

## PROPOSALS OF THE BOARD OF DIRECTORS

The Board of Directors expect to present the following proposals at the Meeting:

### PROPOSAL NO. 1

#### Adoption of Incentive Stock Option Plan No. 3

The Board of Directors approved Incentive Stock Option Plan No. 3 ( hereinafter referred to as "Stock Option Plan") on January 30, 1997, subject to ratification by the Stockholders. A copy of the proposed Stock Option Plan is attached hereto as Exhibit "A". The Stock Option Plan, if ratified, will provide management with a vehicle in which to grant stock options to employees of the Company in order to offer employees a stake in the growth and performance of the Company and to provide an incentive to contribute to the Company's future success. The Stock Option Plan provides the authority to grant up to a total of 80,000 shares of Common Stock, par value \$.0001 per share. The Stock Option Plan will terminate on the tenth (10th) anniversary of the date of the Plan, or at such earlier time as the Board of Directors may determine.

#### Administration and Eligibility

The Stock Option Plan will be administered by the Executive Compensation and Stock Option Committee of the Board of Directors (the "Committee") of the Company. The Committee will have authority to determine which employees will be granted options and in what amounts. All employees, including officers, are eligible under the Stock Option Plan. No monetary consideration will be received by the Company in connection with the grant of any options under the Stock Option Plan.

#### Stock Options

The options granted shall be subject to the following restrictions: (a) the exercise price shall be not less than the fair market value of the shares on the date on which the option is granted unless an employee, immediately before the grant owns more than 10% of the total combined voting power of all classes of stock of the Company or any subsidiaries, whereupon the exercise price shall be at least 110% of the fair market value of the shares on the date on which the option is granted-; (b) the term of the option may not exceed ten (10) years and may not exceed five (5) years if the employee owns more than 10% of the total combined voting power of all classes of stock of the Company or any subsidiaries immediately before the grant- (c) the shares of stock may not be disposed of for a period of two (2) years from the date of the grant of the option and for a period of one (1) year after the transfer of such share(s) to the employee; (d) at all times from the date of grant of the option(s) and ending on the date three (3) months before the date of exercise, an employee shall be employed by Company, or a subsidiary of Company unless Employment is terminated because of disability, in which case such disabled employee shall be employed from the date of grant to a year preceding the date of exercise, or if employment terminates due to death-; (e) the options are subject to a vesting formula of twenty (20%) per year of employment after the grant with the first twenty (20%) percent vesting on the date of the grant; and (f) such other terms as may be approved by the Board of Directors of the Company.

# Proposal To Board Of Directors Sample

**Paul Ali, Greg N. Gregoriou**



## **Proposal To Board Of Directors Sample:**

Writing Grant Proposals That Win Deborah Ward, 2011-08-24 Writing Grant Proposals That Win Fourth Edition offers step by step instructions and clear examples of how to write winning grant proposals It offers practical guidance on how to Express the need for the project Describe objectives and activities Outline an evaluation plan Create a workable project budget The Fourth Edition is a thorough update with all new charts graphs tables and figures as well as new examples and coverage of current topics Students will come away with a clear understanding of how reviewers function and what they are looking for in proposal sections in addition to what is needed to maximize every aspect of the proposal The text is loaded with useful tips that will enable your students to hit the ground running including how to assess a program announcement and ensure each requirement is addressed condense your entire proposal into a brief but compelling abstract determine what appendices to include and in what form for maximum impact adequately describe project dissemination and continuation plans use technology including desktop publishing graphics color and spreadsheets for budget development to enhance your proposals and structure your proposal to increase your chance of winning Institutional Investor Activism William W. Bratton, Joseph McCahery, 2015 Over the past two decades activist investors have begun to play an increasingly important role in corporate governance around the world This book analyses the impact of activists on the companies that they invest the effects on shareholders and on activists funds themselves **Fundamentals of Corporate Governance: Boards and directors** Thomas Clarke, Marie dela Rama, 2008 *Federal Register* , 2013-12 **International Corporate Governance After Sarbanes-Oxley** Paul Ali, Greg N. Gregoriou, 2011-07-28 The Sabanes Oxley Act has been one of the most significant developments in corporate and securities regulation since the New Deal This collection of important articles would be a valuable resource for anyone seeking to understand Sabanes Oxley s far reaching effects on corporate governance in the United States and elsewhere Jesse Fried coauthor of Pay Without Performance The Unfulfilled Promise of Executive Compensation and Professor of Law at the University of California Berkeley The editors have assembled the latest cutting edge research on international corporate governance by respected academics in this field In this handbook the editors deal with all aspects of the significant legislative changes to corporate governance regulation It introduces the reader to the new rules that will certainly improve the reliability and the accuracy of disclosures made by corporations The book comes at the right moment with the recent scandals such as Enron which will educate all readers especially shareholders of corporate stock Komlan Sedzro Professor of Finance University of Quebec at Montreal Today corporate governance is a topic at the center of public policy debate in most industrialized countries The range of concerns the variety of approaches and their tendency to converge in some areas or diverge in others not always in the right directions are emphatically demonstrated by these essays There is material here of enormous interest for scholars of comparative law and economic regulation And significantly the presentation of essays from legal financial and regulatory viewpoints demonstrates the growing practical as

well as theoretical utility of interdisciplinary work in this area Professors Ali and Gregoriou are to be warmly congratulated for their skill and initiative in assembling an important publication as well as for their own contributions to interdisciplinary scholarship R P Austin BA LLM Sydney DPhil Oxon Supreme Court of New South Wales This very international collection emphasizes the economic line of descent while including legal and socio legal contributions It fills a very important gap in our empirical knowledge of corporate governance It is accessible and comprehensive and will greatly assist readers from all relevant disciplines who are trying to discern the shape of corporate governance as a mature field Dimity Kingsford Smith Professor of Law University of New South Wales

**Representing Corporate Officers, Directors, Managers, and Trustees** Marc J. Lane, 2010-09-17 As a result of numerous recent corporate and accounting scandals corporate officers directors managers and trustees now face a host of new problems and ranging from a blizzard of new legislation rules and responsibilities and to increased SEC oversight new NYSE and NASDAQ listing standards new fiduciary and other duties and crushing new criminal penalties Representing Corporate Officers Directors Managers and Trustees tells you what to look for what to look out for and what steps to take to protect your corporate clients in today's harsh regulatory environment It is the only up to date work of its kind to offer both in depth analysis and practical guidance on every key aspect of this critically important area This completely updated Second Edition thoroughly covers Directors and duty of care and including the different standards which have been imposed on directors regarding the duty of care the duty of loyalty the business judgment rule when directors are entitled to rely on the advice of others improperly influencing audits under the Sarbanes Oxley Act improper distributions and more Conflicts of interest and with examples of conflict of interest transactions and discussion of loans to or by directors and officers secret profits and the duty to safeguard confidential or inside information and plus how certain transactions considered improper can be ratified and thus become legitimate Federal securities laws and including everything from overviews of the laws the SEC and securities themselves and to jurisdiction pleading remedies and defenses in securities cases the new criminal penalties and attorneys and responsibilities regarding liability under Sarbanes Oxley Indemnification and insurance and with discussion of mandatory and permissive indemnification and the scope of indemnification in various states when a director may be indemnified even if not wholly successful in defense of an action directors and officers and liability insurance types and extent of insurance coverage tax law treatment and exclusions Tender offers and including antitakeover measures two tier and squeeze out mergers and golden parachute agreements poison pill plans and greenmail potential liability in tender offers and implementing mergers and acquisitions with securities law antitrust tax accounting and labor law considerations

**Socially Responsible Finance and Investing** H. Kent Baker, John R. Nofsinger, 2012-08-31 A detailed look at the role of social responsibility in finance and investing The concept of socially responsible finance and investing continues to grow especially in the wake of one of the most devastating financial crises in history This includes responsibility from the corporate side corporate social

responsibility as well as the investor side socially responsible investing of the capital markets Filled with in depth insights and practical advice Socially Responsible Finance and Investing offers an important basis of knowledge regarding both the theory and practice of this ever evolving area of finance As part of the Robert W Kolb Series in Finance this book showcases contributed chapters from professionals and academics with extensive expertise on this particular subject It provides a comprehensive view of socially responsible foundations and their applications to finance and investing as determined by the current state of research Discusses many important issues associated with socially responsible finance and investing like moral hazard and the concept of too big to fail Contains contributed chapters from numerous thought leaders in the field of finance Presents comprehensive coverage starting with the basics and bringing you through to cutting edge current theory and practice Now more than ever we need to be mindful of the social responsibilities of all investment practices The recent financial crisis and recession has changed the financial landscape for years to come and Socially Responsible Finance and Investing is a timely guide to help us navigate this difficult terrain

**Representing Corporate Officers and Directors and LLC Managers [formerly Representing Corporate Officers, Directors, Managers, and Trustees], 3rd Edition**

Lane, 2018-12-19 Representing Corporate Officers and Directors and LLC Managers Third Edition formerly titled Representing Corporate Officers Directors Managers and Trustees is a guide to the practical aspects of corporate governance for attorneys corporate officers and directors LLC managers and trustees Following the repercussions of past corporate and accounting scandals new legislation rules and standards by governmental bodies and society have greatly increased the focus on the responsibilities and liabilities of directors officers managers and trustees Increased SEC oversight new NYSE and NASDAQ listing standards new cybersecurity compliance guidance new fiduciary and other duties and new criminal penalties have all changed the landscape for those who control corporations By logically laying out the steps to safe corporate governance the analysis cases tables and checklists guide the veteran and neophyte alike Representing Corporate Officers and Directors and LLC Managers tells you what to look for what to look out for and what steps to take to protect your corporate clients in today's harsh regulatory environment It's the only up to date work of its kind to offer both in depth analysis and practical guidance on key aspects of this critically important area This updated Third Edition thoroughly covers Directors duties of care and loyalty including the different standards which have been imposed on directors regarding the duty of care the duty of loyalty the business judgment rule when directors are entitled to rely on the advice of others improperly influencing audits under the Sarbanes Oxley Act improper distributions and more Conflicts of interest with examples of conflict of interest transactions and discussion of loans to or by directors and officers secret profits and the duty to safeguard confidential or inside information plus how certain transactions considered improper can be ratified and thus become legitimate Federal securities laws including everything from overviews of the laws the SEC and securities themselves to jurisdiction pleading remedies and defenses in securities cases criminal penalties and attorneys responsibilities regarding

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Corporate Governance The Role of Institutional Investors in Promoting Good Corporate Governance OECD,2011-11-25 Covering 26 jurisdictions including in depth review of Australia Chile and Germany this report focuses the role of institutional investors in promoting good corporate governance practices including the incentives they face to promote such outcomes *Fundraising Basics* Barbara L. Ciconte,Jeanne Jacob,2008-12-18 As nonprofit organizations face heightened scrutiny by the general public donors regulators and members of Congress the Third Edition of the essential book on the basics of fundraising provides new up to date and valuable information that every fundraiser needs to know With ethics and accountability being the primary theme of the Third Edition this practical guide will continue to provide an overview of the

field and give development staff managers and directors a platform from which to operate their fundraising programs The new edition also provides much needed information on giving trends computer hardware and software available for fundraisers cost estimates and workflow timetables and the importance of the Internet This primer remains a must have for anyone new to the fundraising arena

**Grantwriting Beyond the Basics: Proven strategies professionals use to make their proposals work** Michael K. Wells, 2005 Guide to strategic grantwriting Journal of the Telegraph ,1881

The Code of Federal Regulations of the United States of America ,2004 The Code of Federal Regulations is the codification of the general and permanent rules published in the Federal Register by the executive departments and agencies of the Federal Government

*Decentralized Autonomous Organizations: How Finance Can Interact With Blockchain-based Daos* Daniel Liebau, Sandy Oh, 2024-11-27 For financial services professionals understanding the paradigm shift represented by Decentralized Autonomous Organizations DAOs is essential for staying ahead of the curve What are DAOs and how do they differ from traditional firms How do DAOs use blockchain technology to enable decentralized governance and decision making With many DAO types emerging how can finance professionals decipher and evaluate them based on their characteristics Decentralized Autonomous Organizations How Finance can Interact with Blockchain based DAOs provides finance professionals with a comprehensive guide to navigating this new frontier Through in depth analysis real world case studies and insights from industry experts readers will gain a thorough understanding of the opportunities challenges and regulatory landscapes shaping the DAO ecosystem Our book written specifically for financial services professionals is a powerful tool that equips the reader with the knowledge and strategies necessary to adapt and interact in the era of DAOs From deciphering DAOs and their governance structures to developing risk management frameworks this work is a game changer for finance professionals looking to engage with this disruptive organizational paradigm As the world of finance evolves and DAOs continue to gain traction understanding this emerging phenomenon becomes crucial for professionals seeking to stay relevant and capitalize on new opportunities and manage emerging risks Decentralized Autonomous Organizations empowers finance professionals to be at the forefront of this transformative shift providing a comprehensive roadmap for navigating the uncharted territories of decentralized finance and governance

**The Nonprofit Manager's Resource Directory** Ronald A. Landskroner, 2002-05-14 A newly revised and updated edition of the ultimate resource for nonprofit managers If you re a nonprofit manager you probably spend a good deal of your time tracking down hard to find answers to complicated questions The Nonprofit Manager s Resource Directory Second Edition provides instant answers to all your questions concerning nonprofit oriented product and service providers Internet sites funding sources publications support and advocacy groups and much more If you need help finding volunteers understanding new legislation or writing grant proposals help has arrived This new updated edition features expanded coverage of important issues and even more answers to all your nonprofit questions Revised to keep vital information up to the minute The Nonprofit Manager s Resource

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