

Golden Gate Live Steamers

Bylaws

Revision History

Proposed 1-13-2019 approved by the BOD February 10, 2019 with changes presented to members at March 2019 meeting and other minor corrections.

Approved by the members

April 14, 2019

Richard Croll

4-11-2019

Final Version with formatting changes by Pat Young , approved by the Board June 2019 and ready for upload to the GGLS web site.

Pat Young

10/04/2019

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ARTICLE I

OFFICES

SECTION 1. PRINCIPLE OFFICE

The principal office of the Corporation for the transaction of its business is at the Golden Gate Live Steamers facility in Tilden Park, Contra Costa County, California.

ARTICLE II

PURPOSE

SECTION 1. PURPOSE

The primary objective and purpose of this corporation is to provide a site to operate a large-scale miniature railroad so that we can promote craftsmanship in the field of model engineering for the benefit of our members and the Public. The secondary purpose is to build, collect and demonstrate full-size & scale models including, but not restricted to, the application of steam & internal combustion energy to mechanical devices as an interactive museum for the benefit of our members and the Public thereby educating members & visiting Public on the respective devices that depict past and present technologies, with an emphasis on railroading.

ARTICLE III

MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS

The corporation shall have two (2) classes of members: voting and non-voting. No person shall hold more than one membership in the Corporation. All members shall have rights and privileges as defined in the Manual of Operations.

A. Voting Members

1. Regular Member: Shall be eighteen (18) years of age or older, has paid their initiation fee, is current with their annual dues and has met qualifications as set forth in the Manual of Operations.
2. Family Membership: Shall include one Regular Member who has voting rights, and may include spouse or significant other who shall not have voting rights or the right to hold office. Minor children are not voting members, nor shall they have right to hold office.
3. Life Member: Is a member who has been voted to this status per Article III, Section 2 of these Bylaws. Life member has the right to hold office. Because Life Membership is intended to honor a member, it carries with it a complete remission of membership dues for life.

B. Non-Voting Members

1. Associate Member: Shall be a person residing more than one-hundred (100) miles from the Club House/Track, unless otherwise determined by the Board of Directors. Associate members shall not be eligible to hold office.
2. Honorary Members.

SECTION 2. ADMISSION OF MEMBERS

A. Voting Members

- I. Regular and Family member applicants shall:
 - a. Complete a membership application and present it at the principle office of the Corporation, or at a general meeting.
 - b. Submit their initiation & yearly membership fees to the Membership Chairman or Treasurer.
- II. Life Members

- a. Shall have been a voting member for ten (10) or more years.
- b. Shall have made an outstanding contribution to the objectives and purpose of the Corporation.
- c. Shall have been nominated to the Board of Directors by five (5) members in good standing who have been with the Corporation for at least five (5) years. The Board of Directors shall verify the nominee's qualifications. If qualifications are met, the President shall present the nomination for Life Membership at the next general meeting. A vote by secret ballot will be conducted, and three-quarters (3/4) majority in favor will be required for acceptance to Life Membership.

B. Non-Voting Members

I. Associate members shall:

- a. Complete a membership application and submit it, along with annual dues, to the Membership Chairman or Treasurer.

II. Non-Voting Members

a. Associate members shall:

- i. Complete a membership application and submit it along with the annual dues to the Membership Chairman or Treasurer.

b. Honorary Members

- i. Honorary Member nominations shall be presented to the Board of Directors in writing. Prospective Honorary Members will be presented to the members at the next general meeting. A two-thirds (2/3) majority vote for acceptance is required to be elected. Honorary Members shall be exempt from dues.

SECTION 3. FEES, DUES & ASSESSMENTS

- A. The Board of Directors shall determine the initiation fee that shall be charged for membership into the Corporation.
- B. The Board of Directors shall determine the annual membership dues payable by members of the Corporation.
- C. The dues shall be due on January 1 of each year. The Board of Directors may allow a discount of dues paid prior to January 1 of each year. The Board of Directors may impose a penalty for dues received after March of each year.
- D. Members will not be assessed.

SECTION 4. MEMBERSHIP BOOK

- A. The Secretary shall keep a membership book containing the name & address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination. A copy of the book shall be kept at the Corporation's principle office, and shall be available for inspection by any member of the Corporation during regular business hours.
- B. The record of names & addresses of this Corporation, including email addresses, shall constitute the membership list of the Corporation, and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 5. TERMINATION OF MEMBERSHIP

- A. Grounds for Termination.
 - I. Nonpayment of annual membership dues. If dues are not received by March 1st, a notification of delinquency will be given either personally or mailed to the member by the Secretary of the club. If dues are not received within thirty (30) days of the notification, membership will be terminated.
 - II. Failure to abide by the rules of the Corporation.
 - III. Acting in a manner that is harmful to the Corporation or its members.
- B. Procedure for Expulsion. Following the determination by the Board of Directors that a member should be expelled under subparagraph (A) (II or III) of this section:
 - I. Notice shall be sent by registered mail, to the last known address of the member, or given by other means reasonably calculated to provide actual notice. The notice shall set forth the reason for the proposed expulsion, and shall be sent at least fifteen (15) days prior to the expulsion.
 - II. The member shall be given an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the expulsion, either before the Board of Directors, or an officer designated by the Board.
 - III. Any member expelled from the club shall be refunded any unused dues. The refund shall be pro-rated to return only the dues for the balance remaining for the period of the dues payment.

ARTICLE IV

OFFICERS & DIRECTORS

SECTION 1. NUMBER

The Corporation shall have seven (7) officers and directors and collectively they shall be known as the Board of Directors. The officers shall be a President, Vice President, Secretary and Treasurer. The Corporation shall have three additional directors, which shall be Director at Large, the Safety Chairman and the immediate past President. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Benefit Corporation law, and any limitations in the Articles of Incorporation & Bylaws relating to action required or permitted to be taken or approved by the members, the activities & affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. ELECTION, QUALIFICATION AND TERMS OF OFFICE

Any voting member eighteen (18) years of age, or over, may serve as officer of this corporation. Officers and Trustees shall be elected by the general membership as specified in Article IV, section 14. of these Bylaws. Officers terms shall be for one (1) year. The term will begin on the date of the January General Meeting and shall continue until his or her successor is elected and qualifies.

SECTION 4. REMOVAL AND RESIGNATION FROM OFFICE

Any officer or director may be removed, for cause, by the Board of Directors at any time. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any such resignation shall be effective immediately, unless a later date is specified in the letter of resignation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer or Board member, shall be filled by the Board of Directors.

SECTION 6. COMPENSATION

Officers and Directors shall serve without compensation.

SECTION 7. PLACES OF MEETINGS

Meetings shall be held at the principal office of the Corporation, unless otherwise designated by resolution of the Board of Directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held following the General meeting at such time as is set by the Board.

The Annual meeting of the Corporation shall be held concurrently with the December General meeting of members for electing officers, directors and trustees.

SECTION 9. SPECIAL BOARD MEETINGS

Special meeting of the Board of Directors may be called by the President, Vice President, Secretary or by any two (2) officers or Members of the Board. Such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days notice to the Board Members by first class mail, or forty-eight (48) hours notice if delivered by telephone or another electronic communications equipment. The notice shall be deemed to be delivered upon its deposit in the mails, or its delivery to the electronic communications company.

Any meeting of the Board of Directors called without proper notice shall only be valid if each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of said meeting, either before or after the meeting. All such waivers, consents, or approvals shall be made part of the minutes of the meeting.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of four (4) officers or Board members.

No business shall be considered by the Board at any meeting not having a quorum.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, the Vice President. If both persons are absent, a chairperson may be chosen by a majority of the Board members present. The Secretary shall keep minutes of all meetings of the Board. If the Secretary is absent, the presiding officer shall appoint another voting member of the Corporation to act as secretary for that meeting.

SECTION 13. NON-LIABILITY OF DIRECTORS

The Officers and Board members shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

SECTION 14. NOMINATION AND ELECTION PROCEDURES

Generally, any member who is qualified to be elected to the Board of Directors shall be nominated at the Annual meeting of the members held for electing Officers and Board Members by any member present at the meeting in person. The Board of Directors may also appoint a nominating committee which can present nominees for any or all offices. Election will be conducted using written ballots. In the case of all offices being run unopposed, voice vote may be taken, but must be unanimous among members present.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. E-mail will be considered written consent. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE V

DUTIES OF OFFICERS and DIRECTORS

SECTION 1. GENERAL DUTIES

It Shall be the duty of the officers and directors to:

- A. Perform all duties imposed on them by law, the Articles of Incorporation or these Bylaws.
- B. Appoint & remove, employ or discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- C. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses with the Secretary of the Corporation and notices of meetings mailed or electronically communicated to them at such addresses shall be valid notices thereof.
- F. Appoint and remove committees and prescribe their duties.

SECTION 2. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board of Directors, supervise and guide the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation of this corporation, or these Bylaws, or which may be prescribed from time-to-time by the Board of Directors. The President shall preside at all meetings of the Board of Directors, and all meetings of the members.

SECTION 3. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 4. DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Board Members, and all meetings of the members, recording therein the time and place of the meetings, and whether regular or special. In the case of special meetings, how they were called, and how notice thereof was given, and members present shall be recorded. The proceedings of all meetings shall be recorded in the minutes. In the case of Board meetings, the names of the members of the Board present shall be recorded. In meetings of the members, the number of voting members present shall be recorded.

See that all notices are duly given in accordance with these Bylaws, or as required by law.

Be custodian of the records and of the seal of the Corporation, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the Corporation a membership book containing the name and address of each and any members, and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request, these Bylaws, the membership book and/or the minutes of the proceedings of the Board Members of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her by the Board of Directors.

SECTION 5. DUTIES OF THE TREASURER

The Treasurer shall:

Have charge & custody of, and be responsible for, all funds & securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties & business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains & losses.

Exhibit at all reasonable times the books of account & financial records to any director on request thereof.

Render to the President & Board members, whenever requested, an account of any or all his or transactions as Treasurer, and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation of the Corporation, these Bylaws, or assigned by the Board of Directors.

SECTION 6. DUTIES OF THE SAFETY CHAIRMAN (DIRECTOR)

The Safety Chairman shall maintain and as required make changes to the Safety Rules of the Corporation, subject to the approval of the Board of Directors.

He or She shall be responsible for:

- A. Posting Safety and Operating Rules and Regulations in a conspicuous place in the clubhouse, and on the Corporation's website.
- B. Make each member or guest aware that such safety regulations exist, and the penalties for non-compliance.
- C. Generally, to promote safe practice upon the property under the jurisdiction of the Corporation in accordance with the Safety Rules.

ARTICLE VI

OMBUDSMAN

SECTION 1. DUTIES

The Ombudsman shall investigate, report to the Board of Directors on and help settle complaints between members of the Corporation and the Corporation, or between individual members. He will also to the best of his ability insure that these Bylaws are followed by the officers and Board of Directors.

SECTION 2. ELECTION, QUALIFICATION AND TERMS OF OFFICE

Any voting member, except officers or Board members, may serve as Ombudsman. Election will be held at the Annual meeting, following same election procedures as for officers and directors. Term will be for one (1) year, commencing on the date of the January General meeting following election, and ending when the successor assumes the office.

ARTICLE VII

GENERAL & SPPECIAL MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principle office of the Corporation, or at such other place as may be designated from time-to-time by resolution of the Board of Directors.

SECTION 2. TIME OF GENERAL AND SPECIAL MEETINGS

The members shall meet annually on the second (2nd) Sunday of December in each year at 10:00 AM for the purpose of electing officers, directors and trustees, as well as transacting other business that may come before the meeting.

Other General meetings of the members shall be held as scheduled by the Board of Directors at the beginning of each year.

SECTION 3. SPECIAL MEETINGS OF THE MEMBERS

Special meetings of the members shall be called by the Board of Directors or the President of the Corporation.

Special meetings for any lawful purpose may also be called by five percent (5%) or more of the voting members.

SECTION 4. NOTICE OF MEETINGS

- A. Time of notice: Notice of meetings, regular or special, will be sent at least ten (10) days before the date of the meeting.
- B. Manner of Giving Notice: Notice of meetings shall be given personally, by written mail, or by electronic means, and will be sent to the address on record. Publication in the Corporation's monthly newsletter shall be deemed sufficient notice.
- C. Contents of notice: Notice of a membership meeting shall state the place, date and time of the meeting. In the case of a special meeting, the general nature of the business to be transacted and that no other business may be transacted. In the case of a general meeting, any action the Board of Directors plan to present for action of the members is to be included. Subject to any provision to the contrary contained in these Bylaws, or Bylaw, any proper matter may be presented at a general meeting for action. The notice of any meeting of members at which officers and Board members are to be elected shall

include the names of all those who are nominees at the time the notice is given to members.

- D. Notice of Meetings called by members: If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally, by first class mail, or electronically to the President, Vice President or Secretary of the Corporation. The officer receiving the notice shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date, place and nature of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give notice themselves.

SECTION 5. QUORUM FOR GENERAL MEETINGS

A quorum shall consist of twenty (20) of the voting members of the Corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by a least a majority of the members required to constitute a quorum.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each voting member is entitled to one (1) vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Officers and Board Members shall be by written ballot.

SECTION 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the Corporation. In his or her absence, by the Vice President, and if neither is present, by a Chairperson chosen by a majority of the voting members present. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another member to act as Secretary of the meeting.

Conduct of meetings shall be guided by Roberts Rules of Order.

ARTICLE VIII

TRUST FUND & TRUSTEES

SECTION 1. PURPOSE AND OBJECTIVE

The purpose of the Trust Fund (aka Fund) is to assure the ongoing viability of the Corporation and allow it the capacity to survive through unusual events. The Fund will be funded by periodic transfers from the Corporation's accounts. These transfers will generally be due to non-recurring donations or income but are not limited to those sources. The assets of the Fund are to be invested to receive better than bank savings or checking account interest, however the security of the Fund's assets shall be the governing factor.

SECTION 2. TRUSTEES

The Trust Fund shall be managed by three trustees elected by a quorum of voting members of the Corporation. Any member who has been a voting member for at least ten (10) years, and is still a voting member, may become a trustee. The election shall coincide with the annual election of officers and directors. The term of office shall be six (6) years, except initially terms of 2, 4 and 6 years will apply so a trustee is elected every two (2) years. Any vacancy of Trustees shall be filled by an election of the membership, and the term will be that remaining of the Trustee being replaced.

SECTION 3. TRANSFERS AND DISTRIBUTIONS

Transfers to the Trust Fund shall be at the discretion of the Treasurer. Distributions from the Trust Fund for purposes other than payment of normal expenses will be by majority vote of the Board of Directors, with the concurrence of a majority vote of the membership.

SECTION 4. REPORTS

The Trustees shall give a quarterly report of the Fund's assets and investment returns to the Board of Directors. The Board may request at any time a report on the assets in the Fund, and the Trustees must respond within ten (10) days.

ARTICLE IX

DUES, FEES & GENERAL FUNDS

SECTION 1. APPLICATION FEE

The Board of Directors shall determine, from time-to-time, the fee that shall be charged for making application for membership.

SECTION 2. MEMBERSHIP DUES

- A. The Board of Directors shall determine, from time-to-time, the annual dues payable to the Corporation by members.
- B. The annual dues shall be prorated by quarter.
- C. New members joining in the fourth (4th) Quarter shall pay a full year dues and be considered paid up for the succeeding year.
- D. The dues are due and payable on January 1st of each year. The Board of Directors may grant a discount for early payment of dues or assess a late fee for dues not paid by March 31st.
- E. Memberships shall not be assessable.
- F. Any member may petition the Board of Directors for relief of obligation of dues for one (1) year at a time because of hardship. A two-thirds (2/3) majority vote of the Board members present and voting, shall be required to accept the petition.

SECTION 3. FUNDS

All funds of the Corporation shall be deposited within thirty (30) day from time of receipt to the credit of the Corporation in such banks or other accounts as the Board of Directors may select.

SECTION 4. CHECKS

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks or other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

ARTICLE X
BYLAWS AMENDMENTS

SECTION 1. BYLAWS AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit non-profit corporations, these Bylaws or any part of them, may be altered, amended or repealed and new Bylaws adopted as follows:

- A. Notice must be given at least fourteen (14) days prior to the meeting at which the vote for approval will be taken. Notice can be by first class mail, or publication in the Corporation's newsletter. The notice must contain the full text of any changes.
- B. A two-thirds (2/3) majority vote of the voting members in good standing in attendance at the meeting will be necessary for passage.

ARTICLE XI

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. CORPORATE RECORDS MAINTENANCE

The Corporation shall keep:

- A. Written Minutes of all meetings of Board members & committees of Board members, indicating the time & place of the meeting, whether general or special, and the names of those present.
- B. Written Minutes of all meetings of the members, indicating time and place of the meeting, whether general or special, and in the case of special meetings, how called, how notice was given and names of those present. Minutes of general meetings will contain the number of voting members present at the beginning of the meeting.
- C. Adequate and correct books & records of account, including accounts of its properties & business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- D. A record of its members, indicating their names and addresses, class of membership held and termination date of any membership.
- E. A copy of the Corporations Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 2. ANNUAL AUDIT

The Board of Directors shall appoint an audit committee of two (2) or more members to perform an audit of the financial books in May of each year, none of which may be an officer or Board member. Their report shall be presented at the June General Meeting.

SECTION 3. MEMBERS' INSPECTION RIGHTS

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

- A. To obtain from the Secretary of the Corporation, upon written demand, an alphabetized list of the names, addresses and membership category of all members. The list shall be made available within two (2) weeks after the request is received by the Secretary.

- B. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or the Board of Directors, upon written demand to the Corporation by the member.

ARTICLE XII

PROHIBITION AGAINST SHARING CORPORATE PROFITS & ASSETS AND DISSOLUTION

SECTION 1. PROHIBITION AGAINST SHARING

No member, director, officer or other person connected with this corporation, or any private individual shall receive at any time any of the net earning or pecuniary profit from the operations of the Corporation, provided however, that this provision shall not prevent payment to any such member of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, providing that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

SECTION 2. DISSOLUTION

No member or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, all assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the Corporation and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true & correct copy of these Bylaws of the Golden Gate Live Steamers, Inc. and that such Bylaws were approved by the members of said corporation on the date set forth below:

Dated April 14, 2019

Richard Croll, Secretary