With the assistance of the Player Agent, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection;

Section 3. Vice-President

1. In case of the absence or disability of the President and provided he is authorized by the President or Board so to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.
2. Responsible for obtaining field use permits through our all-star tournaments.
3. Meets with City, County and School District officials to secure field allotment.
4. Hires field prep personal.
5. In coordination with the Player Agents, creates the league schedule for all levels in the Babe Ruth division, including make-ups and playoff.
6. Chairs or delegates practice schedule allocation.
7. Chairs or delegates all aspects of the annual All-Star Tournament.
8. Assist other board members as needed with their job duties.

Section 5. Secretary

The Secretary shall:

1. Be responsible for recording the activities of the Local League and maintain appropriate files, mailing list, and necessary records;
2. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors;

3. Maintain a list of all Regular Members, Directors and committee members and give notice of all meetings of the Local League, the Board of Directors and Committees in such method as directed by the Board of Directors;
4. Keep the minutes of the meetings of the Members, the Board of Directors and cause them to be recorded in a book kept for that purpose;
5. Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed;
6. Notify Members, Directors, Officers and committee members of their election or appointment;

Section 6. Treasurer

The Treasurer shall:

1. Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors;
2. Receive all monies and securities, and deposit same in a depository approved by the Board of Directors;
3. Keep records for the receipt and disbursement of all monies and securities of the Local League, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures;
4. Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the annual meeting;
5. Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the annual meeting.

Section 7. Player Agents

The Board of Directors shall elect one Player Agent per level of play in both Cal Ripken and Babe Ruth divisions. The Player Agent shall:

1. Record all player transactions and maintain an accurate and up-to-date record thereof. Notices of all player transactions shall be posted on a designated place at the concession stand within 24 hours of said transaction;
2. Receive and review applications for player candidates and assist the President in checking residence and age eligibility;
3. Conduct the player registration, tryouts draft and all other player transactions or selection meetings;
4. Prepare the Player Agent's list for Major League draft;
5. Prepare for the President's signature and submission to Cal Ripken Headquarters, team rosters, including players' claimed, and the tournament team eligibility affidavit;
6. Notify Cal Ripken Headquarters of any subsequent player replacements or trades;
7. In coordination with the Vice Presidents, prepare the playing schedule and submit to the Board of Directors for approval;

8. Reschedule postponed, suspended or called games at the earliest possible playing date, including Sunday, without consulting either involved Manager. Only restriction – no team shall be forced to play four (4) games in one (1) week.
9. Be in charge of all field assignments both for regular and practice games after the playing schedule is established.

ARTICLE 6. COMMITTEES AND OFFICIALS

The Board of Directors shall have the power to appoint such standing committees and or FCYB officials, as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of FCYB to enter into any contract or execute and deliver any instrument in the name of and on behalf of FCYB, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind FCYB by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Income

1. The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income, in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.
2. All funds received, shall be deposited to the credit of FCYB in the league designated bank account, and all disbursement shall be made by check.
3. The Board shall not permit the contribution of funds or property to individual teams but shall solicit some from the common treasury of the Local League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Local League.
4. The Board shall not permit the solicitation of funds in the name of Cal Ripken Baseball unless all of the funds so raised are placed in the Local League Treasury.

Section 3. Disbursement

1. The Board shall not permit the disbursement of Local League funds for anything other than the conduct of Cal Ripken activities in accordance with the rules and policies of Cal Ripken Baseball, Incorporated.
2. No Director, Officer or Member of the FCYB shall receive, directly or indirectly any salary, compensation or emolument from the Local League for services rendered as director, officer or member.

3. All checks shall be signed by either the Treasurer or the President and countersigned by either the Vice President or the Secretary.
4. The fiscal year of the Local League shall begin on the first day of October and shall end on the last day of September.

ARTICLE 8. CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 3. Members' Inspection Rights

Each and every member of FCYB shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a

reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.

3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9. TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Dissolution of Organization

If said league is no longer a viable organization and the decision has been made by the Board of Directors to dissolve the corporation, the following must occur prior to dissolution: notification to all members as to the situation of the organization, notification of a general meeting to allow

for member input, meeting to be held at a neutral location, and opportunities given to the community and members at large prior to dissolution.

Section 4. Distribution of Property upon Dissolution

Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE 11. AMENDMENT OF BYLAWS

This Constitution may be amended, repealed or altered in whole or in part by submitting in writing to the FYCB at a regular meeting, copies to be provided to all Regular Members in attendance; discussion and vote will be held at the next Regular meeting provided notice of the proposed change is included in the notice of such meeting. A two thirds (2/3) vote of all voting members in attendance will be needed to amend, repeal or alter the Constitution.

ARTICLE 12. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 13. MEMBERS

Section 1. Eligibility

Any person (18 or over) sincerely interested in active participation to affect the objective of FCYB may apply to become a member.

Section 2. Classes

There shall be the following classes of Members:

1. Player Members: Any player candidate meeting the requirements of Cal Ripken Regulations and/or Babe Ruth Inc. and who resides within the authorized boundaries of the Local League shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of the FCYB.
2. Regular Members: Any person (18 or over) actively interested in furthering the objectives of the Local League may become a regular member upon attending at least four (4) meetings of the director in the League year (November thru October). The Secretary shall maintain the roll of membership to qualify voting members. Only regular members in good standing are eligible to vote at the Annual Meeting of regular members or any special meeting of regular members. To maintain membership in good standing you must attend four (4) meetings of the Directors in the League year (November thru October). All Officers, Board Members, Committee Members, Managers, Volunteer Umpires and other elected or appointed officials must be active Regular Members in good standing.
3. As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated

Section 3. Fees and Dues

1. There shall be no dues for Regular Members, FCYB is an all volunteer membership and is open to anyone assuming they meet the criteria as set forth in Article III, Section 2.
2. A reasonable league participation fee will be assessed as a parents' obligation to ensure the operational continuity of the Local Cal Ripken League. The participation fee will be set by the board of directors on a yearly basis. Payment will be required at the time the player(s) register for the season.
3. Participation fees assist the Local League in covering; charter fees, insurance, equipment, uniform shirts, field maintenance and other items as determined by the board of directors.
4. At no time should payment of any fee be a prerequisite for participation in the Cal Ripken Baseball Program.

Section 4. Other Affiliations

1. Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of FCYB.
2. Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program that is deemed by the Board of Directors to have conflicting interests to those of FCYB.

Section 5. Suspension or Termination

1. Membership may be terminated by resignation or action of the Board of Directors or violation of the Coaches Codes of Ethics.
2. The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of

any Member of any class when the conduct of such person is considered detrimental to the best interests of the FCYB, Cal Ripken Baseball, Babe Ruth Baseball, or Babe Ruth League, Inc.. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

3. The Board of Directors shall, in case of a Player Member, give notice to the manager of the team of which the player is a member. Said manager shall appear, in the capacity of an adviser, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

ARTICLE 14. MEETINGS OF MEMBERS

Section 1. Definition of Meetings

1. Regular Meeting: The regular meetings of the Members of the Local League shall be held on the first Tuesday of November at a time and place to be determined in advance.
2. General Meeting: A general membership meeting shall be held for all participants and parents prior to the start of the spring season. This meeting date shall be three weeks prior to Opening Day and the meeting shall be held in a neutral location with easy access for all participants. The meeting date shall be set by the board prior to player registrations.
3. Annual Meeting: The annual meeting of the Members of FCYB shall be held the first Tuesday in November for the purpose of electing the Board of Directors for the coming year.

Section 2. Notice of Meeting

1. Notice of each meeting of the Members shall be publicized within the Five Cities Youth Baseball Official Website and/or posted at the Major League field; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

Section 3. Special Meetings

1. Special meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4. Quorum

1. The presence in person or representation by absentee ballot of one-third (1/3) of the members, or a number or percentage acceptable to the FCYB regular membership in advance of the annual meeting, shall constitute a quorum. Section 5. Voting 1. Only Regular Members in good standing shall be entitled to vote at any meeting of the

members of FCYB. Section 6. Absentee Ballot 1. For the expressed purpose of accommodating a regular member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the League.

2. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the annual meeting and the election of members to the Board of Directors.
3. The Secretary shall present all absentee ballots to the Election Chairman on the date of the annual meeting prior to the conduct of the election process.

Section 7. Rules of Order

1. Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of the Local League.

ARTICLE 16. LOCAL RULES

The local rules of FCYB shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules and Regulations of Babe Ruth League, Incorporated.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 13 preceding pages, as the bylaws of this corporation. Dated: Nov 12 2017