



Standard Operating Guidelines

For

THE RED KNIGHTS REGALIA Ltd.



February 1, 2011
May 4, 2011
May 31, 2011
September 6, 2011
November 2, 2011
August 22, 2012
November 7, 2012

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**MISSION STATEMENT
Of The
RED KNIGHTS REGALIA Ltd**

The corporation of the Red Knights Regalia Limited is to top quality regalia in the lines of clothing, patches, medallions, and various custom motorcycle accessories at a reasonable cost.

The corporation will also from profits generated by the corporations operations provide support to the Red Knights International Firefighters Motorcycle Club Memorial Site as well as provide funding to the RKIFMC investment accounts.

Red Knights Regalia Board of Directors

Chairman of the Board

Vice Chairman of the Board

Recording Secretary

Treasurer

ARTICLE 1: Red Knights Regalia Ltd. SOG's

Section 1:01 Name:

RED KNIGHTS REGALIA LIMITED

Section 1:02 Headquarters:

The head office of the Corporation shall be 1200 Wright Orchard Road, Grafton, Vermont, U.S.A. 05146. The mailing address of the corporation shall be the same as the location of the Red Knights Regalia Warehouse Location

Section 1:03 Right to use of Name and Mark

Red Knights Regalia Ltd shall have the right to the use of the Red Knights name and Logo in all variations under a Trade Mark License Agreement issued by the Red Knights International Firefighters Motorcycle Club Inc.

Article 2: Meetings

Section 2:01 Annual Business Meeting of the Corporation

The Annual Business meeting of the Board of Directors of the Red Knights Regalia Ltd will be held in the week prior to the Annual Business meeting of the Red Knights International Motorcycle Club Inc.

Section 2:02 Special meetings

Special meetings may be called by a vote of any two members of the Board of Directors of the Red Knights regalia Ltd or at the direction of a majority vote of the Board of Directors of the Red Knights International Firefighters Motorcycle Club Inc.

Section 2:03 Notice of Annual Business Meeting

Notice of the time and place of the Red Knights Regalia Ltd Annual Business meeting or of any special meetings shall be served either in person, by mail or electronically, not less than fifteen (15) days before the meeting

Section 2:04 Quorum for Meetings

At any Annual Business meeting or special meeting of the Red Knights Regalia Ltd that notification of the time and location of such meeting has been given to the directors of the Board there shall be present at least 51% of the board to constitute a Quorum.

Section 2:05 Secretary for meetings

No Annual Business meeting, Special meeting or general meeting of the board of Directors of Red Knights Regalia Ltd will be held unless there is a Secretary present or appointed to take minutes of the meeting.

Section 2:06 Majority Vote

At all meetings of the Corporation at which there is a Quorum present, except as otherwise provided in this document or the Articles of Incorporation, a majority of the votes cast on any matter presented before the meeting shall control. Any matters presented before the meeting concerning By-Laws changes will require two-thirds (2/3) affirmative vote for passage.

Section 2:07 Procedure

Robert's Rules of Order shall govern the conduct of any meeting unless inconsistent with the Articles of Incorporation or the Constitution and By-Laws of the Red Knights Regalia Ltd.

SECTION 2:08 Proxy Voting

PROHIBITION OF PROXY VOTING

There shall be NO voting by proxy or absenteeism at the Annual Meeting or Special Meeting.

Section 2:09 Voting Procedures for RKR Ltd, Directors

Those Officers elected to the positions of President, Vice President, Secretary and Treasurer of the R.K.I.F.MC. Inc. shall serve for the term of Office as the Directors of the Red Knights Regalia, Ltd. Corporation.

The voting procedure for all motions and business shall be the Vice-Chairman, Secretary and Treasurer.

The Chairman will not cast a vote and the majority is needed to pass any motion.

Section 3 COPROATE GOVERNMENT

Section 3:01 Number of Directors

The number of Directors (Officers) of the Red Knights Regalia Board shall be four members of the RKIFMC Executive. President (Chairperson), Vice-President (Vice Chairperson), Secretary and Treasurer, the Quartermaster shall be an independent contractor. The President, Vice-President, Secretary and Treasurer will also be independent contractors of the Red Knights Regalia Ltd and their contract terms will run the same as the RKIFMC positions they hold.

Section 3:02 Resignations

Any member of the board may resign at any time by giving written notice of such resignation. The member resigning from either the RKIFMC or the RKR Ltd board must give up both positions.

Section 3:03 Vacancy

Any vacancy in the Red Knights Regalia Ltd. Directors Board or of the Red Knights International Firefighters Motorcycle Club Executive Board occurring during the year shall be filled for the remaining portion of the year by a majority vote of the International Executive Board then serving, at any meeting of the International Executive Board.

Any new Officer of the International Executive Board so appointed shall hold office until the next succeeding Annual Meeting of the International Corporation or until the election and qualification of his/her successor.

Section 3:04 Meetings

The Board of Directors will hold a minimum of three meetings a year at dates and locations chosen by the Board one of these meetings will be the annual Business meeting of the corporation.

Section 3:05 Presiding Officers

At all meetings of the Red Knights Regalia Ltd. Board the Chairman shall be the presiding officer. The Vice-Chair shall preside in his/her absence or in their absence the Secretary shall preside.

Section 3:06 Duties and Powers

The Board of directors of the Red Knights Regalia Ltd. shall supervise and be responsible for all affairs and property of the RKR Corporation and in no event shall any person or other entity dealing with the Board be obligated to inquire into the authority of the Board to enter into and consummate any contract transaction or other action.

The Board shall have the power to inspect with just cause, all records, books and accounts of the Corporations Officers. It shall be the obligation of all Officers of the Board to make their records reasonable available to the Board for their audits. Such obligations shall include, but not be limited to furnishing copies of requested records to the Board.

The Board may employ personnel or advisors necessary to conduct business of the Corporation and shall be empowered to authorize the payment of reasonable compensation for their services. By formal action, the Board may delegate specific authority to such persons or to Committees to act on behalf of the Corporation.

The International Executive Board shall have the power to accept on behalf of the Corporation any contributions, appropriation or grants-in-aid from whatever source and in any form.

All Corporate powers shall be and are hereby vested in and shall be exercised by the Board. The Board may, by general resolution, delegate to Committee or to Officers of the Corporation, such power as they may see fit.

Section 3:07 Compensation

All director of the Red Knights Regalia Board of Directors shall receive a yearly stipend for the performance of their duties as Directors. This stipend will be issued in the eleventh month of year of their two year term for the Chairman and Vice Chairman in the amount of \$100.00 per year. The Secretary, Treasurer and the appointed individual serving as the Quartermaster, who will be issued their stipend on the first of each month. The stipend amount shall be determined each year at the annual business meeting of the Board of Directors, and may vary Director to Director, depending on their involvement as determined by the board. The stipend for the Secretary and Treasurer shall be listed in the contacts between the RKIFMC and the RKR Ltd.

Section 3:08 Board of Directors Expenses

The Board shall have the discretionary ability to expend the necessary funds required to conduct the business of the Corporation by the holding of a minimum of three Board meetings per year. The Board shall also have the same discretionary ability to have a board member or members attend meetings with other parties that have business to conduct with the Red Knights Regalia Corporation.

This will also include the cost of air travel which shall be by advance booking at the lowest rate available. Receipts are required for reimbursement of funds and to be presented prior to payment by the Corporations Treasurer.

The guidelines as outlined in the Corporations S.O.G manual shall apply to all expenses for Board members or those appointed by the board to conduct corporate business.

Travel costs \$0.50 per mile. (Mileage shall be paid at the rate of \$0.50 per mile, plus tolls up to a maximum of \$800.00). This rate shall only apply in cases where it is not practical to fly or the distance traveled is such that it is easier to travel by car or motorcycle than to fly. If an Executive member selects to drive or ride to the meeting location then he shall be reimbursed at the rate of \$0.50 per mile or the cost of the lowest airfare from his home to the meeting location whichever is the lesser of the two.)

Hotel Accommodations -	\$ 150.00 per night
Daily allotment	\$ 50.00 per day with receipts OR up to \$30
per day without receipts	

All air travel by advance booking at lowest rate available

Section 3:09 Indemnity

The Corporation shall, to the extent legally permissible, indemnify each of the Board of Directors of the Corporation against all liabilities and expenses. Including amounts paid in satisfaction of judgments in compromise or as fines and penalties, and legal fees reasonably incurred by him/her in connection with the defense or deposition of any action, suit or other proceedings, whether civil, criminal, administrative or investigative. In which he/she may be involved or with which he/she may be threatened while in office or thereafter, by reason of his/her being or having been such a member of the Board. Except with respect of any matters to which he/she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation. Provided, however, that as to any matter disposed of by a compromise payment by such Board, pursuant to a consent degree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation after notice that it involved such indemnification, by a disinterested majority of the members then entitled to vote, or (b) by a majority of the disinterested Officers then in office providing there has been obtained an opinion in writing of independence legal counsel to the effect that such Officer appears to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation, to the extent that an Officer or Agent of the Board has been successful on the merits in defense of any action, suit or proceeding in connection with or by reason of his/her being or having been an Officer, he/she shall be indemnified against expenses including attorney's fees actually and reasonably incurred by him/her in connection therewith. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer may be entitled. As used in this paragraph, the term "Officer" includes their respective heirs, executors and administrators, and the interested Officer is one against whom in such capacity the proceedings in question or proceeding on the same or similar grounds is the pending. Nothing contained in this article shall affect any rights to indemnification to which the Corporation personnel, other than Officers, may be entitled by contract or otherwise under law. By action of its Board, notwithstanding, any

interest of the Board in action, the Corporation may purchase and maintain insurance, in such amounts as the Board deems appropriate on behalf of any person who is or was serving at the request of the Corporation as an Officer of another Organization, against any liability asserted against him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power or would be required to indemnify him/her against such liability under the provisions of this Article.

Section 3:10 Chairman of the Board of Directors

The chairman of the board of the Red Knights Regalia Ltd shall be the current President of the Red Knights International Motorcycle Club Inc. who is elected for a two year term.

Subject to the authority of the Board, the Chairman shall be the General Executive Administer of the Corporation.

He will have with the following additional duties and responsibilities:

- He/she shall preside at all meetings of the Corporation and the Board. He/she shall fulfill all the duties set forth by the Constitution and By-Laws of the Red Knights Regalia Ltd. Corporation.
- He/she shall be an ex-officio member of all other committees of the Corporation,
- He/she shall be the co-signer with the Treasurer and/or the Vice Chairman of all notes, checks, deeds, leases, mortgages and other legal documents given on behalf of the Corporation. And shall, if required by the Board, have the power to call meetings of the Board and shall make a report of the work of the Corporate Officers and Board at each Annual Meeting of the Corporation. In special circumstances, with the vote of a majority of the Board the Chairman or Treasurer may enter into a financial contract such as opening an account or the purchase of investments that only have provisions for one signature from the Corporation.
- He/she shall keep records of problems and advice given to all Officers of the board and the Corporations employees to maintain consistency within the Red Knights Regalia Corporation.
- He/she shall be available to all members of the Board and be accountable to any decisions made, when advising Board Members, and Corporate Employees and to be ultimately responsible for the operations of the Red Knights Regalia Ltd.
- He/she shall promote and ensure that people who inquire about the Red Knights Regalia Ltd. are given current information
- Any expenses he/she may acquire shall be authorized by the Board prior to the action requiring the expense, except the cost of reports, stationary and office supplies, mailings and phone costs relating to Red Knights Regalia Ltd. business. Such expenses shall have receipts sent to the Board Treasurer prior to being paid.
- He/She shall also produce a Procedural manual for his position within the first year if one is not already in existence and if one has already been drafted then it shall be updated as needed outlining the duties of the office and how they are carried out and shall be passed on to his/her successor upon leaving office a copy of this manual shall be filed with the Boards secretary.

Section 3:11 Vice Chairman of the Board of Directors

At the request of the Chairman or in the event of his absence or disability, the Vice-Chairman shall perform the duties and possess and exercise the powers of the Chairman to the extent of this document and authorized by law, or in their absence the Secretary shall preside. The Vice-Chairman shall have such powers as the Board may determine and shall perform the duties of the Chairman until such time as the Board declares a vacancy and elect a qualified replacement to serve as the Chairman.

He/she shall also have the following additional duties and responsibilities:

- He/she shall report to the Board and carry out any duties as required by the Constitution and By-Laws, and fulfill any request the Board requires of the Vice-Chairman. He/she will carry out the duties of the Chairman during any absence.
- He/she shall promote and ensure that people who inquire about the Red Knights regalia Ltd. are given current information.
- Any expenses he/she may acquire shall be authorized by the Board prior to the action requiring the expense, except the cost of reports, mailing, stationary and office supplies and phone costs relating to Red Knights Regalia Ltd. business. Such expenses shall have receipts sent to the Boards Treasurer prior to being paid.
- He/She shall also produce a Procedural manual for his position within the first year if one is not already in existence and if one has already been drafted then it shall be updated as needed outlining the duties of the office and how they are carried out and shall be passed on to his/her successor upon leaving office a copy of this manual shall be filed with the Boards secretary.

Section 3:12 Secretary of the Board

The Board Secretary shall have charge of such books, documents and papers as the Board shall determine and shall have custody of the Red Knights Regalia Ltd. seal. He/she shall attend all meetings of the Board. He/she shall keep and maintain minutes of all meetings of the Board.

Within fifteen (15) days of the completion of the meetings, the Secretary will submit a draft of the minutes to all Board members for review and corrections. The Board will have ten (10) days to return comments to the Secretary. The Secretary shall within seven (7) days of the thirty-two- (32) day period to submit a final copy of the minutes to all the Board members.

By January 15th of each calendar year, the Secretary will make two (2) copies of all minutes recorded for the previous year, sending one (1) copy to the Corporations Chairman and filing the other in the Corporation's file for the year.

He/she shall also have the following additional duties and responsibilities:

- Give adequate notice of the Annual Corporate Meeting to the following:
Executive Board, (Officers)
- The Secretary of the Board shall carry out any duties as required by the Constitution and By-Laws, record all meetings of the Board Annual Meetings and Special Meetings,

which may be called as per the Constitution and By-Laws of the Red Knights Regalia Ltd. Corporation and report such minutes as required at the Board Meetings and Annual meetings.

- He/she shall work with the Board Chairman to set up the agenda for the Board meetings and Annual Business Meeting.
- He/she shall keep an updated record of the Constitution and By-Laws of the Red Knights Regalia Ltd.
- He/She shall keep a list of names, Addresses, Phone Numbers and E-Mail Addresses of the Board of Directors
- He/she shall be responsible to ensure that all materials, supplies and equipment needed to conduct business at the Annual Corporation Business Meeting or any meeting of the Board.
- He/she when called upon by Chapters, Associations, Members and Members-at-Large shall answer that call, if the problem is such that it requires an immediate action, then he/she shall call on the Chairman to inform him/her of the problem and be advised on what to do.
- Any expenses he/she may acquire shall be authorized by the Board prior to action requiring the expense except the cost of reports, mailing, stationary and office supplies and phone costs related to Red Knights Regalia Ltd. Such expenses shall have receipts sent to the Treasurer prior to being paid.
- He/she shall maintain a record of the policies and procedures used by the Board. (SOG) Manual
- He/She shall also produce a Procedural manual for his position within the first year if one is not already in existence and if one has already been drafted then it shall be updated as needed, outlining the duties of the office and how they are carried out and shall be passed on to his/her successor upon leaving office a copy of this manual shall be filed with the Boards secretary.

SECTION 3:13 TREASURER OF THE BOARD

The Treasurer of the Board shall have the custody of all funds and property of the International Corporation, subject to such regulations as may be imposed by the Board and this document.

- He/she may be required to give, through the International Corporation, bonding for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require.
- He/she shall receive all funds; depositing the same in the name of the Corporation in such a Government insured Bank or Trust Company as may be designated by the Board.
- He/she shall keep an accurate record of all receipts and disbursements when necessary or proper.
- He/she shall co-sign with the Chairman, (and /or Vice Chairman) on behalf of the Corporation, checks, notes and other obligations given on behalf of the Corporation.
- He/she shall enter regularly, on the books of the Corporation to be kept by him/her for or on account of the Board and shall exhibit such books at all reasonable times to the Board.
- He/she shall make a full report of the financial status to the Board at each Annual Meeting of the Corporation and upon request at any meeting of the Board.

- He/she shall, in general, perform all duties incumbent to the office of the Treasurer, subject to the control of the Board. All records of the Treasurer will be audited no later than thirty (30) days prior to the Corporation Annual Business Meeting.
- He/she shall have custody of the Corporate Seal.
- He/she is responsible to keep and maintain the accounts and funds of the Red Knights Regalia Ltd. as per the Constitution and By-Laws and to report all transactions by means of reports to the Board on a quarterly basis.
- He/she shall promote and ensure that people who inquire about the Red Knights Regalia Ltd. are given current information.
- She/he, when called upon by Chapters, Associations, Members and Members-at-Large shall answer to the call. If the problem is such that it requires immediate action then he/she shall call on the Chairman to inform him/her of the problem and be advised on what to do.
- Any expenses he/she may acquire shall be authorized by the Board prior to the action requiring the expense, except the costs of reports, mailings, stationary and office supplies and phone costs related to Red Knights Regalia Ltd. business. Such expenses shall have receipts sent to the Treasurer prior to being paid.
- He/she shall file, on time, the Annual Report required by the Letter of Incorporation granted by the State of _____
- He/she shall file all required documents with the United States Internal Revenue Service that are required to be filed. As well as any State filing requirements
- He/she is also responsible to ensure that the United State Internal Revenue Service has the current Treasurer's and Secretary's names and addresses on file so that all required forms can be mailed to the proper members.
- He/She shall also produce a Procedural manual for his position within the first year if one is not already in existence and if one has already been drafted then it shall be updated as needed outlining the duties of the office and how they are carried out and shall be passed on to his/her successor upon leaving office a copy of this manual shall be filed with the Boards secretary

Section 3:14 Quartermaster

The RKR Quartermaster shall be a contact employee of the RKR Ltd.

The Quartermaster will responsible for all items purchased by the Red Knights Regalia Ltd. for re-sale to the membership of the RKIFMC and to maintain a current catalog of products available on the Red Knights International Firefighters Motorcycle Club® Inc. Web Site, as well as the Red Knights Regalia Ltd Web Site.

Chapters and Associations shall inform the RKR Quartermaster of products available for re-sale by them so those items can be also put on both the RKR Ltd and RKIFMC Web Sites.

1. He/she shall be the Quartermaster for the Corporation and shall be responsible for the keeping of accurate records and maintain the accounts, funds and inventory stock owned by the Red Knights Regalia Corporation. He/she shall, on request, provide the Treasurer with a detailed

report of all funds and stock in his/her care. (Funds shall be forwarded to the Treasurer on a monthly basis.) He/she shall make a report to the Board at the Annual meeting each year.

2. He/she shall carry out duties as required by the Constitution and By-Laws, reporting any problems to the Chairman.

3. He/she shall promote and ensure that people who inquire about the Red Knights Regalia Ltd are given current information.

4. He/she, when called upon by Chapters, Associations, Members or Members-at-Large shall answer to that call. If the problem is such that it requires immediate action then he/she shall call on the Chairman to inform him/her of the problem and be advised what to do.

5. Any expenses he/she may acquire shall be authorized by the Board prior to the actions requiring the expense, except the costs of reports, mailing, stationary and office supplies, packaging and phone costs relating to Red Knights Regalia Ltd. business. The RKR Quartermaster shall be paid the going rate for mileage when he/she must attend any function that the merchandise must be transported to for sale. Other expenses will also be based on the Red Knights guidelines in Section 3:08 of the RKR SOGs and shall apply if so authorized by the Executive Board of the RKR. by the Executive Board of the RKR.

6. All records of the Quartermaster shall be audited no later than thirty (30) days prior to the Annual Meeting.

7. We will try to purchase items for sale from countries that have RKMC members.

8. A Procedural manual shall be updated as needed outlining the duties of the office and how they are carried out and shall be passed on to his/her successor upon leaving office a copy of this manual shall be filed with the Boards secretary.

Section 3:15 Suspension or removal of a Member of the Board

The Board by its own majority motion, May suspend or remove any member of the Board for just cause. Such action of the Board shall be effective immediately, pending further investigation.

Any member suspended or removed from their position shall be notified by Registered Mail within fifteen (15) days. In all cases, the Secretary shall notify all Board members of the suspension or removal of the person from that position.

Any person suspended or removed shall be granted a reconsideration hearing before the Board or a Special Committee appointed by the Board. If such a hearing is requested in writing and sent to the Boards Secretary postmarked within thirty (30) days of receipt of the notice of suspension or removal, the Board member being suspended or removed shall have to opportunity to submit documentation and appear before the Board at the reconsideration hearing. The Board and/or Special Committee appointed shall issue its final decision within sixty (60) days of the date of such hearing.

Section 3:16 Declaring a Vacancy on the Board

The Board may declare a vacancy in Office if a member of the Board has an unexcused absence for three (3) or more meetings in their term or if a member becomes inattentive to the duties of the Office he/she holds

Section 4 Format for Meetings

- Meetings shall be held under Robert's Rules of Order unless inconsistent with the Constitution and By-Laws of the Corporation.
- Each member speaking on a subject shall be limited to two (2) opportunities to speak with no more than five (5) minutes each on the subject, answering questions not inclusive.
- Only topics on the agenda for special meetings will be discussed.
- Any unpublished topic may be discussed under new business and may be acted upon by the Board at that time.

Section 5 Discrimination

Section 5:01 General

All references herein to the masculine gender shall include to the feminine gender where appropriate. The captions appearing in this document are for purposes of easy reference and shall not be considered a part thereof, or in any way to modify, amend or affect the provision hereof. No one shall be denied Office or employment because of race, religion, national origin, sex, political affiliation or disability.

Section 6 AMENDMENTS

These Constitution and By-Laws may be proposed for repeal or amending at any Annual Business Meeting of the Corporation or by the Board and voted on at the next Annual Business Meeting by members of the Corporation Board. A two thirds (2/3) affirmative vote is required for passage of any By-Law amendment from those present and eligible to vote, providing adequate notice of the proposed action setting forth the substance thereof has been given to all voting members in writing with the roll call of the meeting.

Ratifications

SOG's Drafted February 1, 2011
Revised May 4, 2011
Revised May 31, 2011
Revised September 6, 2011
Revised November 6, 2012
Revised August 14, 2012
Revised November 7, 2012

Approved by the Board of Directors _____ February 1, 2011 _____

Chairman, Dave Emery _____

Vice-Chris Gadway _____

Secretary, Bill Snodgrass _____

Treasurer, Leo Patry _____

All previous Standard Operating Guidelines collectively with all previous Alterations, amendments, changes and additions have been deleted from this document and now are in the files of the Boards Secretary and They are available for review upon written request.