



# **Bylaws and Charter**

**By-Laws of the Lake Winnipeg Writers' Group  
Adopted 11 September 2008**

<b>Amendment Number</b>	<b>Amendment Title</b>	<b>Amended By</b>	<b>Date</b>
1	Public Relations	LER	04/05/09
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**ARTICLE I - Name**

This organization shall be known as the Lake Winnipeg Writers Group, hereafter referred to as "The Group" or "Group." The name of The Group shall be abbreviated "LWWG."

**ARTICLE II - Purpose**

The Group shall, to the best of its ability, serve the interests of its writer members, and act in support of said writers.

**ARTICLE III - Membership**

**Section A. Eligibility**

Eligibility for Membership in The Group shall be extended to all writers, both amateur and professional. No applicants to The Group shall be denied Membership on the grounds of gender, sexual orientation, race, skin colour, religion, political beliefs, or physical handicaps. Applicants under 18 years of age may be accepted into The Group on a case by case basis, at the discretion of the Board of Directors.

**Section B. Categories and Definitions of Membership**

1. **Regular Member:** A Regular Member shall be entitled to all rights, privileges, and benefits of Membership in The Group, including, but not limited to: attendance and full participation in all meetings, SIGs (Special Interest Groups), workshops, and special events, as well as eligibility to submit material for publication in The Group's newsletter (if one is published), journal and any other Group publications.
2. **Spousal Member:** A Spousal Member shall be entitled to all rights, privileges, and benefits of Membership in The Group, and shall be awarded a 50% discount on yearly dues, provided that his/her spouse is a Regular Member in good standing in The Group.
3. **Electronic Member:** An Electronic Membership may be granted to members who by reason of distance, health, or other personal circumstance, are not able to actively participate in most Group activities, but who wish to

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continue as LWWG Members. Electronic Members shall be awarded a 66% (two-thirds off) discount on annual dues, but are restricted to attending no more than two General Meetings and one Special Interest Group meeting per year, and must receive the monthly newsletter (if one is published) via email delivery only. Electronic Members are eligible to submit material to The Group's newsletter (if one is published), but may be restricted from submitting material to other Manitoba based Writers Group projects. Should Electronic Members wish to participate more actively in The Group, they must upgrade to a Regular Membership, and pay any pro-rated difference in yearly dues.

4. **Honorary Member:** An Honorary Member shall be entitled to all rights, privileges, and benefits of Regular Membership in The Group. Honorary Members are awarded a 100% discount on annual dues. The status is not transferable to another Member and shall be reviewed by the Board on a yearly basis.

5. **Life Member:** A Life Member shall be entitled to all rights, privileges, and benefits of Regular Membership in The Group. There are no yearly dues for this Membership category. This category of Membership is limited to a written nomination by a Regular Member, reviewed and recommended by the Board of Directors and voted on by the membership at the Annual General Meeting of the LWWG.

**Section C. Application for and Approval of Membership**

1. Those interested in joining The Group, or in renewing their Membership, must submit an application form to be reviewed and approved by the VP, Membership, accompanied with a check or cash for the appropriate yearly dues.

2. No application for Membership or Membership renewal shall be considered without both a fully completed application form and cash or check for dues.

**Section D. Initiation Requirements and Fees**

1. There shall be no initiation fee, writing test, or submission requirements to join The Group. All applicants aged 18 years or older who:

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i) profess a desire to improve their writing skills, ii) submit a fully completed membership application, iii) along with their full or prorated dues payment, as determined by the Board, shall be automatically passed or renewed as Members by the VP, Membership, unless in the opinion of the VP, Membership, there is reasonable cause to deny the Membership.

2. Reasonable cause may include but is not limited to: danger to another Member, history of disruptive behaviour in The Group as a Member or guest, or any other factor which would interfere with The Group's ability to serve the main body of its Membership.

3. Said cause to deny Membership must be presented to the Board of Directors by the Membership Chair at the first opportunity after the application is received. At least 2/3 (two-thirds) of the Board must vote to deny an applicant's Membership, or the applicant shall be automatically accepted into The Group.

4. If an application for Membership is denied, said applicant will be given written notice that he/she has not been accepted into The Group, or that his/her renewal has been denied. Denied Member applicants shall be offered an opportunity to appeal said denial at the next regular meeting of the Board of Directors, unless in the best judgment of the President and the Board, said opportunity might place any Members of The Group at risk for physical or emotional harm.

### **Section E. Other Affiliations**

Members shall not be required to be affiliated with any other organization or group to qualify as Members of The Group.

### **Section F. Membership Dues**

1. Annual dues shall be determined and assessed by the Board of Directors.

2. Dues shall be payable on or before the annual assessment date.

3. The Membership period covered shall be on an anniversary basis, with renewal fees due on the first day of the month on which a Member had joined The Group.

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4. The Treasurer shall notify Members of their annual dues prior to the annual assessment date.

5. Should a Member fail to reinstate his/her Membership by a date determined by the Board of Directors, his/her Membership shall be forfeited.

6. The Board of Directors shall have the right to institute late penalties for those Members who fail to renew their Memberships in a timely manner, and/or to institute an "early bird discount" to those Members who renew their Memberships on or before the annual assessment date.

**Section G. Membership Privileges and Responsibilities**

1. Members shall have the right to attend all Lake Winnipeg Writers Group official functions, including but not limited to: General Membership Meetings, Special Interest Groups, Workshops, social functions, etc.; to submit material for publication in The Group newsletter (if one is published), journal, and any other publications or group projects. When circumstances require, there may be an additional fee or contribution asked of participants, over and above the yearly dues, in order to fund workshops, film or stage productions, or other publications.

2. Members are eligible to vote for the President and Executive Officers of The Group, to serve on the Board of Directors, as SIG leaders, hosts or hostesses, or to Chair or serve on various Group committees. If so serving, they may receive points for their service, if The Group uses a point reward system.

3. Information gathered from Members via Membership applications, surveys, volunteer and all other LWWG forms shall be considered confidential. Such information may be shared on a "need to know" basis among the Board of Directors, volunteers involved with Member communications, Committee Members, etc. Member information shall not be disclosed to any outside agencies or organizations, without the express permission of the individual Member, or a court order.

4. Members who disclose Member information, however garnered, to outside organizations, or who utilize LWWG roster information to solicit for or send material related to religious, political, commercial, or any other non-LWWG purposes, without the express consent of the Member being mailed, telephoned, e-mailed, or otherwise contacted, shall face disciplinary action.

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5. Members must respect and abide by the By-Laws and rules of The Group, or be subject to disciplinary action.

**Section H - Disciplinary Procedures**

Members who violate The Group By-Laws or other rules, or who constitute a physical or emotional danger to other Members of The Group, may be suspended or terminated from The Group. Disciplinary Procedures shall be as follows:

1. Notice of said violation shall be brought to the attention of the Board of directors. If it is determined by the Board that there is sufficient evidence that a violation or violations of Group rules or By-Laws has occurred, the Secretary shall give the Member a written warning via e-mail or regular delivery mail that he/she has violated the rules of The Group, and is in danger of suspension, should said violation re-occur.

2. Should the Member repeat the offence within a one year period from the time of the written warning, evidence shall be brought to the attention of the Board of Directors, prior to the Member being suspended. If the Board votes by a 2/3 (two-thirds) majority in favour of suspension, the Secretary shall send the Member written notice, via e-mail (return receipt) or certified regular mail that suspension of his/her Membership is pending. Said Member shall be offered an opportunity to appeal his/her suspension at the next regular meeting of the Board of Directors.

3. If the Member chooses not to appeal his/her suspension, the suspension shall automatically take place. The Secretary shall notify the suspended Member, all SIG, Workshop and other group leaders as to the date of when a Member has been suspended, and the date that his/her suspension shall be lifted.

4. The President shall always have the power to immediately suspend the Membership of any Member, without prior approval of the Board of Directors, if said Member, in the best judgment of the President, poses a physical or emotional danger to another Member of The Group. Should the President enact an emergency suspension, he/she shall present evidence supporting the suspension to the attention of the Board of Directors at the first available opportunity. At the next meeting of the Board of Directors, the Board will review and ratify the President's decision, or will lift the suspension as unwarranted, in which case the suspended member shall receive a written apology in the name of The Group.

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5. A Member shall not be suspended if his/her second offence or violation of Group By-Laws or rules is of a different nature than the one for which he/she received the first warning of suspension. He/she shall receive a written warning as the first step for each separate offence (per Section H-1.) However, a Member who continually violates different rules of The Group may be subject to discussion and debate about whether he/she should be asked to resign, the Membership declined when it is up for renewal, or his/her Membership terminated.

6. No Membership may be terminated without the matter being brought before the Board of Directors. If the Board of Directors votes by a 2/3 (two-thirds) majority in favour of termination, the Secretary shall give the Member written notice via e-mail (return receipt) or certified regular mail that termination of his/her Membership is pending, and offer the Member an opportunity to appeal his/her termination at the next regular meeting of the Board of Directors.

7. If the Member chooses not to appear before the Board to contest his/her termination, it shall automatically take place. The Secretary shall notify all SIG, Workshop and other group leaders as to the date of a Member's termination.

8. An appeal to contest a suspension or termination of Membership may be made in writing, via either regular or e-mail; via a proxy representative; through any other means found acceptable by the Board of Directors; or in person, unless in the best judgment of the President and the Board, said personal appearance might place any Members of The Group at risk for physical or emotional harm. The Board must receive an appeal or notice of a pending appeal at least three (3) days prior to the upcoming Board meeting. Late appeals may be considered at the discretion of the Board of Directors.

**Section I. Termination or Resignation of Membership**

1. Members shall be considered to have resigned their Membership if they fail to submit a properly completed Membership renewal application, together with their annual dues assessment, by the annual renewal date, or within a grace period following that date, to be determined by the Board of Directors.

2. Members may chose to formally resign their Membership prior to their annual renewal date. In such cases, a pro-rated refund of dues may be

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given, if requested by the resigning Member, at the discretion of the Board of Directors.

3. Members may be either terminated for cause from Membership in The Group, or asked to resign from The Group, after the Board of Directors has determined that such Membership is no longer in the best interests of The Group. Disciplinary Procedures and Termination procedures are set forth in Section H, above.

**ARTICLE IV - Officers: Selection, Terms & Duties**

**Section A - Board**

1. The administration and general management of The Group shall be the functions of the Officers of The Group. Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in their regular duties and to any participation credit system that the Board has established for the general Membership. The number of Officers may vary, depending on the size of The Group, unfilled vacancies, and changes to Group program content.

2. All Officers of the Board of Directors shall make as a priority the training of other volunteer Members in vital facets of their particular areas of responsibility, to ensure that important functions of The Group may be maintained, in the case of temporary or permanent inability of Officers to perform such functions.

3. All Officers of the Board, recognizing that participation in meetings of the Board of Directors is essential to meet quorum requirements and to ensure the smooth administration of The Group, shall make as a priority their attendance, or designation of a proxy representative to attend, meetings of the Board of Directors. Should an Officer be unable to attend or to designate a proxy to attend any given meeting, he/she shall provide an informative written report on the past, current, and upcoming activities relating to his/her area of responsibility, to the Board of Directors, in the week prior to or following said meeting.

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**Section B - Required Members**

The Board Membership shall include the following six Executive elected Officers:

1. President
2. Executive Vice-President
3. Vice-President, Membership
4. Vice-President, Programs
5. Treasurer
6. Recording Secretary

Additionally, the Board may include Other Discretionary Group Officers and Administrators as determined necessary and appointed by the President, and ratified by the Board of Directors, including but not limited to: Director of Communications, Director of Marketing, Director of SIGs, Director of Technology, Director of Volunteer Development, Director of Special Events, Director(s) at Large, Past Presidents or other Officers.

**Section C. Annual Election and Term of Office**

1. The outgoing President, with the approval of the Board of Directors, shall appoint a Nominating Committee of at least three (3) Members of The Group to review and evaluate candidates for the office of President and the other five (5) Executive positions. At each annual meeting in December, the Chair of the Nominating Committee shall present The Group with a list of one or more interested and qualified candidates for President of The Group.
2. At said annual meeting in December, the Members of The Group shall elect a President to serve a term beginning on January 1 through December 31 of the ensuing year by majority vote of all Members present. The President may be elected from the list of candidates presented by the Nominating Committee, or by nomination from the floor. However, no nomination from the floor shall be considered valid unless said nominee is present and expresses a willingness to serve The Group as President, if elected.
3. The elected President shall be given the list of candidates for the remaining five (5) Executive Director positions, along with the recommendations, if any, of the Nominating Committee, by the Chair of the Nominating Committee.

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4. The incoming President shall make as his/her priority the selection of a slate of candidates for the five (5) remaining Executive Officer positions, which shall be presented to the Membership for ratification at the first general meeting following his/her election as President. The President's slate may be composed of some, all, or none of the candidates presented by the Nominating Committee.

5. After selection of a slate for the Executive Officer positions, the President shall prepare a slate of Discretionary Officer candidates for the Board of Directors. This slate shall be presented to the Executive Board at the first meeting of the Board of Directors, and after ratification, said Discretionary Officers shall join the Board as full voting participants.

6. Additional Discretionary Officers may be added at any time throughout the President's term, as volunteer Members are recruited to fill the Offices, or Offices are created by the addition of new programs or committees, provided said candidates are ratified by the existing Board of Directors.

**Section D. Vacancies**

If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Officers at any regular meeting, or at any special meeting called for that purpose.

**Section E. Meetings, Notice and Quorum**

1. Regular meetings of the Board of Directors shall be held immediately following the annual election, and on such days thereafter as shall be determined by the Board. Such meetings may be held in person, via video or teleconferencing, or by whatever means is determined best suits the needs of the Board and The Group.

2. The President may at any time, or at the request of three (3) Executive Officers, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Recording Secretary to each Director either by regular postal delivery mail or via e-mail at least three (3) business days before the time appointed, to the last recorded address of each Director, or via personal notice or telephone, at least twenty-four (24) hours before the time appointed.

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3. One-half (½) of the full Board including Discretionary Officers or their proxy representatives, which must also include at least two (2) Executive Officers; or, alternately, a lesser number including at least four (4) Executive Officers (including the President,) shall constitute a quorum for the transaction of Group business.

4. Interested Members of The Group who are not Board Officers or their representatives may attend any regular meeting of the Board of Directors, but may not propose motions or vote. They may be invited to speak and/or to join in discussions about Group matters, at the discretion of the President or acting Board Chair. They may also be excused from Board discussions or debates at the discretion of the President or acting Board Chair.

**Section F. Duties and Powers**

1. The President shall:
  - a. Oversee the operation and welfare of The Group;
  - b. Ensure the proper execution and/or operation of established activities;
  - c. Seek to initiate new and beneficial activities for The Group;
  - d. Preside over all General Membership Meetings and otherwise represent The Group when and where necessary;
  - e. Preside as Chair at the meetings of the Board of Directors;
  
2. The Executive Vice-President shall:
  - a. Perform special duties as directed by the President;
  - b. Seek to arbitrate grievances and other matters which may affect the welfare of The Group;
  - c. In the absence of the President, preside as Chair at the meetings of the Board of Directors;
  - d. Assume all duties of the President, if he/she is unable to complete his/her term.
  
3. The Vice-President, Membership, shall:
  - a. Perform special duties as directed by the President;
  - b. Maintain The Group roster and disperse roster information as needed for newsletter distribution or other Group purposes;
  - c. Oversee the admission of new members and the continuing integration of new members into The Group;

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- d. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on membership activities and to provide input into the governance of The Group.
4. The Vice-President, Programs, shall:
  - a. Perform special duties as directed by the President;
  - b. Initiate and oversee all special programs associated with the General Meetings, including guest speaker booking, agenda co-ordination, hospitality, audio-visual support, and refreshments;
  - c. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to report on special program activities and to provide input into the governance of The Group.
5. The Treasurer shall:
  - a. Keep all monies collected by The Group;
  - b. Maintain and ensure the safe deposit and collection of such monies in an account designated or approved by the Board of Directors;
  - c. Distribute such monies as may be directed by the President or the Board of Directors;
  - d. Keep a record of all transactions;
  - e. Provide a status report on Group funds and activity for all meetings of the Board of Directors;
  - f. Complete a yearly Business Plan (BP) and any other projections which may be needed for long-term planning for The Group.
6. The Recording Secretary shall:
  - a. Keep a record of all meetings of the Board of Directors;
  - b. Send meeting notices as necessary for meetings of the Board of Directors, the General Membership; Special Interest Groups, or other events, or delegate a representative to send such notices;
  - c. Attend meetings of the Board of Directors, or provide a representative to attend said meetings, to record Group business and to provide input into the governance of The Group.
7. The Public Relations Officer shall:
  - a. Prepare or edit organizational publications for internal and external audiences, including membership newsletters and annual group reports.
  - b. Respond to requests for information from the media or designate another appropriate spokesperson or information source.

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- c. Establish and maintain cooperative relationships with representatives of community, consumer, and public interest groups.
  - d. Plan and direct development and communication of informational programs to maintain favourable public perceptions of the organization's accomplishments and agenda.
  - e. Confer with *Voices* production and committee members to produce or coordinate production of advertisements and promotions.
  - f. Arrange public appearances, lectures, contests, or exhibits for membership to increase public awareness and to promote goodwill.
  - g. Study the objectives, promotional policies and needs of organizations to develop public relations strategies that will influence public opinion or promote ideas, products and services.
  - h. Confer with other managers to identify trends and key group interests and concerns or to provide advice on business decisions.
  - i. Consult with advertising agencies or staff to arrange promotional campaigns in all types of media or products, The Group, or individual members.
  - j. Coach client representatives in effective communication with the public.
  - k. Prepare and deliver speeches to further public relations objectives.
  - l. Purchase advertising space and time as required to promote client's product or agenda.
  - m. Plan and conduct market and public opinion research to test products or determine potential for product success, communicating results to client or management.
  - n. Submit a comprehensive Business Plan (BP) for the PR Office for inclusion in the annual BP of the LWWG.
8. The Discretionary Officers shall:
- a. Perform special duties related to his/her area of responsibility as directed by the President and the Board of Directors;
  - b. Attend meetings of the Board of Directors or appoint a representative to attend said meetings to provide input into the governance of The Group. Failing ability to attend such meetings, to provide a written report on past, current, and upcoming activities related to his/her area of responsibility within The Group.

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**Section H. Voting**

1. Voting at Board meetings shall be by voice vote, unless it is decided by a majority vote of the Board Members present to require a written ballot. The Recording Secretary shall make a record of the results of all matters brought to a vote by the Board.
2. No member of the Board of Directors shall be entitled to cast more than one vote. If an Officer of The Group holds more than one Office (for example, the Executive VP is also the Director of the Communications), he/she may cast only one vote. However, a proxy representative from one of his/her committees may attend the Board Meeting and may vote as the representative of said special area, even if the Director who oversees that committee is present at that Board meeting serving in another capacity.
3. All matters affecting the operation and well-being of The Group shall be acted upon at a regular or special meeting of the Board of Directors.
4. In the event the Board of Directors is unable to affect a clear and decisive resolution of a matter brought or placed before it, the President or Board Chair may call for a vote of the general Membership.
  - a. Such notice shall be presented in writing, with all available information pertaining to the matter, to the Membership at large at least fourteen (14) calendar days prior to the general Membership meeting at which the matter is to be taken under consideration. Such notice may be delivered via regular or electronic mail, at the discretion of the Recording Secretary.
  - b. Unless otherwise specified herein, a vote by the general Membership is considered passed if it receives a majority of "yes" votes. Should the matter appear equally divided, the Membership shall again be equally addressed by proponents of and opponents to the issue for the purpose of taking another vote.

**Section I. Removal from Board of Directors**

The President, with the approval of the Board of Directors, shall have the right to remove or replace any Member of the Board of Directors or Committee Chair if he/she has failed to perform his/her duties, or any other factor in which said Officer's continuing participation in that position no longer serves the best interests of The Group.

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**Article V – Committees**

**Section A.** The President, with the approval of the Board of Directors, shall have the authority to appoint such committees or subsidiary portions of The Group as may best serve the needs of the Membership. These committees shall be delegated authority, under the supervision of the Board of Directors, to initiate, develop, and promote one-time or ongoing programs or events that may be of benefit to The Group.

**Section B.** Such committees may include, but are not limited to: General Meetings Programs, Guest Speaker Selection and Scheduling, Group Newsletter or Journal, Marketing,

Nominating Committee, Picnic and/or Special Events, Volunteers, Website, as well as Special Interest Group (SIG) meetings and activities associated with Fiction Writing, Playwriting, or any other areas of interest to The Group.

**Section C.** The Chair of any committee approved by the Board of Directors shall fully communicate with the Director overseeing his/her area of responsibility, as to all activities, proposals, problems or concerns. The Chair may also attend any meetings of the Board of Directors, to address said issues or answer questions relating to his/her committee; or may attend in the capacity of proxy representative for the Director of his/her area of responsibility if so designated by said Director, the President, or the Board Chair.

**Article VI - Meetings**

**Section A.** The Annual General Membership Meeting, at which the Board of Directors shall be elected, shall be held in September.

**Section B.** Meetings for the General Membership shall be held once monthly, at a regular time and location.

**Section C.** Special meetings of the General Membership may be called by a joint declaration of the President and the Board of Directors.

**Section D.** General Membership meetings may be "skipped" by agreement of the President and the Board of Directors in cases where the scheduled meeting date is on or in close conflict with a national or religious holiday.

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Otherwise, all General Membership meetings shall be held as scheduled and not cancelled, except by approval of the President and all available Members of the Board of Directors, in cases of natural disaster, extremes of weather, or other hazardous conditions.

**Section E.** The frequency and date of all General Membership meetings shall be stated in documents of greeting to new Members, posted in The Group's Newsletter (if one is published), on The Group's website, and in all other materials and announcements.

**Article VII - Fiscal Year**

**Section A.** The fiscal year of The Group shall begin on the first day of January and shall end on the last day of December.

**Article VIII - Parliamentary Authority**

**Section A.** The rules and conduct and order of meetings of The Group, when not inconsistent with The Group's Charter, these By-Laws, or any special rules of order as The Group's Board may adopt, shall be determined by Robert's Rules of Order.

**Article IX – Amendments**

**Section A.** These By-Laws may be amended at any regular or special general Membership meeting by a two-thirds (2/3) majority vote of all Members present, provided notice of the proposed amendment was given to all Members at least fourteen (14) days in advance of such a vote.

**Article X - Dissolution**

**Section A.** The Group may be dissolved for whatever purpose by a majority vote of the general Membership.

**Section B.** The Group may be dissolved by default, if there are insufficient volunteer members willing to serve as Officers of The Group.

1. If the office of President becomes vacant, the Executive Vice-President shall assume the office. If the Executive Vice-President is unable to assume

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the office, and no other Officer of the Board of Directors is able to assume the office, a candidate shall be sought among the full Membership of The Group. If, within 90 days of the office becoming vacant, no Member of The Group is able to assume the office of President, The Group shall be dissolved.

2. If the six Offices on the Executive Board (1-President; 2-Executive Vice-President; 5-Treasurer; and 6-Recording Secretary) are filled by three (3) or fewer persons, and no candidates are found to bring the Executive Board to number at least four (4) separate persons within 90 days of the office(s) becoming vacant, The Group may be dissolved.

**Section C.** If, by a majority vote of the general Membership of The Group, it is decided to dissolve The Group, or The Group dissolves by default, The Group shall cease to exist upon the occurrence of the proper and legal disposition of all assets of The Group.

**Section D - Distribution of Property upon Dissolution**

1. Upon dissolution of The Group and after all outstanding debts and claims have been satisfied, the Treasurer, at the direction of the Board of Directors, shall distribute the property of The Group to another such organization or organization maintaining an objective similar to that set forth herein.

2 The Treasurer shall provide a report to be distributed via e-mail to all remaining Members of The Group as to the final distribution of Group property.