

By-Laws
of
Clarence Senior Citizens, Inc.

A NOT-FOR PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK

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of
Clarence Senior Citizens, Inc.**

ARTICLE I – OFFICES

The principal office of the corporation operating the Clarence Senior Citizens Center (hereinafter referred to as CSCC) shall be in the Town of Clarence, County of Erie, State of New York. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II – MISSION & *VISION

MISSION – The mission of Clarence Senior Citizens, Inc. is to provide social, recreational, educational, and nutritional programs, as well as opportunities for volunteerism, to persons in the community who are age fifty five and older.

Revised 06/06 (05/06, 05/02, 09/04)

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, animal husbandry, and for a professional, commercial, industrial, or service organization, as specified in section 501(b) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954.

VISION – The vision of Clarence Senior Citizens, Inc. is to have an exhilarating awareness of the needs of our senior citizens and provide a state-of-the-art facility to meet those needs fostering a good will atmosphere of friendship and camaraderie.

We envision Clarence Senior Citizens, Inc. will greatly expand its programs in order to offer more recreational, educational, cultural, and social opportunities for all seniors.

*Revised *11/07*

ARTICLE III - MEMBERSHIP

1. QUALIFICATION FOR MEMBERSHIP

- a. In order to qualify for membership in the Clarence Senior Citizens, Inc., an individual must be:
- i. A property owner in, or be a resident of, the Town of Clarence.
 - ii. At least *55 years of age or a spouse of a member.
 - iii. Able to function independently and without assistance.
** See below – EXCEPTIONS TO QUALIFICATIONS FOR MEMBERSHIP.
 - iv. Compatible with the harmony, peace and decorum of the Center.

*Revised ***12/06 (05/02, 09/04, *05/05, **08/06)*

2. EXCEPTIONS TO QUALIFICATIONS FOR MEMBERSHIP

- a. If an individual does not qualify for membership in the Clarence Senior Citizens, Inc., pursuant to *ARTICLE III (1)(a)(i-iv) above, an individual may nevertheless qualify for membership if the individual is:
- i. A property owner or resident of the Town of Clarence, regardless of age, who is receiving social security or other governmental disability benefits and the individual, furnishes a satisfactory Independent Function Certification.
 - ii. A person whose disability otherwise precludes their membership provided they are accompanied at the CSCC/or off premises events sponsored by Clarence Senior Citizens, Inc. at all times by a personal caregiver.
 - iii. A person (**otherwise eligible for membership) who resides in an assisted living facility or any other facility designated to assist an individual with their activities of daily living, is presumed to be unable to function independently. However, the applicant shall be eligible for membership upon the submission of a satisfactory Independent Function Certification.

*Revised **05/07 (*08/06 09/04)*

3. INDEPENDENT FUNCTION CERTIFICATION

- a. With respect to the “EXCEPTIONS TO QUALIFICATIONS FOR MEMBERSHIP” as described in *ARTICLE III (2)(a)(i-iii), anyone applying for membership under *ARTICLE III (2)(a)(i) or (iii) must satisfactorily complete the membership application and certification forms. Upon completion of the membership and certification forms, the staff shall submit the prospective member’s application and certification forms to the Membership Committee for membership recommendation to be voted on by the Board of

Directors. If in the opinion of the staff the application, including Independent Function Certification if necessary, appears to be in order, the prospective member will be allowed to utilize the facilities pending a recommendation of the Membership Committee and final approval of the Board of Directors.

*Revised *08/06 (09/04)*

- b. For purposes of required recommendation of staff or the Membership Committee of the Board of Directors, any application submitted within five (5) business days of the next Board meeting shall have all recommendations made and submitted to the Board of Directors for action at the board meeting.

4. CESSATION OR REVOCATION OF MEMBERSHIP

- a. Any member who disturbs the harmony, peace and decorum of the CSCC shall have their membership privileges withdrawn following a recommendation of the staff and Membership Committee and affirmative vote of the Board of Directors.
- b. Any member who sustains a medical event or who evidences mental or physical regressions which would have otherwise disqualified that individual from membership in the Clarence Senior Citizens., Inc. shall have their membership rescinded following a recommendation of the staff; recommendation of the Membership Committee and affirmative vote of the Board of Directors. Notwithstanding, should such individual retain a personal caregiver (*ARTICLE III (2)(a)(ii)) or submit a satisfactory Independent Function Certification, such membership shall not be rescinded.
- c. *Membership will be revoked for non-payment of dues as of **January 31st each year.

*Revised ** 03/07 (*08/06 09/04)*

5. MEMBERSHIP MEETINGS

- a. The annual membership meeting of the Corporation shall be held on the *fourth Thursday of *June each year except that if such day be a legal holiday then in that event, the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the Corporation a notice stating the time and place of the annual meeting.
- b. *Membership “Meet the Board” meetings shall be held at least once each calendar year.

*Revised *11/08 (05/02, 12/05, 1/06, 09/06)*

6. MEMBERSHIP DUES

Each member shall pay annual membership dues as determined by the Board of Directors at their October meeting for the next calendar year. **After July 1st, for the current year, new members who join the Center will pay half the dues. *For current membership dues refer to Appendix A.

*Revised** 03/07 (*06/06)*

7. QUALIFICATIONS FOR ASSOCIATE MEMBERSHIP

- a. Must be a former member of the Clarence Senior Citizens, Inc; a former resident of the Town; *or a non-Town resident who currently pays taxes to the Clarence School District; or property owner in the town for a minimum of ten (10) years.
- b. Must be at least *55 years of age, a spouse of an associate member or receiving disability retirement benefits.
- c. With respect to the “EXCEPTIONS TO QUALIFICATIONS FOR MEMBERSHIP” as described in **ARTICLE III (2)(a)(i-iii), “INDEPENDENT FUNCTION CERTIFICATION” as described in **ARTICLE III (3)(a)(i), and “CESSATION OR REVOCATION OF MEMBERSHIP” as described in **ARTICLE III (4)(a-b), these guidelines shall be incorporated by reference as qualifications for Associate Membership.

Revised 6/08*

8. CONDITIONS FOR GUEST PRIVILEGES

***The Clarence Senior Citizens Center is provided by the Town of Clarence for its qualifying citizens. Limited guest privileges are permitted. Refer to the Clarence Senior Citizens Inc. *Policy Manual* for more information.

*Revised ***10/06 (**08/06*05/05 09/04)*

ARTICLE IV – DIRECTORS

- 1. Board of Directors of Clarence Senior Citizens, Inc. governs all aspects of Center operations and establishes policy for the Center. *Federal, State and Local laws will be followed.**

*Revised *10/06*

A. BOARD OF DIRECTORS POLICIES

1. Regular meeting of the Board of Directors shall be held on the second Thursday of each month at the Center at 9 a.m. unless modified by authorization of the Board of Directors.
2. Recorded minutes shall reflect the action taken.
3. The Board shall adopt a Budget at the August meeting and submit the document to the Town Board. No additions or corrections shall be made to the adopted Budget without action of the majority of the Board of Directors.
4. ***The Board Chairperson shall be responsible to advise the Executive Director of the policies, rules, guidelines or any other directives approved by the Board. Any new or

revised policies or other directives established by the Executive Director or the Board Chairperson to meet an urgent need must be submitted for Board review and approval or revision at the next Board meeting.

5. *Proposed Bylaw changes shall be published for 30 days prior to final Board vote.
6. **All policies shall be in writing, revised as necessary and reviewed at least annually.
7. ***** Robert's Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure with any deviations from such rules to be made by the Chairperson, in his or her discretion, having due regard for the rights of Board members to be heard and the timely and efficient conduct of the Board's business.
8. **For Board Policies, refer to *Policy Manual* on file. (See Appendix B for *Policy* list.)

*Revised*****04/11 (*****10/09***12/08 **10/06 *5/05)*

B. DUTIES OF BOARD MEMBERS

1. Attend at least *75% of Board and 75% of assigned committee meetings **unless excused.
2. Attend as many Clarence Senior Citizens Center functions and special events as possible.
3. Know the organization's mission, services, policies and programs.
4. Review agenda and supporting materials prior to Board and committee meetings.
5. Promote the organization.
6. Actively contribute and participate at all meetings.
7. Observe and evaluate Center programs and operations wherever they occur.
8. Present recommendations regarding the Clarence Senior Citizens Center.
9. Comply with the Town of Clarence Ethics Law.

*Revised **11/06 (*10/06)*

2. MANAGEMENT OF THE CORPORATION

The Corporation shall be managed by the Board of Directors, which shall consist of not less than five and not more than fifteen members. Members of the Board of Directors shall be appointed by a majority of the Clarence Town Board. Two thirds of the Board of Directors shall be members of the Clarence Senior Citizens, Inc.

3. **APPOINTMENT AND TERM OF DIRECTORS

The Town Board shall appoint Board of Director members to serve for three years or as in paragraph four herein or until his/her prior resignation or removal. Directors' terms run from *January 1st to *December 31st.

*Revised **12/08 (*10/03)*

4. INCREASE OR DECREASE IN NUMBER OF BOARD OF DIRECTOR MEMBERS

The number of directors may be increased or decreased by votes of a majority of the Clarence Town Board. No decrease in numbers of Board of Director members shall shorten the term of an incumbent member.

5. NEWLY CREATED MEMBERSHIPS AND VACANCIES – NEWLY CREATED BOARD OF DIRECTORS

Memberships resulting from an increase in the number of Board of Director members and vacancies occurring in the Board for any reason except the removal of members without cause may be filled by the Clarence Town Board in the manner herein prescribed except that any new memberships shall be appointed in the same proportion (2-1) as Clarence Senior Citizens, Inc. members to non-members as provided in the original Board of Directors. A member director appointed to fill a vacancy caused by resignation, death or removal shall be appointed to hold office for the unexpired term of his predecessor.

6. REMOVAL OF MEMBER DIRECTOR

Any member director may be removed for cause by a majority vote of the members of the Board of Directors and a majority of the Clarence Town Board. Member directors may be removed without cause only by vote of the Clarence Town Board.

*Revised *10/06*

7. RESIGNATION

A member director may resign at any time by giving written notice to the *Town Board and the chairperson or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the *Town Board and such officer, and the acceptance of the resignation shall not be necessary to make it effective.

*Revised *10/06*

8. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

9. ACTION OF BOARD

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

10. ACTION BY DIRECTORS WITHOUT A MEETING

No action can be taken by the Board of Directors without a meeting.

11. REGULAR MEETING

Regular meeting of the Corporation Board of Directors shall be held *9:00 o'clock in the forenoon on the **second Thursday of each month at:

CLARENCE SENIOR CITIZENS CENTER
4600 Thompson Road
Clarence, New York 14031

*Revised **10/05 (*02/05)*

12. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any five members of the Board of Directors. The secretary shall cause a notice of such meeting to be mailed to all members of the Board of Directors at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

13. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each consisting of three or more directors. *A special committee may be appointed by the Board Chairperson for a specific purpose, task, or issue and continues to exist until the duty assigned to it is accomplished **or it is relieved by the Chairperson or by motion of the Board. Each such committee shall serve at the pleasure of the Board.

*Revised **11/08 (*10/06)*

A. DUTIES OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Treasurer, Assistant Treasurer, and Secretary.
2. The Executive Committee shall set the agenda for the Board of Director's meeting and shall distribute copies to the Board at least three days in advance of each monthly meeting.
3. Plan the annual meeting.
4. Provide at least an annual evaluation of the Executive Director.
5. *Provide orientation to new members of the Board of Directors.

*Revised *10/06*

B. STANDING COMMITTEES

1. Committee members may be from the Board of Directors and/or the general membership.
2. The Chairperson of the Board shall appoint committee chairpersons and committee members ***except to the Nominations Committee. Three Nominations Committee members shall be selected and a chairperson shall be named by action of the Executive Committee at their January meeting. The Board Chairperson may not serve on the Nominating Committee. ****All Chairperson appointments must be confirmed by majority vote of the board.
3. **Committee chairpersons shall submit to the Center's staff office, for posting, any scheduled meeting information including date, time, and place as required by state law. Staff shall send all meeting notices to the Board Chairperson, Vice-Chairperson and Executive Director.
4. All committee chairpersons shall submit a written report to the Board at the Annual Corporate Meeting.
5. *All Committee Chairpersons shall appoint a Vice-Chairperson.

*Revised ****12/08 (***11/08 **10/06 *06/06)*

a. Finance

- i. Meet with the Executive Director to receive budget requests.
- ii. Review the Budget request and submit the tentative budget to the Board of Directors.
- iii. Evaluate and explain financials to the Board.
- iv. Coordinate and support the annual audit.

- v. **Evaluate internal controls and recommend updates as needed to the Board of Directors.
- vi. **Review, at least annually, insurance coverage and recommend updates as needed to the Board of Directors.
- vii. *Review Financial Commitment Policies and make recommendations to the Board of Directors.

*Revised **12/08 (*10/06)*

b. Legislative and By-Laws

- i. *Annually review the By-Laws and Administrative Manual and recommend to the Board any changes that will improve the operation of the Center.

*Revised *10/06*

c. Membership

- i. Recommend membership criteria to the Board of Directors.
- ii. Review Members Handbook and Welcome Brochure and recommend changes to the Board.
- iii. Recommend membership recruitment ideas to the Executive Director.
- iv. Upon recommendation of the Executive Director, the Membership Committee shall review and make a recommendation to the Board of Directors regarding application, revocation or cessation of membership.
- v. Research and prepare proposed Board responses to member questions raised at Board meetings.

d. Nominating

- i. ***Determine and recommend to the Board a “Best” candidate for election to each Board officer position where a term is expiring or a vacancy occurs.
- ii. Speak with candidate noting responsibilities for nominated office. Verifies candidate’s willingness to accept office nomination.
- iii. *** ** Seek candidates and make recommendations to the Clarence Senior Citizens, Inc. Board for appointments to the Clarence Senior Citizens, Inc. Board.

*Revised ***11/08 (** 03/07 * Added 10/06)*

e. Personnel

- i. ** Review and recommend changes regarding the Employee Policy Manual and the Administrative Manual to the Board of Directors.

- ii. Recommend a salary for each personnel position to the Board of Directors.
- iii. Review requests for staff changes. Recommend adding, changing, or reducing positions for the effective operation of the Center.
- iv. Hear personnel grievances and complaints and make recommendations to the Board if an impasse should occur between the Executive Director and an employee.
- v. Review and recommend applicants for Executive Director and Program Coordinator to the Board of Directors.
- vi. Audit personnel records.
- vii. Recommend an annual pension contribution to the Board of Directors.
- viii. *Personnel Committee Chairperson participates in the evaluation of the Executive Director.

*Revised **12/08 (*10/06)*

f. *Planning

- i. Prepare and coordinate all plans, specifications and implementation for capital expenditures, vehicle replacements, and development programs.
- ii. Prepare a five-year plan each year for capital expenditures and development program, which is to be submitted for approval to the Board of Directors.
- iii. Oversee an accurate inventory of all physical assets located at the Center.
- iv. Make recommendations for the operation, upkeep, maintenance and repairs of any Senior Center buildings, assets or vehicles to the Board of Directors.
- v. Make recommendations to the board of Directors for non-budgeted purchase over \$1000.00.
- vi. Develop and/or review policies related to Planning Committee responsibilities, and make recommendations for approval to the Board of Directors.

*Revised *12/08*

g. Programs and Publicity

- i. Assist in publicizing the activities of the Center.
- ii. Recommend new programs for the benefit of Center members.
- iii. Review programs periodically and deliver reports to the Board of Directors.

- iv. Meet regularly with the Program Coordinator to review programs.
- v. Be an effective, open liaison between the membership, the Program Coordinator and the Board.
- vi. *Assist the staff with the preparation of the Annual Activities Budget.
- vii. **Meet regularly with the Nutrition Coordinator to inspect the operation and policies of the Nutrition Program and make appropriate recommendations to the Board of Directors.

*Revised **11/06 (*10/06)*

14. PROXIES

No proxies allowed.

15. ORDER OF BUSINESS

*The order of business of all meetings of Board of Director members shall be as follows:

- 1. Roll Call
- 2. Pledge of Allegiance
- 3. Secretary's Report
- 4. Treasurer's Report
- 5. Chairperson's Report
- 6. Executive Director's Report
- 7. Town Board Liaison Report
- 8. Committee Reports
- 9. Membership comments on Agenda items. (3 minute maximum, 30 minute total)
- 10. Old Business
- 11. New Business
- 12. Good of the Center (1 minute maximum, 15 minute total.)
- 13. Executive Session
- 14. Adjournment

*Revised *10/06*

ARTICLE V – OFFICERS

1. OFFICERS, ELECTION, AND TERM

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a Chairperson, one or more Vice-Chairpersons, a Secretary and a Treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office for a period of *** *one year. **Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed.

*** *Nominations for officers shall be made at the November meeting. Additional nominations will be accepted from the floor and election will be conducted at the December meeting. Installation shall be at the January meeting.

*Revised ***11/08 (**11/06 *03/07, 11/05)*

2. REMOVAL AND RESIGNATION

*Any officer elected by the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors. In the event of the death, resignation or removal of an officer, the Board of Directors in its discretion, may elect a successor to fill the officer's unexpired term of that office.

*Revised *12/08*

3. CHAIRPERSON

The Chairperson shall be the Chief Executive Officer of the Corporation; (s)he shall preside at all meetings of the members and of the Board; (s)he shall have the general management of the affairs of the Corporation and shall see that all orders and resolution of the Board are carried into effect. *The Chairperson shall be an ex-officio member of each committee. **except Nominating.

*Revised **11/08 (*11/06)*

4. VICE-CHAIRPERSON

During the absence or disability of the Chairperson, the Vice-Chairperson, or if there are more than one, the Executive Vice-Chairperson, shall have all the powers and functions of the Chairperson. Each Vice-Chairperson shall perform such other duties as the Board shall prescribe.

5. TREASURER

The Treasurer *and/or officers shall have the **responsibility for the care and custody of all funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the directors may elect; (s)he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, (s)he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors; (s)he shall at all reasonable times exhibit the books and accounts to any director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. **At the end of each Corporate year, (s)he shall have an audit of the accounts of the Corporation and shall present such audit in writing at the annual meeting of the members, at which time (s)he shall also present an annual report setting forth in full the financial conditions of the Corporation. ***The Treasurer will be an ex officio member of the Finance Committee.

*Revised ***05/08 (**11/06 *10/06)*

6. ASSISTANT-TREASURER

During the absence or disability of the treasurer, the assistant-treasurer or if there are more than one, the one so designated by the Chairperson and shall have the powers and functions of the treasurer. *The Assistant Treasurer will be an ex officio member of the Finance Committee.

*Revised *05/08*

7. SECRETARY

The secretary shall keep the minutes of the Board of Directors meeting. (S)he shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. (S)he shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; (S)he shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. (S)he shall keep a membership roll containing the names, alphabetically arranged of all persons who are members of the Corporation, showing their places of residence and the date when they became members. *(S)he shall arrange transfer of Board notebooks/material from out going Board members to incoming Board members.

During the absence or disability of the secretary, the Chairperson will appoint an acting secretary.

*Revised *06/06*

8. SURETIES AND BONDS

*The Board shall require that an officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his/her hands.

**Revised 12/08*

9 *INDEMNIFICATION OF DIRECTORS AND OFFICERS

If a director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative majority vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

Advance to such director or officer all sums found by the Board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal in the action or proceeding; and

Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this paragraph.

**Added 12/08*

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VIII – AMENDMENTS

By-laws may be adopted, amended or repealed by the Board of Directors.

***ARTICLE IX – DEFINITIONS**

Cause:

- a. conviction of a felony;
- b. willful misconduct or gross neglect of duties;
- c. repeated failure to follow written directives of the Board or any written policy or guidelines expressly approved by the Board;
- d. fraud, misappropriation or embezzlement;
- e. mental incapacity;
- f. violation of policies;
- g. attendance at less than 75% of meetings, unless excused.

**Added 12/08*

APPENDIX A – MEMBERSHIP DUES

Membership dues are as follows:

Individual:\$ 10.00

Couple:\$ 20.00

Associate individual:.....\$10.00

Associate couple:\$20.00

*SCPP**\$10.00 each class or program

**Supplemental Class Program Participant – for non-members*

*Revised 12/08/11
Revised**09/08 (* 12/04)*

APPENDIX B - POLICY MANUAL LIST

1. Disposal of Surplus Property Policy
2. Emergency Closing Policies
3. Financial Commitment Policies
4. Financial Controls Policy
5. Internal Audit Policy
6. Guest Policies
7. Nominations and Elections of Officers Policy
8. Nutrition Policies
9. Pension Policy
10. Political Activity Policies
11. Records Retention and Disposition Policy
12. Suggestion Box Policy
13. Transportation Policies
14. Travel Policy

For written policies, refer to the Board of Directors *Policy Manual*.

For Personnel Policies refer to the *Employee Policy Manual*.

*Updated 12/08/11
Revised 10/09 (11/08)*