



MINUTES

**Special Meeting of the Board of Trustees of the
State Universities Retirement System
Wednesday, June 5, 2019, 1:00 p.m.
Meketa Investment Group
20th Floor Conference Room
1 E. Wacker Dr., Suite 1210, Chicago, IL**

The following trustees were present: Dr. John Engstrom, Ms. Jamie-Clare Flaherty, Dr. Fred Giertz, Mr. John Lyons, Dr. Steven Rock, Mr. Collin Van Meter and Mr. Antonio Vasquez.

Others present: Mr. Martin Noven, Executive Director; Ms. Bianca Green, General Counsel; Mr. Douglas Wesley, Chief Investment Officer; Ms. Ellen Hung, Deputy CIO; Ms. Kim Pollitt and Mr. Shane Willoughby, Senior Investment Officers; Ms. Kelly Carson and Ms. Annette Ackerman, Executive Assistants; Mr. David Sancewich and Mr. Tad Ferguson of Meketa

Board of trustees' roll call attendance was taken. Trustee Ammons, absent; Trustee Cross, absent; Trustee Engstrom, present; Trustee Figueroa, absent; Trustee Giertz, present; Trustee Lyons, present; Trustee Rock, present; Trustee Van Meter, present and Trustee Vasquez, absent.

Trustee Vasquez physically joined the meeting at 1:18 p.m.

Trustee Flaherty physically joined the meeting during the closed session at 1:57 p.m.

PRIVATE EQUITY ADVISOR INTERVIEWS

Ms. Kim Pollitt and Mr. Tad Ferguson provided a brief review of the Private Equity portfolio and the search process.

CLOSED SESSION

Trustee Van Meter moved that the board of trustees go into closed session pursuant to §2(c)(7) of the Open Meetings Act. Trustee Rock seconded and the motion carried on a roll call vote:

Trustee Ammons	- absent
Trustee Cross	- absent
Trustee Engstrom	- aye
Trustee Figueroa	- absent
Trustee Flaherty	- absent
Trustee Giertz	- aye
Trustee Lyons	- aye
Trustee Rock	- aye
Trustee Van Meter	- aye
Trustee Vasquez	- aye

RETURN TO OPEN SESSION

Upon motion by Trustee Lyons that was seconded by Trustee Van Meter and carried, the SURS board of trustees resumed the meeting in open session.

FILLING OF EXECUTIVE COMMITTEE VACANCIES

Trustee John Engstrom presented a proposal for filling the vacancies on the Executive Committee and moved:

- That John Lyons be elected as treasurer, filling the vacancy on the Executive Committee for the remainder of FY 2019.

Trustee Vasquez seconded and the motion carried with all trustees present voting in favor.

- That Aaron Ammons be elected as an at-large member of the Executive Committee, filling the vacancy for the remainder of FY 2019.

Trustee Giertz seconded and the motion carried with all trustees present voting in favor.

CREATION OF DIVERSITY COMMITTEE AND ELIMINATION OF CORPORATE GOVERNANCE AS A STANDING COMMITTEE

Trustee Engstrom presented the proposed amendments to the Bylaws creating the Diversity Committee and eliminating the Corporate Governance Committee. Trustee Van Meter pointed out two technical changes to the proposal.

Trustee Vasquez made the following motion:

- To adopt the proposed amendments to the Bylaws creating the Diversity Committee.

Trustee Rock seconded and the motion carried with all trustees present voting in favor.

Trustee Flaherty made the following motion:

- To adopt the proposed amendments to the Bylaws eliminating the Corporate Governance Committee.

Trustee Van Meter seconded and the motion carried with all trustees present voting in favor.

Trustee Van Meter made the following motions:

- To allow a technical change removing the word “no” under powers.
- To allow a technical change to replace the word “system” with “board” under the authorization for sale or purchase of investments.

Trustee Giertz seconded and the motions carried with all trustees present voting in favor.

A copy of the Bylaw amendments are incorporated as part of these minutes as [Exhibit 1](#).

RECESS

At 3:15 p.m., Trustee Rock made the following motion:

- That the board of trustee meeting be recessed until 4:00 p.m. on June 5, 2019.

Trustee Vasquez seconded and the motion carried with all trustees present voting in favor.

RECONVENE

The following trustees were present: Dr. John Engstrom, Ms. Jamie-Clare Flaherty, Dr. Fred Giertz, Mr. John Lyons, Dr. Steven Rock, Mr. Collin Van Meter and Mr. Antonio Vasquez.

Others present: Mr. Martin Noven, Executive Director; Ms. Bianca Green, General Counsel; Mr. Douglas Wesley, Chief Investment Officer; Ms. Ellen Hung, Deputy CIO; Ms. Kim Pollitt and Mr. Shane Willoughby, Senior Investment Officers; Ms. Kelly Carson and Ms. Annette Ackerman, Executive Assistants; Mr. David Sancewich and Mr. Tad Ferguson of Meketa

Board of trustees' roll call attendance was taken. Trustee Ammons, absent; Trustee Cross, absent; Trustee Engstrom, present; Trustee Figueroa, absent; Trustee Flaherty, present; Trustee Giertz, present; Trustee Lyons, present; Trustee Rock, present; Trustee Van Meter, present and Trustee Vasquez, present.

APPROVAL OR AMENDMENT OF THE EXECUTIVE COMMITTEE NOMINATIONS AND ELECTION OF COMMITTEE CHAIRS AND MEMBERS FOR THE INVESTMENT COMMITTEE AND LEGAL & LEGISLATIVE COMMITTEE FOR THE REMAINDER OF FY2019

Trustee Engstrom presented the nominations for the remainder of FY 2019 from the Executive Committee regarding the Investment Committee and the Legal & Legislative Committee and asked if there were any nominations from the floor. There were no new nominations.

Trustee Giertz made the following motion:

- That nominations be closed.

Trustee Van Meter seconded and the motion carried with all trustees present voting in favor.

Trustee Van Meter made the following motion:

- To approve the chairs and members as selected in Executive Committee to serve on the Investment Committee and Legal & Legislative Committee for the remainder of FY 2019.

Trustee Rock seconded and the motion carried with all trustees present voting in favor.

PUBLIC COMMENT

There were no public comments presented to the board of trustees.

There was no further business brought before the board and Trustee Van Meter moved that the meeting be adjourned. The motion was seconded by Trustee Vasquez and carried with all trustees present voting in favor.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. Noven", with a long horizontal flourish extending to the right.

Mr. Martin Noven
Secretary, SURS Board of Trustees

MMN:kc

Bylaws of the Board of Trustees

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BYLAWS OF THE BOARD OF TRUSTEES

Section 1 Meetings

Regular meetings. The Board of Trustees of the State Universities Retirement System, hereinafter referred to as the Board, shall have regular meetings during the months of March, June, September, and December, unless by vote of the Board or order of the Chairperson, the date of any meeting is changed. The fourth regular meeting of each fiscal year shall be the annual meeting.

Annual meeting. The agenda for the annual meeting shall include, but not be limited to:

- Election of officers and at-large members,
- Appointment of standing committees,
- Approval of meeting dates,
- Review and approval of Board governance manual.

Special meetings. Special meetings may be called by the Chairperson or a majority of the Board by giving at least five days' notice thereof by email to each of the other members of the Board.

Meeting conduct and agendas. The Board of Trustees will conduct its meetings in accordance with the Illinois Open Meetings Act.

Meeting agendas will be prepared by the Chairperson in consultation with the Executive Director. The matters included for discussion and action shall include those submitted by:

- Any Trustee
- A Board Committee
- The Chairperson
- The Executive Director

Agenda items may only be removed by the person or committee that added the item or by a majority of the Board.

Section 1.1 Indemnity

The State Universities Retirement System, hereinafter referred to as the System, shall indemnify and hold harmless its employees and the members of the Board for all acts taken in furtherance of the business of the System, to the fullest extent permitted by law.

Section 2 Quorum

Quorum. A majority of the Board shall be a quorum, but a majority of a quorum shall not be less than a majority of the Board for the transaction of business, provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained. No motion, resolution, directive to staff, or other action shall be effective unless a quorum is present, and a majority of the Board vote in favor of such a motion, resolution or other action.

Voting. Assuming a quorum is present, any action that the Board or Board Committee is authorized to take must be approved by a majority of the Board or Board committee. Voting shall be oral and without roll call, except when a roll call is requested by a member. In that case, the votes shall be polled and the “yeas” and the “nays” recorded. The order for polling the Board shall be alphabetical. When there is a tie vote, the question is defeated.

Section 2.1 Quorum Requirements and Voting of Board Committees

The quorum and voting requirements for committees established by the Board shall be as set forth in this section.

Quorum. To the extent not otherwise specifically established, the quorum requirement for a committee of the Board is the least number more than 50% of the membership of the committee. If required at any meeting of a committee for purposes of establishing a quorum, the Chairperson may serve as a member of the committee for that meeting. A smaller number may meet and adjourn to some other time or until a quorum is obtained. No motion, resolution, or other action shall be effective unless a quorum is present.

Voting. Any member of the Board may attend the meetings of any committee established by the Board. Any member of the Board attending a committee meeting, whether or not a member of that committee, may make motions and may vote.

The provisions of this section do not apply to the Executive Committee, which is governed by Section 13 of these Bylaws.

Section 3 Officers and Administrative Staff

Officers. The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary and Executive Director, and a Treasurer. The Chairperson, Vice-Chairperson and Treasurer must be members of the Board. The Secretary and Executive Director may not be a member of the Board. The Chairperson shall be as designated in 40 ILCS 5/15-159.

Election; Officers. Not less than five (5) days prior to the annual meeting, the Chairperson shall submit to the Board nominations for the Vice-Chairperson and Treasurer positions. At the annual meeting the floor shall be open to any additional nominations from members of the Board, including self-nominations. The Board will then vote on the nominations. Following the Board’s approval of the nominations, the Vice-Chairperson and Treasurer shall take office beginning on the following day. In the event that no nominee for an individual position receives a majority of the votes there will be a second election between the two nominees that received the most votes in the first election.

Term. The Vice-Chairperson and Treasurer shall hold their respective offices for one year or until their successors are elected and qualified. Any vacancy in an office, other than the office of Chairperson shall be filled in accordance with the annual officer nomination and election procedures in these Bylaws at any regular meeting or a special meeting of the Board called for the purpose, and if so elected shall take office immediately and shall hold their respective offices until their successors are elected and qualified.

Section 4 Duties of the Chairperson

The Chairperson shall execute all the responsibilities assigned by statute or administrative rule to the Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and the Executive Committee; shall certify, together with the Secretary, on behalf of the Board, all warrants, checks or drafts on its bank in accordance with actions of the Board authorizing payments for benefits, expenses, and investments out of funds belonging to the System and in the hands of the custodian bank; and shall see that all necessary committees perform their assigned duties.

Section 5 Duties of the Vice-Chairperson

The Vice-Chairperson shall preside at all meetings at which the Chairperson would otherwise preside but from which the Chairperson is absent. The Vice-Chairperson shall assume all of the duties of Chairperson if the Chairperson becomes statutorily ineligible to serve in that capacity, is legally incapacitated, or dies. The Vice-Chairperson shall relinquish those duties when a new Chairperson is properly qualified.

Section 6 Duties of the Secretary and Executive Director

The Secretary and Executive Director, who shall be the same person, shall be the Chief Executive Officer in charge of the detailed administration of the System, shall take minutes of the Board's proceedings; keep all records, papers, and documents pertaining to the work of the Board; certify, together with the Chairperson, on behalf of the Board, all warrants, checks or drafts on its depository bank or corporate trustee in accordance with actions or delegated actions of the Board authorizing payments for benefits, expenses and investments out of funds belonging to the System and in the hands of the depository bank or corporate trustee; attest all documents signed by the Chairperson on the authority of the Board; give notice in writing or by email, to all members of the Board of all meetings of the Board not later than five days previous to any meeting; collect all monies due the Board, except investment income and proceeds from sales or redemptions of securities; endorse, only for deposit in the depository bank approved by the Board or for transfer to the corporate trustee employed by the Board, all warrants, checks, drafts and other remittances payable to the order of the Board or the System, which are received by him or her and see that same are deposited immediately with the depository bank or corporate trustee; submit to the Board at each annual meeting or at such other time as may be appropriate, a budget for the administrative expenses of the System; keep the accounts of the System as approved by the Board; be custodian of all property owned by the Board other than the money and property in the custody of the depository bank or corporate trustee; consistent with the budget approved by the Board, and subject to the fiduciary discretion of the board, and with the exception of the position of Executive Director and Chief Investment Officer, employ such personnel, professional, clerical, actuarial, legal, medical, corporate trustee, investment agents, governance, and other services which may from time to time be required, and fix their compensation; prepare and approve all vouchers for benefits, expenses, and investments; and prepare all warrants or drafts on the depository bank or corporate trustee for the signature of the proper officers, provided that (1) no payments for other than general administrative expenses and benefit payments and refunds shall be made without the prior approval of the Board or the Executive

Committee, and (2) vouchers covering payments to the Secretary and Executive Director shall be approved by the Chairperson; satisfy all such duties described in the Executive Director Policy, Position Description, and Employment Contract; perform such other duties that are called for by the rules, orders, directives and resolutions of the Board.

Except as otherwise provided herein, the Secretary and Executive Director may appoint or employ personnel whose duties shall include the duties of the Secretary and Executive Director as the latter may assign to them.

Section 7 Certification of Checks and Drafts

If the Board shall employ a corporate trustee or depository bank pursuant to the power and authority granted in and by 40 ILCS 5/15-169, and shall transfer to such corporate trustee or depository bank funds and investments of the System, the Chairperson and Secretary or their respective deputies approved and appointed by the Board shall, from time to time, certify on behalf of the Board, drafts or checks for payment of benefits, expenses, and investments, approved by the Board by general or special authorization, out of funds of the System in the hands of said corporate trustee or depository bank, and said corporate trustee or depository bank shall make payment as appropriate on account of any purchases of securities or other security transaction authorized by the Board or Executive Committee and shall charge the System account for the amount involved and send a detailed advice of such charges to the Secretary and Executive Director. The corporate trustee or depository bank is authorized and directed to honor checks, drafts or other orders for the payment of money drawn in this corporation's name, including those payable to the individual order of any person or persons whose name or names appear thereon as signer or signers thereof, when bearing or purporting to bear the facsimile signatures of the Chairperson and Secretary, and the corporate trustee or depository bank shall be entitled to honor and to charge the System's account for all such checks, drafts or other orders, regardless of by whom or by what means the facsimile signatures thereon may have been affixed thereto, if such facsimile signatures resemble the facsimile specimens of the signatures of the then acting Chairperson and Secretary of this corporation duly certified to or filed with the corporate trustee or depository bank by the Secretary or other officer of this corporation.

Section 8 Duties of the Treasurer

The Treasurer shall serve as a member of the Executive Committee. The Treasurer shall preside at Board meetings at which the Vice-Chairperson would otherwise preside but from which the Vice-Chairperson is absent.

Section 9 Authorization for Sale or Purchase of Investments

No sale, purchase, exchange, or deposit under reorganization proceedings of any investment belonging to the System may be made except by action of the Board or the Executive Committee. If the Board employs a corporate trustee or investment agent, the Secretary and Executive Director of the Board, or his or her deputies approved and appointed by the Board, shall from time to time certify action taken by the Board or the Executive Committee authorizing the sale, purchase, exchange, or deposit under reorganization proceedings of any

investment held by said corporate trustee or investment agent, and any other action of the Board or the Executive Committee pertinent to the duties or powers of said corporate trustee or investment agent, and such certification shall be deemed sufficient evidence to said corporate trustee or investment agent that the required action has been taken. No sale, purchase, or other conveyance of any real estate or investment owned by the ~~System Board~~ may be made by the Executive Committee unless previously specifically authorized by the Board in session or by a majority of the Board members individually in writing.

Section 10 Selection of Depository Bank

The Board may select a depository bank in which the Secretary and Executive Director or the corporate trustee contracted by the Board shall deposit all monies received by them. Such monies shall be disbursed by the corporate trustee on checks or drafts signed by the Chairperson and Secretary.

Section 11 Furnishing of Bond by Officers and Employees

All officers and employees shall, if required by the Board, furnish bond for such amount as the Board may determine.

Section 12 Parliamentary Procedure

Robert's Rules of Order shall govern the procedure for all meetings of the Board and its committees, except to the extent otherwise provided in these Bylaws, the Illinois Compiled Statutes or the Illinois Administrative Code.

Section 13 Executive Committee and Duties of that Committee

The Chairperson, the Vice-Chairperson, the Treasurer and two other ("at-large") members of the Board shall constitute the Executive Committee. The Chairperson shall be the chair of the Executive Committee.

Election; At-large Members. Not less than five (5) days prior to the annual meeting, the Chairperson shall submit to the Board nominations for the two at-large members. At the annual meeting the floor shall be open to any additional nominations from members of the Board, including self-nominations. The Board will then vote on the nominations. Following the Board's approval of the nominations, the at-large members shall take office beginning on the following day. In the event that no nominee for an individual position receives a majority of the votes there will be a second election between the two nominees that received the most votes in the first election.

Term. The at-large members shall hold their respective offices for one year or until their successors are elected and qualified. Vacancies occurring for any reason, including by reason of an increase in the number of members of the Executive Committee, shall be filled in accordance with the annual at-large member nomination and election procedures in these Bylaws at any regular meeting or special meeting of the Board called for that purpose.

Meeting. The Executive Committee shall meet upon the call of the chair, or of any three members thereof. Three members thereof shall constitute a quorum.

Powers. The Executive Committee shall possess all the powers of the Board when in session, except as provided in this section. The Executive Committee shall not have the power to:

- Overrule, revise, or modify any previous acts of the Board,
- Invade the jurisdiction of any permanent or special committee of the Board,
- Lease, sell, or purchase real estate, unless previously specifically authorized by the Board in session or by a majority of the Board members individually in writing,
- Make changes, revise, modify, or overrule these Bylaws or any Committee Charter,
- Make ~~no~~ permanent action to review or revise SURS employee compensation or performance matters,
- Take action on any matter regarding legislative matters without specific Board approval.

Investments. Except as specifically limited in the Powers subsection above, the Executive Committee shall be authorized and directed to invest and reinvest the funds of the System in accordance with the provisions of the Illinois Pension Code and specific resolutions from the Board. The authority to invest and reinvest shall include the authority to issue instructions to the corporate trustee or investment agent to sell, purchase, exchange, or deposit under reorganization proceedings, any investment. The Committee shall, with the approval of the Board, obtain investment counsel when necessary. The approval of three members of the committee shall be necessary for any committee action regarding investments, approval of benefit claims, or other matters falling within the jurisdiction of this Committee.

Reporting. The Executive Committee shall promptly, but in no event later than five (5) business days, submit to the Board a written report of all actions taken since the previous meeting of the Board. Such record shall thereupon be incorporated into the Minutes of the Board as an integral part thereof.

Section 14 Appointment of Standing Committees

Appointment. At the annual meeting, the Executive Committee, taking into consideration the expressed desires of individual board members, shall nominate, and the Board shall approve, a Chair for, and the members of, each of the following committees: an Administration Committee, an Audit and Risk Committee, a Board Governance Committee, an Investment Committee, ~~a Corporate Governance Committee, and~~ a Legal and Legislative Committee, and a Diversity Committee. Committee members and Chairs shall assume their positions beginning on the following day.

Restrictions. The Board Chairperson may not be Chair of any committee other than the Executive Committee. No Board member may Chair more than one committee. Each committee shall consist of not less than three members of the Board. The Executive Committee's nominations for each committee shall be subject to approval or amendment by the Board.

Term. Committee Chairs and committee members will serve a one-year term or until successors are elected and qualified. Any member of a committee may resign at any time by giving written notice to the Chairperson, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy or resignation on any Committee may be filled in accordance with the annual Standing Committee nomination and election procedures in these Bylaws at any regular meeting or a special meeting of the Executive Committee called for that purpose, and shall be subject to Board approval or amendment.

Procedures. Members of committees shall be reimbursed for travel and other expenses incurred in connection with his or her duties as a member of a Committee in accordance with all applicable travel regulations and guidelines of the Board or imposed by law. Each committee may fix its own rules of procedures which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and shall report to the Board at the meeting of the Board following the committee's meeting of all actions taken by or recommended by the committee. The committee Chair may appoint a subcommittee from the members of the committee, which is responsible to and reports to the committee. The designation of the various Board committees and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

Section 14.1 Meetings of the Standing Committees

The Administration, Audit and Risk, Board Governance, Investment, ~~Corporate Governance,~~ and Legal and Legislative, and Diversity committees shall meet at least quarterly. Special meetings of each committee may be called by any member thereof upon not less than three days' notice stating the place, date, and hour of the meeting, which notice may be written, emailed, or oral, and, if mailed, shall be deemed to be delivered four business days subsequent to the day when deposited in the United States mail addressed to the member of the committee at his or her address. Any member of a committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. All meetings of each committee shall be noticed and conducted in conformance with the Illinois Open Meetings Act.

Section 14.2 Duties of Standing Committees

Each standing committee of the Board will have its own charter. Each committee shall act in accordance with its applicable charter. The charters will set forth the purposes, goals and responsibilities of the committee, as well as any qualifications for committee membership, procedures for committee member removal, committee structure and operations, and manner of reporting to Board, provided such charters shall not contain any provision inconsistent with these Bylaws. The Board may review and amend the charter of any committee at any time.

Section 15 Duties of Claims Panel

A Claims Panel shall hear all administrative contested matters as fiduciaries pursuant to procedure adopted by administrative rule. The Claims Panel, which shall not include a member of the Executive Committee, shall consist of the Executive Director of SURS, a Board appointed

Board member, and an attorney licensed to practice law in the State of Illinois approved by the Board. Each member of the Panel shall be reimbursed for travel or other related expenses incurred in connection with his or her duties as a member of the Panel, and, if he or she is not a member of the Board or currently employed by one of the employers covered by SURS, shall receive reasonable compensation, as recommended by the Executive Director and approved by the Board, for time spent in reviewing claims and attending Panel hearings. The members of this Panel shall meet periodically as determined by the Executive Director. The Executive Director shall serve as the Head of the Panel, and the Panel shall select one of its members as the Hearing Officer. The Executive Director shall provide the Board a summary of rulings of the Claims Panel.

A decision of two members of the Panel shall constitute a final decision of the Board for all purposes and is not subject to administrative or judicial review under the Illinois Administrative Review Law unless the claimant or SURS files a statement of exceptions pursuant to administrative rule. If two members of the Panel are unable to agree on a decision or if a statement of exceptions is filed, the claim shall be presented to the Executive Committee for a final decision. Notwithstanding the foregoing, the Hearing Officer retains full power to conduct hearings alone and the presence of any other member of the Panel is not required at hearings.

Section 16 Amendments to the Bylaws

These Bylaws may be amended or repealed at any regular meeting or special meeting of the Board by a majority vote of record of all the members of the Board, provided that copies of the amendments and notice of repeal shall be submitted in writing or by email to each member of the Board with the notice of such meeting.

Adopted: September 25, 1941.

Amended: December 4, 1941, October 6, 1951, April 7, 1955, July 1, 1963, July 20, 1964, July 27, 1967, February 1, 1971, April 18, 1973, November 3, 1973, November 8, 1975, February 10, 1983, March 8, 1990, September 22, 1995, December 10, 1999, September 22, 2000, March 23, 2001, June 22, 2001, March 29, 2002, September 27, 2002, December 10, 2004, December 7, 2006, September 11, 2008, June 12, 2009, September 11, 2009, December 2, 2009, December 10, 2010, June 13, 2014, March 13, 2015, June 12, 2015, March 08, 2019