

# Bylaws of Alaska Writers Guild

## ARTICLE I. Name, Seal, Location

### Section A. Name

This organization shall be known as Alaska Writers Guild, hereafter referred to as “The Guild” or “Guild.” The name of the Guild shall be abbreviated “AWG.”

### Section B. Seal

The corporate seal, if one is used, shall be in such form as shall be approved from time to time by the Board of Directors.

### Section C. Name Change

To initiate a name change requires a  $\frac{2}{3}$  vote of the membership and an application to the Secretary of State for a name search and award.

### Section D. Principal Offices

The address of the AWG may be a post office box, or such other address as the board may designate. Meetings shall be conducted online or at a location easily accessible by the board and/or membership.

## ARTICLE II. Purpose

### Section A. Nonprofit

Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Section B. Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part

of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE III. Membership

### Section A. Eligibility

Eligibility for membership in The Guild shall be extended to all writers 18 and older, published or unpublished. No applicants to The Guild shall be denied membership on the grounds of gender, gender identity, gender expression, sexual orientation, race, skin color, religion, political beliefs, prior incarceration, or physical handicaps.

### Section B. Categories and Definitions of Membership

1. Regular Member: A Regular Member in good standing with dues current shall be entitled to all rights, privileges, and benefits of full membership in The Guild, including, but not limited to: attendance and full participation in all meetings, critique groups, workshops, and special events (aside from any reserved for Founding Members) as well as eligibility to submit material for publication in The Guild's newsletter (if one is published) and any other Guild publications (if any are published).
2. Honorary Member: An Honorary member shall be entitled to all rights, privileges, and benefits of regular membership in the Guild. Honorary members are awarded a 100% discount on yearly dues. Honorary Memberships are bestowed by the Board. The status is not transferable to another member and shall be reviewed by the Board on a yearly basis.
3. Additional Membership Categories/Subcategories: The Guild may create additional categories or subcategories of membership upon the recommendation of the Membership Committee or Membership Chair, and institute these subcategories by a vote of the Board, in order to stimulate membership and meet community needs. Current subcategories of Regular Membership include: **Individual, Family, Founding, Senior, Student, and Lifetime.**
4. Founding Member: Founding members are those in any category of membership who paid for their first Guild membership in 2007 and continued to renew membership annually thereafter before the deadline or grace period set by the board. In thanks for supporting our early days, the Guild shall always strive to offer Founders opportunities and incentives to encourage renewal, such as but not limited to a discounted annual membership (percentage of discount to be set annually), special event opportunities and recognition at special events. These benefits should be reviewed and determined annually by the board with the recommendation of the Membership Chair.

## Section C. Application for and Approval of Membership

1. Those interested in joining The Guild, or renewing their membership, must do so online OR submit a paper application form to the Membership Director 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 payment for dues.

## Section D. Initiation Requirements and Fees

1. There shall be no initiation fee, writing test, or submission requirements to join The Guild. All applicants aged 18 years or older who a) submit a fully completed membership application b) along with their dues payment, shall be automatically passed or renewed as members by the Membership Director, unless in the opinion of the Board, 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 behavior in The Guild as a member or guest, or any other factor which would interfere with The Guild's ability to serve the main body of its membership.
3. Said cause to deny membership must be presented to the Board by at least one Board member, at the first opportunity after the application is received. At least  $\frac{2}{3}$  (two-thirds) of the full Board must vote to deny an applicant's membership, or the applicant shall be automatically accepted into The Guild.
4. If an application for membership is denied, said applicant will be given written notice that they have-not been accepted into The Guild, or that their renewal has been denied. Denied member applicants shall be offered an opportunity to appeal said denial at the next regular meeting of the Board, unless in the best judgment of the President and Board, said opportunity might place any member of The Guild 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 Guild.

## Section F. Membership Dues

1. Annual dues amount shall be determined and assessed by the Board on a yearly basis based on past budget analysis and projected expenses.
2. Dues shall be payable on or before the annual assessment date.
3. The membership period covered shall be one year (365-366 days), starting from the date of payment.
4. Members shall be notified of their annual dues prior to the annual assessment date.
5. Should a member fail to reinstate their membership by a date determined by the Board, their membership shall expire. The member may reinstate upon submission of a membership application with payment of all dues owing.

## Section G. Membership Privileges and Responsibilities

1. Members shall have the right to attend all Alaska Writers Guild official functions, including but not limited to: general membership meetings, special events, critique groups, workshops, social functions, etc.; to submit material for publication in The Guild newsletter (if one is published), 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 the specific project.
2. Members are eligible to vote for the President and Board of Directors of The Guild, to serve as Board Members, as critique group leaders, moderators, or to chair or serve on various Guild committees.
3. Membership fees for members who volunteer for AWG as Board members or contest judges shall be waived for one year. If they have already paid their dues prior to obtaining a volunteer position, the following year's dues shall be waived. If a member chooses to fill more than one volunteer position in a single year, the waivers shall not be "stacked," and regular membership fees will be due at the member's next renewal date upon resignation from the volunteer position(s).
4. Information gathered from members via membership applications, surveys, volunteer and all other AWG forms shall be considered confidential. Such information may be shared on a "need to know" basis among the Board Members, 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.
5. Members who disclose member information, however garnered, to outside organizations, or who utilize AWG roster information to solicit for or send material related to religious, political, commercial, or any other non-AWG purposes, without the express consent of the member whose information has been disclosed or properly utilized, shall face disciplinary action.
6. Members must respect and abide by the Bylaws and rules of The Guild, or be subject to disciplinary action.

## Section H. Disciplinary Procedures

Members who violate The Guild Bylaws or other rules, or who constitute a physical or emotional danger to other members of The Guild may be suspended or terminated from The Guild. 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 violation or violations of Guild rules or Bylaws has occurred, the Secretary shall give the member a written warning via email and regular delivery mail that they have violated the rules of The Guild, and is in danger of suspension, should said violation re-occur.
2. Should the member repeat the offense within a one-year period from the time of the written warning, evidence shall be brought to the attention of the Board, prior to the member being suspended. If the Board votes by a  $\frac{2}{3}$  (two-thirds) majority in favor of suspension, the Secretary shall send the member written notice, via email (return receipt) and certified regular

- mail that suspension of their membership is pending. Said member shall be offered an opportunity to appeal their suspension at the next regular meeting of the Board of Directors.
3. If the member chooses not to appeal their suspension, the suspension shall automatically take place. The Corresponding Secretary shall notify the suspended member, all critique groups, workshop, and other group leaders as to the date of when a member has been suspended, and the date that their 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 Guild. Should the President enact an emergency suspension, they 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 Guild.
  5. A member shall not be suspended if their second offense of violation of Guild Bylaws or rules is of a different nature than the one for which they received the first warning of suspension. They shall receive a written warning as the first step for each separate offense (per Section H-1.) However, a member who continually violates different rules of The Guild may be subject to discussion and debate about whether they should be asked to resign, the membership declined when it is up for renewal, or their 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  $\frac{2}{3}$  (two-thirds) majority in favor of termination, the Corresponding Secretary shall give the member written notice via email (return receipt) or certified regular mail that termination of their membership is pending, and offer the member an opportunity to appeal their termination at the next regular meeting of the Board of Directors.
  7. If the member chooses not to appear before the Board to contest their termination, their membership will be automatically revoked. The Secretary shall notify all critique groups, 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 email; 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 member of The Guild at risk for physical or emotional harm. The Board of Directors 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 from Membership

1. Members shall be considered to have resigned their membership if they fail to submit a properly completed membership renewal application, together with the 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 choose to formally resign their membership prior to their annual renewal date. In such cases, a pro-rated refund of dues may be given, if requested by the resigning member, at the discretion of the Board of Directors.
3. Members may be terminated for any cause from membership in The Guild, or asked to resign from The Guild, after the Board of Directors has determined that such membership is no longer in the best interests of The Guild. Disciplinary procedures and termination procedures are set forth in Section H, above.

## ARTICLE IV. Directors – Selection, Terms & Duties

### Section A. Board

1. The administration and general management of The Guild shall be the functions of the Directors of The Guild. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in their regular duties not to exceed a certain amount as stipulated by the Board, but not without Board approval. The number of Directors may vary, depending on the size of The Guild, unfilled vacancies, and changes to Guild program content.
2. All members 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 Guild may be maintained, in the case of temporary or permanent inability of Directors to perform such functions.
3. All members of the Board of Directors, recognizing that participation in meetings of the Board is essential to meet quorum requirements and to ensure the smooth administration of The Guild, shall make as a priority their attendance, or designation of a proxy representative to attend, meetings of the Board of Directors. Should a Director be unable to attend or designate a proxy to attend any given meeting, they shall provide an informative written report on the past, current, and upcoming activities relating to their area of responsibility, to the board of Directors, in the week prior to or following said meeting.
4. Contracts or indebtedness made or entered into by any Director of the Alaska Writers Guild on behalf of the Guild shall not be valid without the prior authorization or subsequent ratification of the Board of Directors.

### Section B. Required Members

The Board membership shall include the following nine elected directors:

1. President
2. Vice-President
3. Membership Director
4. Programs Director
5. Treasurer
6. Secretary
7. Digital Outreach Coordinator

8. Member-at-Large
9. Member-at-Large

## Section C. Annual Election and Term of Office

1. Anyone may nominate a Guild member for the board, including self-nominations. A nomination form shall be maintained at all general meetings starting in September. All Nominees must be members in good standing of the Guild and consent to be on the ballot. The board member shall be elected at the annual general meeting of the membership in **November** of each year. The members shall vote for as many positions as are open on the board, up to a total of nine. The nominees on the ballot who receive the most votes, up to the number of positions open, shall constitute the new board. The President shall conduct the election. If there is a tie for the ninth position on the board, the membership present may decide, by a majority vote, to permit ten directors for the new term. No proxy votes shall be accepted unless in written form with the original signature of the absent member.
2. From the new directors selected for the Board, the Board shall cast a second ballot for at least two individuals on the new board who shall serve a two-year term (for continuity purposes).
3. The terms of any director shall not exceed four consecutive years unless agreed upon by a  $\frac{2}{3}$  majority of the members present at any regular meeting.

## Section D. Vacancies

If any director resigns from their position on the Board before the end of their term, the position shall be filled by vote of the Board from individuals who may be nominated by any AWG member, including self-nominated. The new director shall finish the term of the director who resigned, except that if any director in a two-year term resigns during the first year of the term, one of the current directors holding a one-year term shall be selected by vote of the Board to fill out the two year term of the director who resigned, and the individual selected by the board to replace the resigning director shall serve the remainder of a one-year term.

## 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 Guild.
2. The President may at any time, or at the request of three (3) Board Members, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Corresponding Secretary to each Board Member either by regular postal delivery mail or via email at least three (3) business days before the time appointed, to the last recorded address of each Board Member, or via personal notice or telephone, at least twenty-four (24) hours before the time appointed.
3. One-half ( $\frac{1}{2}$ ) of the full Board or their proxy representative, shall constitute a quorum for the transaction of Guild business.

4. Interested members of The Guild who are not Board Members 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 Guild 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 Guild;
  - b. Ensure the proper execution and/or operation of established activities;
  - c. Seek to initiate new and beneficial activities for The Guild;
  - d. Preside over all general membership meetings and otherwise represent The Guild when and where necessary;
  - e. Preside over all general membership meetings and otherwise represent The Guild when and where necessary;
2. The Vice-President shall:
  - a. In the absence of the President, preside as Chair at the meetings of the Board of Directors, general membership meetings, and special events;
  - b. Assume all duties of the President, if they are unable to complete their term;
  - c. Perform special duties as directed by the President;
  - d. Seek to arbitrate grievances and other matters that may affect the welfare of The Guild.
3. The Membership Director shall:
  - a. Maintain the group roster and disperse roster information as needed for newsletter distribution or other Guild purposes;
  - b. Oversee the readmission of returning members, and the admission of new members and the continuing integration of new members into The Guild;
  - c. Perform special duties as directed by the President;
  - 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 Guild.
4. The Programs Director shall:
  - a. Initiate and oversee general membership meetings, all special programs, including but not limited to critique groups, workshops, seminars, and other events;
  - b. Perform special duties as directed by the President;
  - 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 Guild.
5. Treasurer shall:
  - a. Keep all monies collected by The Guild;
  - 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 Guild funds and activity for all meetings of the Board of Directors;
  - f. Complete a yearly budget and any other projections, which may be needed for long-term planning for The Guild.
6. The Secretary shall:
- a. Keep a record of all meetings of the Board of Directors and general membership meetings;
  - b. Send meeting notices as necessary for meetings of the Board of Directors, the General Membership, critique 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 Guild business and to provide input into the governance of The Guild;
  - d. Maintain records of all correspondence to The Guild and the appropriate answer by the Board member, with the assistance of other board members as delegated.
7. Members-at-Large
- a. Members-at-Large shall lend expertise to the Board through special projects and special talents.

## Section G. Voting

1. Voting at Board meetings shall be by hand 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.
3. All matters affecting the operation and well being of The Guild shall be acted upon at regular or special meetings of the Board of Directors.
4. In the event the Board of Directors is unable to effect 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 of the members present. 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.
5. Voting of the membership will be done by hand count, secret ballot, or online form. Two officers will tally the count. Whenever by these bylaws a vote of a certain percentage of the membership is required, the word “membership” refers to the members present at the meeting, or who have cast their vote online, or a combination of the two.

## Section H. Removal from the 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 they have failed to perform their duties, or any other factor in which said officer's continuing participation in that position no longer serves the best interests of The Guild.

## Section I. Conflict of Interest

Any member of the Board who has a financial or official interest in, or personal conflict with any matter pending before the Board, of such a nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse themselves and will refrain from discussion and voting on said item.

# ARTICLE V. Committees

## Section A. Appointment

The President, with the approval of the Board of Directors, shall have the authority to appoint such committees or subsidiary portions of The Guild 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 Guild.

## Section B. Possible Committees

Such committees may include, but are not limited to: Guild Newsletter (if one is published), Nominating Committee, Contests, Social Events, Publicity and Promotion, Volunteers, Website, Critique Groups, and activities associated with other areas of interest to The Guild.

## Section C. Absence of Chairpersons

If a Chair of any committee approved by the Board of Directors is unable to attend a meeting or meetings of the Board of Directors, they shall make as a priority the designation of a member of their committee, to attend said meeting or meetings in their stead. If said attendance or proxy attendance is not possible, said Chair shall provide a full written report on past, present, and upcoming activities related to their area of responsibility within The Guild, and shall provide this report to the Board of Directors in the week prior to or following the Board meeting.

## Section D. Removal of Members

A committee member can be removed for failure to perform, or for behavior deemed detrimental to The Guild, or for failing to maintain membership in The Guild for any reason.

# ARTICLE VI. Meetings

## Section A.

The annual membership meeting, at which the Board of Directors shall be elected, shall be in **November**.

## Section B. Frequency

Frequency and date of all meetings for the general membership shall be once monthly, at a regular time and location and announced via monthly newsletter (if one is published). Special events, workshops, and seminars shall be announced by monthly newsletter (if one is published). In event of change or cancellation, the membership will be notified via telephone, electronic mail, special regular mail, flyer, newspapers and publications, and The Guild's website.

## Section C. Special Meetings

Special meetings of the general membership may be called by a joint declaration of the President and the Board of Directors. Notice will be given at least five (5) days ahead via standard Guild communication methods such as email, social media, and The Guild's website.

## Section D. Foregoing Meetings

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, or pre-empted by a Guild special event. Otherwise, all general membership meetings shall be held as scheduled and not canceled, 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. Notice of Meetings

The frequency and date of all general membership meetings shall be stated in documents of greeting to new members, posted in The Guild's Newsletter (if one is published), on The Guild's website, and in all other materials and announcements.

## Section F. Notice of Resolutions

Distribution by a combination of email to membership and posting of the proposed resolution on the official website is considered adequate notice under these bylaws of any resolution that must be

presented to and decided by the members. All members must provide an email address to be assured of notice. Any member not providing an email address is considered to have waived personal notice if the board elects to send any notice by email, as permitted under these bylaws.

## ARTICLE VII. Fiscal Year

The fiscal year of The Guild shall begin on the first day of January and shall end on the last day of December.

## ARTICLE VIII. Parliamentary Authority

The rules and conduct and order of the meetings of The Guild, when not inconsistent with The Guild's Charter, these Bylaws, or any special rules of order as The Guild's Board may adopt, shall be determined by *Robert's Rules of Order*.

## ARTICLE IX. Records and Reports

### Section A.

The Guild maintains a checking account; the Treasurer keeps bank statements and other monetary records on file in a secure location accessible by the Secretary and/or President, such as a Shared Drive in the AWG Google Workspace, in case of emergency.

### Section B.

The Treasurer provides records of income, disbursements, and operational expenses; maintains a check register, receipt book, deposit records, paid and unpaid invoices, state and IRS accounting records.

### Section C.

The Membership Director maintains a current membership roster, mailing list, and membership application forms.

### Section D.

The Secretary maintains digital copies of all correspondence done on behalf of the Guild, open for inspection by the membership on request, in an organizational account accessible by the entire Board, such as a Shared Drive in the AWG Google Workspace, with assistance from the President as needed.

## Section E.

The Secretary records and files the agendas and minutes of the Board meetings and general meetings, and the vote count/decision for Board and/or general meetings; open for inspection by the membership on request.

# ARTICLE X. Amendments

These Bylaws may be amended at any regular or special general membership meeting, or via email, by a two-thirds (2/3) majority vote of members present, provided notice of the proposed amendment was given to all members at least fourteen (14) days in advance of such a vote, and amendment provided for their review.

## Section A.

Amendments may be recommended by the Board, an Amendment Committee, or a Guild member.

## Section B.

Amendment becomes effective after acceptance by the Guild membership.

# ARTICLE XI. Indemnity

## Section A. Qualifications

Any person made a party to any action, suit or proceeding, by reason of the fact that they or their representative is or was a Director or employee of The Guild or any corporation in which they served as such at the request of The Guild shall be indemnified by The Guild against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of such an action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such Director or employee is liable for gross negligence or misconduct in the performance of their duties.

## Section B. Foregoing of Rights

The foregoing right of indemnification shall not be deemed exclusive of any rights to which any Director or employee may be entitled apart from the provisions of this section.

## Section C. Amount of Indemnity

The amount of indemnity to which any Director may be entitled shall be fixed by the Board of Directors, except that in any case in which there is no disinterested majority of the Board available, the amount shall be fixed by arbitrations pursuant to the then existing rules of the American Arbitration Association.

## ARTICLE XII. Dissolution

### Section A. Dissolution by Vote

The Guild may be dissolved for whatever purpose by a majority vote of the general membership.

### Section B. Dissolution by Default

The Guild may be dissolved by default, if there are insufficient volunteer members willing to serve as Directors of The Guild.

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 the office, and no other member of the Board of Directors is able to assume the office, a candidate shall be sought among the full membership of The Guild. If, within ninety (90) days of the office becoming vacant, no member of The Guild is able to assume the office of President, The Guild shall be dissolved.
2. If the nine (9) positions on the Board (1-President; 2-Vice-President; 3-Membership Director; 4-Programs Director; 5-Treasurer; 6-Secretary; 7-Digital Outreach Coordinator; 8-Member-at-Large; 9-Member-at-Large) are filled by four (4) or fewer persons, and no candidates are found to bring the Board number to at least five (5) separate persons within ninety (90) days of the office(s) becoming vacant, The Guild may be dissolved.

### Section C. Dissolution Results

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

### Section D. Distribution of Property upon Dissolution

1. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the borough in which the principal office of the organization is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. The Treasurer shall provide a report to be distributed via email or post to all remaining members of The Guild as to the final distribution of Guild property.