

BY-LAWS OF CONGREGATION BETH AM

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BY-LAWS OF CONGREGATION BETH AM

(Effective June 5, 1994)

I. ARTICLE PRACTICES AND AFFILIATION

The Congregation shall follow the forms, practices and usages of Reform Judaism and shall affiliate with the Union of American Hebrew Congregations.

II. ARTICLE MEMBERSHIP

A. QUALIFICATIONS. Any person of the Jewish faith, or any person seeking to be associated with those upholding the Jewish faith, may be elected to membership upon approval of his or her application by the Board of Directors ("the Board"), regardless of race, sex, sexual orientation, marital status, national origin, disability or age, provided that he or she is not less than eighteen years of age.

B. RIGHTS AND PRIVILEGES OF MEMBERSHIP. Members in good standing shall have the right to attend religious services, to vote, to participate in activities held under the auspices of the Congregation, to send their children to Religious School, and otherwise to enjoy the services of the professional staff and the facilities of the Congregation. Each membership unit shall be entitled to one vote, which may be cast by any non-dependent adult member of that unit, unless such a member has made a written request to the Secretary of the Congregation that that unit's vote be split into separate votes, in which case each of the two non-dependent adult members of that unit shall have one-half vote. The members of a household shall constitute one membership unit. As used herein:

1. the term "member" shall include an individual member and other persons in a household, and

2. the term "household" shall mean an adult or an adult couple permanently living together, unmarried children who are not self-supporting, and any dependent adult relatives who permanently reside with the household.

C. FINANCIAL OBLIGATIONS OF MEMBERSHIP.

1. Members of the Congregation shall pay financial obligations in such amounts and at such times as shall be determined from time to time by the Board. Financial obligations, as used herein, shall mean dues, building fund or other assessments, and other fees and charges.

2. All dues are payable in advance, either annually or in installments, as fixed by the Board pursuant to Article II, Section C, Paragraph 1 hereof, and a member shall be considered delinquent if payment is not made within thirty days after being billed therefor.

3. Any member who remains delinquent after being given at least two weeks written notice shall be entitled neither to tickets for High Holy Day services nor to register children in the Religious School.

D. APPLICATION FOR MEMBERSHIP. Any application for membership must be accompanied by prepayment of dues and of the building fund assessment in accordance with the policy established by the Board.

E. TERMINATION OF MEMBERSHIP.

1. Any member may resign his or her membership in writing addressed to the President of the Congregation.

2. A membership may be terminated or suspended for just cause by the affirmative vote of three-fourths of the Board present or, in the case of a delinquent member, by the affirmative vote of a majority of the Board present. Such action shall be taken:

a. at a regular or special meeting of the Board;
b. after such member has received written notice of the proposed termination or suspension and the grounds thereof not less than ten days prior to such meeting; and

c. after such member has had an opportunity for a hearing at such meeting.

F. WAIVER. The Board may waive, in appropriate cases, the provisions of Sections A, C or D of this Article.

III. ARTICLE BOARD OF DIRECTORS

A. RESPONSIBILITIES OF THE BOARD. All of the rights, duties and privileges of this Congregation shall be exercised and performed by a Board of Directors subject to the provisions of these By-Laws. The members of the Board shall be elected and shall serve pursuant to the provisions of these By-Laws.

B. COMPOSITION OF THE BOARD.

1. The Board shall be composed of sixteen elected Directors and up to five ex-officio Directors with vote as are provided for in these By-Laws.

2. The President of such auxiliary organizations as the Board may specify shall be a Director ex-officio with vote.

3. If he or she is not an elected Director, the immediate Past President of the Congregation shall be a Director ex-officio with vote for one year after the completion of his or her term as President, and in such case, the number of ex-officio Directors provided for in Article III, Section B, Paragraph 1 shall be increased by one.

4. All Past Presidents of Congregation Beth Am are designated as Honorary Members of the Board without vote, except as provided in Article III, Section B, Paragraph 3.

5. If he or she is not an elected Director, the President of the Congregation shall be a Director ex-officio with vote, and in such case, the number of ex-officio Directors provided for in Article III, Section B, Paragraph 1 shall be increased by one.

6. If he or she is not an elected Director, the President-elect shall be a Director ex-officio with vote, and in such case, the number of ex-officio Directors provided for in Article III, Section B, Paragraph 1 shall be increased by one.

7. All elected Directors and ex-officio Directors shall have been members in good standing of the Congregation for at least one year prior to membership on the Board.

C. NOMINATION OF DIRECTORS.

1. There shall be a Nominating Committee of at least nine members. The Executive Committee shall nominate the Chair and propose members to the Board. Additional members may be proposed by any Board member. The appointment of the Nominating Committee shall be made by the Board. Not more than four members of the Nominating Committee shall be members of the Board.

2. Not less than thirty days before the annual membership meeting, the Committee shall submit to the President in writing its nominations of one candidate for each of the Directorships to be filled at the forthcoming annual membership meeting of the Congregation. A candidate shall not be a member of the Nominating Committee or a member of the same household of a member of the Committee. The Committee shall designate the term for which each person is nominated.

3. At least twenty-five days before the annual membership meeting, the President shall cause to be mailed to the members of the Congregation a notice which shall inform the members of:

- a. the time and place of the meeting;
- b. the candidates nominated by the Committee;
- c. a short biographical sketch about each candidate;
- d. the term for which each was nominated; and
- e. the procedure by which other candidates may be nominated.

4. Other candidates may be nominated by submitting a petition to the President at least fourteen days before the annual meeting containing the signatures of at least one non-dependent adult member of fifty membership

units of the Congregation. The petition must designate the term for which the candidate is nominated.

5. To qualify as a candidate for a Directorship, a person must indicate willingness to serve as a Director if elected.

6. If candidates have been nominated by petition, at least seven days before the meeting the President shall cause to be mailed to the members of the Congregation a notice which shall inform the members of:

- a. the time and place of the meeting;
- b. all of the candidates nominated;
- c. the terms for which each was nominated, designating the manner in which the candidates were nominated; and
- d. a short biographical sketch about each candidate.

D. ELECTION AND TERM OF DIRECTORS.

1. Elected Directors shall be elected at the annual membership meeting of the Congregation. The full term of each Director is three years, and the terms shall be staggered so that five or six Directors are elected every year to full three year terms.

2. Any election in which the number of candidates for any particular term exceeds the Directorships to be filled for such term shall be conducted by means of a secret written ballot. Those candidates equal in number to the Directorships to be filled for each term who receive the highest number of votes cast at the annual membership meeting shall be those elected.

3. Except as provided in Section E below, an elected Director shall serve until a successor has been elected and installed pursuant to these By-Laws. Should a vacancy occur on the Board, the Executive Committee shall submit the nomination of a candidate for the vacancy to the Board. Other nominations may be made by any Board member. The vacancy shall be temporarily filled by a vote of the Board, and the Director thus elected shall serve until the unexpired term is filled by election at the next annual membership meeting.

4. Elected Directors shall take office at the first meeting of the Board after the annual membership meeting. This meeting shall be called by the President.

5. All Directors shall remain members in good standing.

6. An elected Director shall serve no more than six consecutive years. A member shall serve no more than four consecutive years as a Director ex-officio with vote. For the purposes of this Paragraph, service on the Board for less than a full year shall not be considered. An elected Director who has served six consecutive years as an elected Director

may not be reelected until two years after the termination of his or her elected term.

E. REMOVAL OF BOARD MEMBER. The Board may vote to declare vacant the office of any Director:

1. who is absent during any twelve month period without good cause from three consecutive regular meetings of the Board or from four regular meetings; and

2. with or without cause, upon receiving a vote to remove, of at least eighty percent of all of the voting members of the Board, excluding the Director to be removed.

IV. ARTICLE INDEMNIFICATION

A. To the fullest extent permitted by law, the Congregation shall indemnify its Directors, officers, professional staff, employees and other persons described in Section 9246 (a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section and including an action by, or in the right of, the Congregation, by reason of the fact that such person is or was a person described by that Section. "Expenses", as used in these By-Laws, shall have the same meaning as in Section 9246 (a) of the California Corporations Code.

B. On written request to the Board by any person seeking indemnification under Section 9246 (b) or (c) of the California Corporations Code, the Directors shall promptly determine in accordance with Section 9246 (a) of the California Corporations Code whether the applicable standard of conduct as set forth in Section 9246 (b) or (c) has been met, and if it has, the Directors shall authorize indemnification. If the Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Directors shall promptly call a meeting of the Congregation. At that meeting, the Congregation shall determine under Section 9246 (e) of the California Corporations Code whether the applicable standard of conduct as set forth in Section 9246 (b) or (c) has been met, and if it has, the members of the Congregation present at the meeting shall authorize indemnification.

C. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under the above Sections of this Article in defending any proceeding covered by those Sections shall be advanced by the Congregation before final disposition of the proceeding, on receipt by the Congregation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Congregation for those expenses.

VI. ARTICLE OFFICERS

A. NOMINATION OF OFFICERS.

1. The Officers of the Congregation shall be a President, a President-elect (if applicable), one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board may determine.

2. Prior to March 1 of each year, the President shall appoint two members to an Officer's Nominating Committee ("the Committee"), one of whom shall be a current Board member and the other a Past President. The President shall be the third member of the Committee and shall serve as its chair.

3. Not less than six days prior to the meeting of the Board called for in Article III, Section D, Paragraph 4, the Committee shall submit to the Board its nominations for one candidate for each of the offices to be filled at that meeting. Other candidates may be nominated at the meeting.

4. If the Committee does not propose a candidate for the office of President-elect, that office shall remain vacant until the Committee submits such a candidate, and the committee shall continue to remain in existence until such time.

B. ELECTION AND TERM OF THE PRESIDENT. If there is no President-elect, the President shall be elected by the Board from its membership at the December meeting of the Board and shall take office at the conclusion of the annual membership meeting. If there is a President-elect, he or she shall become President in accordance with Section C below. The President shall serve a term of two years and shall be ineligible for reelection as President or President-elect for a period of four years thereafter.

C. ELECTION OF THE PRESIDENT-ELECT. In the second year of a President's term of office, there may be a President-elect elected from the Board membership or its immediate past membership at any regular meeting of the Board after the meeting of the Board called for in Article III, Section D, Paragraph 4. The President-elect shall serve at the pleasure of the Board. Upon removal of the President-elect from office by the Board, a new President-elect may be elected. The President-elect shall serve in that capacity through the next annual membership meeting, at which time he or she shall become President. The President-elect may hold another office.

D. ELECTION AND TERM OF OTHER OFFICERS. All other elected officers shall be members of the Board and elected at the meeting of the Board called for in Article III, Section D, Paragraph 4. They shall take office immediately upon election and shall serve for a term of one year and until their successors have been elected.

E. DUTIES OF OFFICERS.

1. The President shall preside at all meetings of the membership, the Board and the Executive Committee. The President shall nominate the chair of each committee other than the Nominating Committee, sign legal documents and perform all other duties incident to the office.

2. In the event of the President's absence or temporary inability to discharge the duties of the office, the President-elect, or if there is no President-elect, such other elected officer as the President has designated in writing to the Secretary shall exercise the duties of the President during such absence or temporary inability.

3. In the event of the President's death, resignation, or permanent inability or refusal to discharge the duties of the office:

a. the President-elect shall assume the office of the President and shall serve as President for the balance of the term;

b. if there is no President-elect, the person designated in writing to the Secretary shall be the acting President until the Board has elected a new President. The new President shall be elected at the next Board meeting.

c. if there is no President-elect and no designee, the Vice President first in alphabetical order shall serve as the acting President until the Board has elected a new President. The new President shall be elected at the next Board meeting.

4. A President-elect and the Vice President(s) shall perform such duties as may be assigned by the President.

5. The Treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board. The Treasurer shall report monthly to the Board and shall present a financial report to the Congregation at its annual membership meeting. The Treasurer shall perform such other duties as may be assigned by the President as are incident to the office, and shall, in the absence of a President-elect or a Vice President, assume the duties and responsibilities incumbent upon the office of the President-elect or Vice President.

6. The Secretary shall serve as Secretary of the Congregation and of the Board. The Secretary or his/her designee shall keep the minutes of both bodies and a register of all members of the Congregation; send out notices of all meetings and perform such duties as may be assigned by the President and such other duties as are incident to the office.

7. All disbursements of the Congregation's funds in excess of Five Hundred Dollars (\$500.00) shall require the signatures of two persons, one of whom must be an elected officer and the other an officer or such employee of the Congregation as the Board may designate. All persons who are authorized to disburse the Congregation's funds shall be covered by a blanket fidelity bond in an amount determined by the Board.

VII. ARTICLE THE SENIOR RABBI

A. SELECTION AND CONTRACT.

1. The initial appointment and initial term of the Senior Rabbi shall be recommended first by a majority of the members of the Board present at any meeting of the Board, and then approved by a majority of the members of the Congregation present at an annual or special meeting of the members.

2. The Board shall determine the salary, term, and other conditions of employment of the Senior Rabbi, except that the term must be approved by a majority of the members of the Congregation present at an annual or special meeting of the members. The Board may, however, without the approval of the membership, extend the term for one year, provided that the Senior Rabbi's previous term was approved by the membership.

3. The services of the Senior Rabbi may be terminated by the Congregation only after a recommendation by a majority of the Board present at any meeting of the Board and approval by a majority of the members of the Congregation present at an annual or special meeting of the members of the Congregation.

B. PRIVILEGES AND DUTIES. The Senior Rabbi shall have the privilege of attending all meetings of the Board and Congregation, except when requested by the President for some special reason to be absent. The Senior Rabbi shall be an ex-officio member, without vote, of all standing committees. The Senior Rabbi shall perform all duties customarily required of the office.

C. FREEDOM OF THE PULPIT. The Senior Rabbi shall at all times enjoy freedom of the pulpit to preach and to teach Judaism both in its fundamental essence and in its practical applications. The Senior Rabbi alone shall have the right to invite guests to occupy the pulpit.

VIII. ARTICLE THE PROFESSIONAL STAFF

A. SELECTION AND CONTRACT.

1. The Board shall determine the appointment, salary, term and other conditions of employment of all members of the professional staff, except that the term of the Senior Rabbi shall be governed by Article VI hereof.

2. Any rabbi other than the Senior Rabbi may only be selected by the Board after the recommendation of the Senior Rabbi. The selection of other members of the professional staff shall be made in cooperation with the Senior Rabbi.

B. PRIVILEGES AND DUTIES. The professional staff shall have the privilege of attending all meetings of the Board and Congregation, except when their absence is requested by the President for some special reason. The professional staff shall perform all duties assigned to them by the Senior Rabbi and the Board.

IX. ARTICLE COMMITTEES

A. STANDING OR SPECIAL COMMITTEES. The President, with the approval of the Board, shall designate or terminate such standing committees or special committees as may be necessary and proper, designating one member as the chair. The chair and all committee members shall serve at the pleasure of the Board. The President shall be an ex-officio member of all committees other than the Board Nominating Committee.

B. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, the President-elect (if applicable), the Vice President(s), Secretary and Treasurer of the Congregation. By appointment of the President, other members of the Board may serve on the Executive Committee. The Board may, from time to time, by resolution, empower the Executive Committee to act on its behalf on specific issues covered by such resolution.

C. ENDOWMENT FUND COMMITTEE. The Endowment Fund committees shall be governed by the following provisions:

1. The initial Endowment Fund shall be known as the "Educational Endowment Fund". The purpose of this fund shall be only to enrich existing and create new Congregational educational programs.

2. The Educational Endowment Fund shall be administered by the Educational Endowment Fund Committee; membership of this committee shall be:

a. the President of the Congregation who shall act as its chair;

b. the Senior Rabbi of the Congregation;

c. the Educator of the Congregation;

d. the Chair of the Adult Jewish Education committee;

e. the Chair of the Religious School committee; and

f. a past President of the Congregation appointed by the President. No past President shall serve more than three years as the past President member of this committee.

3. The Board may designate any fund which has an initial principal balance greater than five percent of the Congregation's annual operating revenues for the fiscal year preceding its designation, as an Endowment Fund which is subject to this Article VIII, Section C.

4. The purposes of any Endowment Fund and the membership of any committee for an Endowment Fund shall be as established by the Board at the time that Endowment Fund is created. Thereafter changes in the purpose of that Fund may be made only by amendment to these By-Laws. At any time the Board may make changes in the composition of any Endowment Fund committee.

5. Income and principal of an Endowment Fund may be expended only to further the established purposes of that Fund and only in accordance with the following rules:

a. the committee of an Endowment Fund shall make, at least annually, a written report to the Board. The report shall recommend whether or not and how fund income, principal, or both of the foregoing shall be expended.

b. The committee report shall be received by the Board and either set for hearing at a subsequent meeting, amended and set for hearing at a subsequent meeting, or rejected. If a report is set for hearing it shall be placed on the agenda at a meeting of the Board to be held not less than twenty-one days nor more than forty-five days after the report is set for hearing. If a report which has been adopted by the Board calls for the expenditure of fund principal no such expenditure shall be made until the adoption of the report is ratified by the membership of the Congregation at an annual or at a special meeting which has been called for this purpose. A copy of the Endowment Committee report and any amendments thereto shall be mailed to the Congregation's membership not less than fifteen days prior to that Congregational meeting.

6. All Endowment Funds shall be invested at the direction of the Board. No loan of any of the funds of any Endowment Fund shall be made, unless that Fund's purposes expressly permit such loans.

X. ARTICLE MEETINGS

A. ANNUAL MEMBERSHIP MEETINGS. An annual meeting of the members of the Congregation shall be held each year during either the month of March or April at such time and place as may be determined by the Board. The Board shall report the financial condition of the Congregation and other matters pertaining to its administration to the members at each annual meeting.

B. SPECIAL MEMBERSHIP MEETINGS. Special meetings of members may be called at any time by the President and must be called within ten days upon the written request of five elected members of the Board or a majority of the voting members of the Board or upon the written request of at least fifteen percent of the membership units of the Congregation.

C. NOTICE OF MEMBERSHIP MEETINGS. Not less than fifteen days notice shall be given of an annual meeting. Except as otherwise provided herein, not less than five days notice shall be given of a special meeting of the members. Notices of special meetings shall state the purpose or purposes thereof. Notice of any meeting of the members shall be given in writing by mail addressed to the members at their addresses as they appear on the record of the Congregation. Notices shall be deemed given by deposit thereof with the United States Postal Service in Santa Clara County, postage prepaid. Failure to give notice to less than five percent of the members of the Congregation shall not render a meeting invalid.

D. REGULAR DIRECTOR MEETINGS. Regular meetings of the Board shall be held at least once each month and at such time and place as may be determined by the Board. The President may, with the approval of the Executive Committee, dispense with up to two non-consecutive meetings during a calendar year.

E. SPECIAL DIRECTOR MEETINGS. Special meetings of the Board may be called by the President and must be called at any time within two days upon written request of a least four voting members of the Board.

F. NOTICE OF DIRECTOR MEETINGS. Not less than three days written notice shall be given of a regular meeting of the Board and not less than one day's notice shall be given of a special meeting of the Board. Notices of special meetings shall state the purpose or purposes thereof. Notice of special meetings may be given by mail or by personal or telephone communication.

G. QUORUM AT MEETINGS OF DIRECTORS AND MEMBERS.

1. A quorum for the transaction of business at any meeting of the Board shall be a majority of all voting Directors.

2. Except as provided in this Section G, a quorum for the transaction of business at any meeting of the members of the Congregation shall be ten percent of the membership units thereof.

3. The quorum for the transaction of business at any meeting of the members of the Congregation pertaining to Article VI entitled "The Senior Rabbi" shall be twenty percent of the membership units of the Congregation.

4. The quorum for the transaction of business at any meeting of the members of the Congregation which has been called to ratify the approval of the Board of the expenditure of the principal of any Endowment Fund shall be twenty percent of the membership units of the Congregation.

5. The quorum for the transaction of business at any meeting of the members of the Congregation which has been called to amend Article VI; Article VIII, Section C; or Article IX, Section G, Paragraphs 2, 3, 4 and 5 shall be twenty percent of the membership units of the Congregation.

6. A membership unit of the Congregation shall be considered present if a non-dependent adult member of the unit is present at the meeting.

H. VOTING BY PROXY. No vote by proxy shall be permitted at any meeting of the members or of the Board.

XI. ARTICLE MISCELLANEOUS

A. SEATING AT RELIGIOUS SERVICES. Seats at religious services shall not be specifically assigned to individuals. The Board may assign seating areas to accommodate special needs, provided that no specific assignments to individuals for seats shall be made within the area so reserved.

B. AUXILIARY ORGANIZATIONS. Auxiliary organizations may be formed by or terminated by a two-thirds vote of all of the voting members of the Board.

C. PURCHASE OF REAL PROPERTY.

1. Any contract for the purchase or sale of real property by or for this Congregation shall be approved by the Board and by the affirmative vote of two-thirds of the members of the Congregation present at any meeting of the members of the Congregation.

2. Notwithstanding Paragraph C, Section 1, the Board may make binding offers to acquire, and acquire one or more lots contiguous with or adjacent to the current congregational site to allow for possible future expansion, provided that (i) total costs for acquiring the lots may not exceed Five Million Dollars (such amount to be adjusted annually after 2008 for inflation as measured by the US Consumer Price Index), and (ii) any proposed major construction projects resulting from such an acquisition would continue to require approval by the members of the Congregation as provided in Paragraph D below before being undertaken. This Section 2 will expire automatically on the date of the 2018 Annual Meeting unless re-authorized on or prior to that date by the members of the Congregation.

D. MAJOR BUILDING CONSTRUCTION. Any program for the construction of a major building project shall be approved by the Board and by the affirmative vote of two-thirds of the members of the Congregation present at any meeting of the members of the Congregation.

E. ROBERT'S RULES OF ORDER. Except as otherwise provided in these By-Laws, the procedure to be followed at all meetings of the membership, Board, and committees is that of Robert's Rules of Order.

XII. ARTICLE AMENDMENT OF BY-LAWS

These By-Laws may be amended pursuant to either of the following procedures:

A. APPROVAL OF BOTH THE BOARD AND THE MEMBERSHIP.

1. The proposed amendment shall be approved by an affirmative vote of two-thirds of all of the Directors present at any meeting of the Board, provided that a written notice of the meeting and of the proposed amendment is mailed to all members of the Board in advance of the meeting at which such vote is to be taken; and

2. The proposed amendment shall be approved by an affirmative vote of the majority of the membership units of the Congregation present at any meeting of the members provided that a written notice of such meeting and of the proposed amendment is sent by mail to the members at least five days in advance of the meeting at which such vote is to be taken.

B. APPROVAL OF THE MEMBERS ONLY.

The proposed amendment shall be approved by an affirmative vote of two-thirds of all the membership units of the Congregation present at any meeting of the Congregation, provided that the proposed amendment shall first have been filed with the Secretary of the Congregation accompanied by a petition indicating thereon approval thereof by at least fifteen percent of the membership units. Within sixty days following receipt of the proposed amendment and the petition, a membership meeting shall be held unless the petition specifies that the vote maybe taken at the next meeting of the members occurring thereafter. Written notice of such meeting shall be sent by mail to the members at least ten days in advance of the meeting at which such vote is to be taken.

XIII. ARTICLE NAMES POLICY

No name of any person shall be affixed to any building, room, or area other than on the Memorial Wall or on photographs or plaques of the present or past clergy or presidents of the Congregation; nor shall any building, room, or area be designated by or with the name of any person.

CERTIFICATE OF PRESIDENT

I, CHARLES ROTHSCHILD, JR., certify that I am the presently elected and acting President of Congregation Beth Am, and that the above By-Laws, consisting of 15 pages (including the Table of Contents), are the By-Laws of this Congregation as adopted at a meeting of the Board of Directors held on April 17, 2008 and at a meeting of the members of the Congregation held on April 27, 2008.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of this Congregation on May _____, 2008.

CHARLES ROTHSCHILD, JR.
President