

Constitution of
The Poland China
Record Association

P.O. Box 9758
Peoria, Illinois 61612



CONSTITUTION OF
POLAND CHINA RECORD ASSOCIATION

ARTICLE I

NAME, LOCATION AND OBJECTS

Section 1. This organization shall be known as THE POLAND CHINA RECORD ASSOCIATION, a corporation not for precuniary gain.

Section 2. The Poland China Record Association shall maintain a general business office within the United States of America.

Section 3. The objects and purpose of the Association shall be the establishment and maintenance of a system of recording pedigrees of purebred Poland China Swine, the issuance of Certificates of Registry for same, and such other business and activities as may be necessary and proper in the judgement of the Directors herein after provided for, to protect and advance the interest of the breeders of purebred Poland China swine, and such other objects and purposes as may be lawfully provided for in the rules and regulations of this Association.

ARTICLE II

MEMBERSHIP

Section 1. Active senior members shall be confined to any reputable person, firm or corporation who is a breeder of Purebred Poland China swine, actively engaged

and financially interested in breeding, raising, and promoting purebred Poland China swine and who shall have paid the lifetime membership fee and applicable membership maintenance fee as established by the board of directors. Active senior members shall have exclusive voting rights but in order to be eligible to vote at regular or special association meetings, active senior members must own one or more Poland China hogs which is registered by the Association and have recorded one or more Poland China hogs within the 12 months preceding said meeting.

Section 2. Membership in the corporation cannot be transferred.

ARTICLE III MANAGEMENT

Section 1. The property and business of the Association shall be controlled and managed by a board of seven (7) directors.

Section 2. No director may succeed himself more than once.

Section 3. No state shall have more than two (2) directors residing therein at any one time.

Section 4. The officers of the Association shall consist of Chairman of the Board, Vice-Chairman of the Board, Chief Executive Officer (CEO), and such other officers as the board deems necessary. The Chairman and Vice-Chairman shall be elected by the board from its membership. The CEO shall be named by the board from outside the membership of the board and shall be without power to vote.

Section 5. Officers and Directors of the Association shall be elected and perform such duties as are prescribed in the By-Laws.

ARTICLE IV

Section 1. This Association shall be a non-profit Association subject to the laws of the state in which the Association office is maintained.

ARTICLE V

Section 1. The Constitution of this Association may be amended by a two-thirds majority vote of the active members voting at any annual meeting of the membership, providing the proposed amendment is submitted to the Active members of the Association ten days prior to the date of the annual meeting.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. APPLICATION. Any person, firm, or corporation eligible for membership and desiring admission to the Association shall file an application upon a prescribed form, duly signed by him in the name under which he will conduct his breeding operations.

Section 2. FEE. Each membership application, including Junior membership, shall be accompanied by the required fee.

Section 3. ISSUANCE. Upon receipt of an application for membership, accompanied by the required fee and properly signed, the CEO shall determine the eligibility and desirability of the applicant for membership. If applicant is found to be eligible and desirable, a certificate shall be issued by the CEO and name of the member shall thereupon be enrolled upon the membership rolls of the Association.

Section 4. TRANSFER OF MEMBERSHIP. Membership in the Association shall not be transferable.

Section 5. TERM OF MEMBERSHIP. Membership in this Association shall be for life, and as long as the holder is actively recording and transferring purebred Poland Chinas and has paid the applicable membership maintenance fee. Failure of a member to record or transfer a purebred Poland China for a period of 12 months, shall automatically and without notice cause the member to become an inactive member without power to vote or other privileges granted by the Association. However, inactive members may be reinstated to all privileges upon payment of membership maintenance fee and resuming recording activities.

Section 6. Any boy or girl under 21 years of age who is the owner of one or more purebred Poland China hogs registered in his or her name, is eligible for junior membership in this Association at a fee determined by the Board of Directors, providing he or she makes application for a Junior membership on the form prescribed for such purpose.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of the members of the Association shall be held at a time and place as may be fixed by the Board of Directors. Written or printed notice thereof stating the time and place of meeting shall be given each member entitled to vote, in such manner as the Board of Directors may determine at least ten (10) days and not more than forty (40) days prior to the date of the meeting. No business shall be transacted at such meeting except that stated in the call.

Section 2. SPECIAL MEETING. Special meetings of the members may be held upon call issued by the Chairman of the Board or on a call signed by a majority of the members of the Board of Directors upon filing same with the CEO setting forth the time and purpose of such meeting. Or, upon the written request of at least 100 active members of the Association filed with the CEO setting forth the time and purpose of such meeting. Upon order of the Chairman of the Board or upon the filing of a written call, the President shall give notice of such Special meeting to each member of at least 15 days prior to the date of such meeting. No business shall be transacted at such meeting except that stated in the call.

Section 3. NOTICES. Notices of Special meetings of members shall be written or printed and sent by U.S. Mail, addressed to each active member at his address as it appears on the records of the Association.

Section 4. VOTE. Only active members shall be entitled to vote at all meetings of the members.

Section 5. QUORUM. For the purpose of an election and the transaction of other business, a quorum shall consist of four (4) members present.

ARTICLE III

DUTIES OF MEMBERS AND NON-MEMBERS

Section 1. It shall be the duty of members and non-members using the privileges granted by the Association to at all times comply with the By-Laws of the Association as they now exist, or may hereafter be amended; to keep adequate herd records sufficient to provide unquestionable identity of all purebred Poland Chinas in the herd, or sold from the herd for breeding purposes; and to require DNA banking at the PCRA office on all boars, gilts, and sows used for breeding purposes; to so conduct his or her Poland China business as not to endanger, reflect upon or adversely effect the reputation, welfare, or

credit of the Association and the Breed. All boars, sows, and gilts must have a DNA banking sent to the office prior to litter registration.

Section 2. Persons, firms, and corporations who are not members of the Association may record pedigrees and transfers of ownership on terms prescribed by the Board of Directors. An application for registry or transfer by a non-member shall constitute an agreement to observe and be bound by the By-Laws of the Association as they now exist or may hereafter be amended, and to so conduct his Poland China business as not to endanger or reflect upon the reputation, welfare or credit of the Association.

Section 3. No member or non-member using any of the privileges granted by the Association, shall in any way misrepresent any fact in connection with Poland China hogs, either as to breeding, date of farrow, ear notches, alter ear notches, misrepresentation of parentage or DNA or stress status, or in any other way cause false information to be placed upon the records of the Association, or presented to the Public. Such misrepresentation shall be punishable by denial of the service of the Association to the offending party.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. ELECTION. Directors shall be elected by the active members at the Annual meeting. Directors shall be elected by ballot at each annual meeting and shall serve for a period of three (3) years and until their successors are elected and qualified. No person shall be elected as a Director who is not at that time an eactive member. The Chairman of the Board shall appoint a nominating committee of three (3) active members to place in

nomination the names of candidates to fill the vacancies occurring on the Board of Directors at each annual meeting. The membership shall vote on the slate, plus any additional nominations from the Floor, with the highest being declared elected, providing each receives a majority of the votes cast.

Section 2. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining members of the Board at any regular or special meeting. Members so elected shall hold office until the next annual meeting.

Section 3. No Director may succeed himself more than once.

Section 4. No state shall have more than two (2) directors residing therein at any one time.

Section 5. MEETINGS. The Board of Directors shall meet for the transaction of business as soon as practicable after the annual meeting of the Association and as often thereafter as may be necessary to conduct business of the Association. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board. The CEO shall give written notice to the members of the Board of Directors of special meetings not less than five (5) days before the date fixed for the meeting, by mail, or other electronic means stating the time, place and purpose of the meeting. The Chairman of the Board shall call special meetings of the Board of Director upon the written request of five directors.

Section 6. QUORUM. A Majority of the duly elected Board of Directors shall constitute a quorum and a majority of the members of the Board in attendance at any meeting shall, in the presence of a quorum decide the Board's action. A minority of the Board present at any meeting may, in the absence of a quorum, adjourn to a later date but

may not transact any business.

Section 7. COMPENSATION. Compensation to Board of Director members for expenses incurred in connection with the business of the Association will be determined by the Board of Directors.

ARTICLE V

OFFICERS

Section 1. ELECTION. Officers shall be elected at a meeting of the Board of Directors to be held following the adjournment of the Annual meeting of the members.

Section 2. TERMS. The Chairman of the Board, Vice-Chairman of the Board and officers shall serve for a term of one year and until their successors are elected and qualified. The CEO shall be appointed by the Board of Directors for such term as the Board of Directors may determine.

ARTICLE VI

COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Board of Directors shall at its Annual meeting appoint an Executive Committee which shall be made up of the Chairman of the Board who shall be the Chairman, and two (2) members of the Board of Directors.

Section 2. OTHER COMMITTEES. All other committees shall be appointed by the Chairman of the Board, unless otherwise determined by the Board of Directors.

Section 3. MEETINGS OF EXECUTIVE COMMITTEE. The Chairman shall have the power to call a meeting of the Executive Committee at any time upon giving three (3) days written or electronic notice thereof. The Chairman shall call a meeting of the

Executive Committee upon the written request of two (2) members thereof, of which like notice shall be given.

Section 4. QUORUM. Two (2) members of the Executive Committee shall constitute a quorum.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD

OF DIRECTORS

The Board of Directors shall have, in addition to all other powers granted them by law and by the By-Laws of the Association, the following powers and duties, namely:

Section 1. GENERAL. General supervision of the affairs of the Association; management and control of all property; to fix the compensation of officers of the Association; to remove any officer elected by them when in their opinion the best interest of the Association will be served thereby, such removal to be by a two-thirds vote of all members of the Board of Directors.

Section 2. PEDIGREES. To fix the fee for registration of pedigrees, transfers, and other services.

Section 3. SPECIAL APPROPRIATIONS. To make appropriations for breed promotion, publicity and advertising, and special premiums at Fairs and Expositions.

Section 4. APPEAL OF COMPLAINTS. To pass upon all appeals from the action of the CEO or of the Executive Committee, to hear, investigate, and act upon all complaints or charges made by any member or non-member, who is permitted to avail himself of any of the privileges of the Association, for violation of any of the By-Laws of the Association, or for conduct adversely affecting the reputation, welfare, or credit of

the Association, or to suspend or reinstate such member or non-member complained against. To direct the CEO to deny all privileges of the Association to any member or non-member who owes the Association fees, or who has been guilty of failure to complete registration and transfer of ownership for animals sold by such member or non-member or misrepresentation of registration.

Section 5. CANCELLATION. To direct the CEO to cancel any registration or transfer certificate when it has been determined that such certificate was issued on the basis of incorrect statements of data, DNA, farrowing dates, ear notches, or altered ear notches, in support thereof or in said applications, and to refuse to make further entries on the record based upon such incorrect certificates of registration or transfer.

Section 6. BONDS. To require any officers or employees of this Association to give bond with such conditions and in such amount as may be fixed by said Board of Directors.

ARTICLE VIII

DUTIES AND POWER OF THE

EXECUTIVE COMMITTEE

Section 1. GENERAL. In the absence of the Board of Directors, it shall be the duty of the Executive Committee to act with the consent of the Board of Directors in the direction of the affairs of the Association during intervals between meetings of the Board of Directors. To keep minutes of their meetings and submit a full report of all action taken or authorized by the Executive Committee to the Board of Directors at its first meeting following such action by the Executive Committee.

Section 2. INVESTIGATION. To investigate or cause to be investigated, all complaints coming to their attention, of the violation by any member, of any of the By-Laws of the Association, or the violations or attempted violation by non-members, of registration or related requirements, DNA, farrowing dates, altered ear notches, or of any act or omission of any member or non-member, tending to endanger or adversely affect the welfare, reputation or credit of the Association. If a majority of the members of the Committee shall, after making or having made such investigation as they deem necessary, determine the complaint to be of such importance, or to be justified, they shall act, in due course, and submit the complaints and a report of their findings to the Board of Directors.

Section 3. RIGHT OF APPEAL WHEN COMPLAINT IS DISMISSED. Any member or non-member whose complaint is dismissed by the Executive Committee shall within ten (10) days of date of notice of decision have the right to, in writing, demand that the complaint be reheard by the Board of Directors.

Section 4. DIRECT ISSUANCE OF CERTIFICATES. In case of the inability of any applicant for a Certificate of Registry or a Certificate of Transfer of ownership or a breeding certificate to provide the Certificate and data pertaining thereto, as required by the Association, on account of the failure, inability or refusal of any party to the transaction to furnish such certificate or data, the Committee shall have the right, upon being satisfied of the correctness and validity of the facts in question, to instruct the CEO to issue the Certificate of Registration or Certificate of Transfer of ownership or breeding certificate.

Section 5. AUDIT. The Committee shall have power to audit or cause to be audited any or all books of the Association.

ARTICLE IX

DUTIES OF CHAIRMAN OF THE BOARD

Section 1. The Chairman of the Board shall be the chief executive officer of the Corporation and preside at all meetings of the members, the Board of Directors and the Executive Committee, and perform such other duties which may be prescribed by the Board of Directors from time to time.

ARTICLE X

DUTIES OF VICE-CHAIRMAN OF THE BOARD

Section 1. The Vice-Chairman of the Board shall assume the duties of the Chairman of the Board in his absence or disability to serve.

ARTICLE XI

DUTIES OF THE CEO

Section 1. GENERAL. The CEO shall have general charge of the business of the Association under the direction of the Board of Directors. The CEO shall have full authority to employ, discharge, and fix the salaries of the office assistants, subject to the approval of the Board of Directors. The CEO shall keep a record of the minutes of the meetings of the members, Board of Directors, and Executive Committee in permanent form. The CEO shall receive all money due the corporation and deposit same in the name of the Corporation in such bank or banks as the Board of Directors shall designate. All checks drawn against the funds of the corporation shall be signed by the CEO. It shall

also be the duty of the CEO to invest all surplus funds of the corporation over and above the cash requirements of its operation, in its behalf and in its name in U.S. Treasury Bonds, Certificates and notes and in such other investments within the limitations of the law when so authorized from time to time by the Board of Directors. The CEO shall make a report of all cash receipts and disbursements to the Board of Directors as directed by the Board. The CEO shall be the corresponding and recording officer of the Association and shall receive, attend to, and dispose of all applications for transfer registry of such animals. The CEO shall sign and issue all Certificates of membership, registry, and transfer registry and shall compile and maintain in some form approved by the Board of Directors, a record of recorded pedigrees. The CEO shall have custody of the common seal and corporate records of the Association and issue all notices of meetings and perform such other duties as are prescribed by the Board of Directors and such other duties as shall devolve upon the office.

ARTICLE XII

RULES AND REGULATIONS GOVERNING RECORDING

AND TRANSFER OF PEDIGREES

Section 1. All patrons of the Association, non-members as well as members, shall comply with the following rules and regulations governing the recording of pedigrees and transfers thereof, and the filing of breeding certificates, and for failure to comply with any of said rules shall be subject to the provisions and penalty hereafter prescribed.

Section 2. CERTIFICATE OF REGISTRY TO BUYER. The Association holds the Certificate

of Registry to be an integral part of every purebred transaction. In every change of ownership of a Poland China breeding animal, the seller shall, at his own expense, furnish the buyer a RECORDED PEDIGREE, this pedigree to show transfer of ownership and date of sale, unless the right to such certificate is specially waived by the buyer at the time of sale.

Section 3. FORFEITURE OF FEES. Whenever any fees are paid to the Association in connection with an application for registration or transfer, and the Certificate shall not be issued on account of failure of the applicant to provide all information and data required by the Association, such fees, may be forfeited to the Association.

RULES FOR PREPARING PEDIGREES

- Rule 1 An application for registry must be prepared AND SIGNED by the proper person for each animal that is sold for breeding purposes or sent to the Record office for registration.
- Rule 2 The proper person to sign an application for pedigree is the OWNER OF THE DAM AT FARROWING TIME.
- Rule 3 Pedigrees should always be made on proper blanks. Do not send for record a description of the animal by letter. Pedigree blanks can be purchased from the Record office.
- Rule 4 Read carefully the instructions for preparing registration applications. Instructions and applications are available from the Association.
- Rule 5 The signer of a pedigree should carefully check the pedigree with his herd register to see that he has not omitted any necessary information.

- Rule 6 If any animal is sold before it is registered, the seller should print or type the name and address of the purchaser and complete date of sale, month, day, and year on the proper form.
- Rule 7 Do not make any change in a pedigree signed by another person, If changes are necessary, the pedigree should be referred to the Association office or to the person who signed the pedigree.
- Rule 8 Always send the original pedigree for record. Do not send a copy.
- Rule 9 Proper fees must accompany all work sent to the Association. No pedigree will be accepted for record without the fee.
- Rule 10 No animal shall be admitted to record until it's sire and dam are registered, and that all sires and dams must be DNA banked with the PCRA before pedigrees are processed effective July 1, 2019.
- Rule 11 Pedigrees already recorded will not be re-recorded except for the purpose of correcting a serious error in the pedkgree, and make change if applicable.
- Rule 12 The Breeder of an animal is the owner of the dam at the time of breeding service.
- Rule 13 All pigs should be earmarked according to the standard Poland China system and the earmark shall be shown on the pedigree.

RULES FOR BREEDING CERTIFICATES

- Rule 14 When a REGISTERED BRED SOW is sold, the seller must furnish the purchased with a breeding certificate showing the name and registration number of the boar to which she was bred and the exact date, month, and year the sow was bred. The breeding certificate must then be sent to the Record office for entry on the record in order that the

purchaser of the sow may register the pigs produced from that particular mating.

Rule 15 When the owner of a sow breeds her to a boar owned by another person, he must request a breeding certificate from the owner of the boar and then send same to this office for entry of the record.

Rule 16 No breeding certificate is required when the same person owns both the boar and the sow when they were mated UNLESS the sow is sold before she farrows her litter.

Rule 17 One breeding certificate is all that is required in order to register all the pigs in a litter.

RULES FOR TRANSFERS

Rule 18 The transfer of ownership is the responsibility of and at the expense of the seller. When an animal is sold, a transfer fee is required, and it is necessary for the sale to be entered on the records of the Poland China Record Association in order that the purchaser may be able to register the produce or get of the animal. Instructions for the proper transfer procedures are available from the Association.

IMPORTANT NOTICE

Rule 19 THE POLAND CHINA RECORD ASSOCIATION does not carry open charge or credit accounts with its members and patrons. All members and patrons should carefully check our schedule of fees and make their remittance for the correct amount. Any accounts over thirty (30) days will be assessed a monthly service fee.

ARTICLE XIV

GRIEVANCES

Section 1. FRAUDULENT PEDIGREES. Should any member knowingly impose a fraudulent pedigree upon this Association, or knowingly misrepresent any material fact as to age,

breeding or ownership, of any animal the same is being exhibited at any fair exhibition, or offered for sale at any place, including farm, and sworn written charges against him are filed, he shall be tried by the Board of Directors upon due notice, and if found guilty shall thereupon be expelled from membership in this Association, and all his rights herein forfeited on the repayment of tender to him of the par value of his membership in this Association by registered mail and demand return receipt, and said member shall not thereafter be allowed to record another animal in The Poland China Record Association. Said trial shall be conducted under the regulations hereinafter set forth and the result thereof shall be published in the proceedings of the Association for the protection of its members.

Section 2. HEARING. Whenever sworn written charges are filed with the CEO of this

Association, it shall be the duty of the CEO, if it appears that Section 1 of this Article has been violated, to set the hearing for the next meeting of the Board of Directors.

The CEO shall notify the member against whom charges shall have been preferred, of the time and place of such hearing. The testimony shall be heard by the Board of Directors, and it shall require the affirmative vote of a majority of the Board to expel a member so charged and tried. If a postponement of the hearing is granted after the Board of Directors have assembled for the purpose of taking testimony, the defendant breeder requesting the postponement shall make a deposit with the CEO of \$1000.00 to cover the expenses of the members of the Board of Directors who will attend the postponed meeting.

Section 3. RIGHT OF BOARD OF DIRECTORS PENDING DECISION. The Board of Directors shall have the right, during the time any complaint is pending against a member or non-member, to deny to such member or non-member any or all the privileges of the

Association .

Section 4. RIGHT TO INSPECT HERD AND HERD RECORDS. The Board of Directors shall the right to inspect or cause to be inspected, the herd and the herd records of any member or non-member, using the privileges of this Association, which could include but not limited to breeding dates, farrowing dates, ear notches, DNA comparison of animals to DNA banked animals on record with the PCRA. Upon demand made by the Board of Directors, acting through its Chairman or the CEO of the Association any member or non-member, using the privileges of the Association, shall exhibit his or her herd, or shall exhibit his or her records to the Board of Directors or any person or persons designated by the Board of Directors to inspect such herd or herd records, or shall exhibit his or her herd records at such time and place as shall be fixed by the Board of Directors. Should sufficient evidence be found that herd records are inadequate to provide identification of or are incorrect, or that the animals in the herd do not correspond with the pedigrees or DNA on file, the Board of Directors shall, thereupon set a date for the conduct of a hearing on such charge or charges as are justified.

Section 5. ERRORS. Upon the discovery of an error in the recorded pedigree or any fact bearing upon it which would have rendered that pedigree ineligible to record, the same shall be cancelled and stricken from the record.

Section 6. FAILURE TO FURNISH PEDIGREES. Should any member file written charges against any breeder who neglects or refuses to furnish necessary pedigrees or other papers for Poland Chinas sold, such charges shall be investigated as provided by Section 2 of this Article and if sustained, the person convicted, shall be refused the

the right thereafter to record any pedigrees in this Association until the Board votes to reinstate active membership status.

ARTICLE XV

NON-LIABILITY OF ASSOCIATION

Section 1. All pedigrees are based upon applications made to the Association therefore, and are recorded in reliance upon the information contained therein, and neither the Association nor any of its Officers, Directors or employees shall be held liable for any loss or damage incurred by any person, firm or corporation, including members or non-members, arising from any act of the Association in striking from the record any registration or transfer certificate issued in error or cancelled as a result of information subsequently obtained by the Association or the refusal of the Association to record pedigrees based upon registration which have been cancelled from the record.

Section 2. INDEMNIFICATION. The Poland China Record Association shall indemnify any and all persons who may serve or have served at any time as officers or directors, and their respective heirs, administrators, successor and assigns, against any and all expenses including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been an officer or director of the Poland China Record Association, except in relation to matters as to which any such officer or director or former officer or director shall be adjudged in any action, suit or proceeding to be liable

for his or her own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

ARTICLE XVI

SUNDRY PROVISIONS

Section 1. FISCAL YEAR. The fiscal year of the Association shall be concurrent with the fiscal year of Certified Pedigreed Swine which currently runs from October 1 – September 30.

Section 2. ORDER OF BUSINESS. The order of business at all meetings of members so far as possible shall be as follows:

1. Call to order
2. Roll Call
3. Reading of minutes
4. Report of President
5. Report of Committees
6. Unfinished Business
7. New Business
8. Election and appointments
9. Adjournment

Section 3. CORPORATE SEAL. The corporate seal of this Association shall consist of two (2) concentric circles between which shall be the name of the association and in the center shall be inscribed the words "Corporate Seal"; and such seal as impressed on the margin hereof is hereby adopted as the Corporate seal for the corporation.

Section 4. USE OF PROXY. Is not allowed.

Section 5. AMENDMENT OF ARTICLES OF INCORPORATION. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members. Such meeting may be either an annual or special meeting and written or printed notice setting forth the proposed

amendment or a summary of the changes to be effected thereby shall be given to each each active member entitled to vote at such meeting within the time and in the manner provided by these By-Laws for the giving of notice of meeting of members. The proposed amendment will be adopted when it receives at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

Section 6. AMENDMENT OF BY-LAWS. The By-Laws may be amended, repealed, or altered by a majority vote of the Board of Directors at any meeting called for by the Directors providing notice of proposed By-Law changes was given to all Directors prior to such meeting.