



Women Who Write, Inc.
P.O. Box 652
Madison, New Jersey
www.womenwnowrite.org

OFFICIAL BOOK OF GUIDELINES

Updated November 2018

GUIDELINES FOR WRITING GROUPS

This section of this booklet is meant to serve as a helpful guide for new and current members of Women Who Write, Inc. The information contained in this guide is offered to maintain a level of consistency throughout our writing groups and to encourage effective critique procedures.

It is not, however, a "rule book." Many groups have well- established critique procedures which may or may not reflect these suggested guidelines. It is most important that members are respectful of their peers and their work and that they critique in a positive, productive manner.

Women Who Write, Inc. Affiliation with WWW

In order for a **Writing Group** to be affiliated with **Women Who Write, Inc.**, it must meet the following requirements:

- Be comprised of a minimum of three WWW members in good standing.
- Include at least one Group Coordinator.
- Complete a WWW Affiliation Agreement yearly.

Joining a WWW Group

- Members who wish to join an existing, open WWW Writing Group may contact the **Membership VP** for contact information.
- Current WWW members who wish to join a Writing Group for which there is a waiting list will be given priority over prospective members provided their dues for the fiscal year have been paid.
- Prospective WWW members may attend up to two meetings of a Writing Group before joining and may participate in the discussion of members' work but may not read their own work.
- A group member is considered **inactive** if she does not attend four consecutive meetings without consulting her Group Coordinators. At that point, the Group Coordinators will contact the member in writing concerning her inactive status, requesting that she respond within one month or forfeit her place in that particular group.
- A group member who finds that her group no longer meets her needs may consult with the Membership VPs, who will seek out other options within WWW.

Starting a WWW Group

- If WWW does not have among its Writing Groups one that meets a current need, member(s) should contact the Membership VP, who will work with the member(s) to initiate a new group.
- When a new Writing Group is formed, its Group Coordinators will receive a copy of the WWW Affiliation Agreement from the Membership VP. Once it is completed and returned to her, it will be presented and voted upon by the **WWW Board of Trustees**. Finally, the Group Coordinators will receive their copy of the Affiliation Agreement, signed by the WWW President, indicating Board approval.

The Role of Group Coordinators

- Group Coordinators must have experience in a WWW Writing Group or its equivalent, as determined by the Membership VP, prior to assuming the role and are expected to attend the annual coordinators' meeting. They are responsible for appointing their successors and for notifying the Membership VP prior to making such a change.
- Group Coordinators are also responsible for determining meeting time and place, directing potential members to the Vice President for Membership, keeping members informed of the group's activities and communicating any proposed group events or readings as members of Women Who Write to the Membership VP, announcing WWW events, and ensuring the critique process is followed.
- If a serious problem should arise within a group, Group Coordinators should seek assistance from the Membership VP.

Running a WWW Group

- Each group establishes the maximum number of members. WWW recommends that no group be larger than 10 members at any one time.
- To ensure that the Board's records are kept current, all groups must submit an updated Affiliation Agreement annually. In addition, changes in meeting location and/or time and the closing of a group to new members must be reported to the Membership VP as they occur.
- Meetings take place in members' homes or in public places such as libraries, churches, synagogues, or coffee houses.
- Meetings are held one to four times per month, generally for two hours per meeting.
- Refreshments at group meetings are optional and at the discretion of individual groups. However, WWW discourages elaborate spreads at meetings to ensure the focus remains on the writing.
- Sales of books, magazines, journals, cassettes, or other items are not permitted at meetings without prior approval of the Board.
- Writing Groups may not be closed to new members except when the maximum number previously determined has been reached or with the prior approval of the Board.
- Writing Groups may develop additional individual guidelines, provided they are consistent with the philosophy of WWW, have been submitted to the Membership VP, and have received Board approval.

Submission Guidelines (subject to group agreement) Prose

Format

- Use a clear, consistent, non-italicized, non- boldface font (e.g. Times New Roman, Century, or Arial) in 12-pt. type with double spacing.
- Indent the first line of each paragraph, leaving no space between paragraphs, or left-justify all text, double-spacing between paragraphs.
- Place your name and the working title in the top left corner of each page of the submission.
- Set 1-inch top, bottom, left and right margins.
- Number all pages at the top right corner or at the bottom of each page, beginning with page 2.
- Limit the manuscript to 8-10 pages.

Distribution

- **Writers** e-mail their piece to group members at least five days prior to the meeting at which their piece will be critiqued, explaining in writing which aspects of their piece they would like group members to address. (theme, characters, plot, or technical aspects, such as grammar or word usage, for example)
- **Group members** acknowledge receipt of the piece , copying all members.
- If the writer believes that her piece is not ready for discussion, or if she is unable to attend the meeting at which her work is scheduled for critique, she should contact her Group Coordinators or ask another member to take her place, notifying group members of her replacement.

Poetry

Format

- See prose format, above, for suggested fonts and point size.
- Type the poem, single-spaced. Double-space between stanzas.
- See prose format, above, for placement of name, working title, and page numbers.

Distribution

- Group members bring copies of a new poem or a revised poem to each group meeting.
- Writers e-mail their poems to absent members following the meeting at which they are critiqued.

Critique Guidelines

- In order for the critique process to be effective, group members must maintain consistent attendance. If it is necessary to miss a meeting, the absent group member should try to e-mail her response(s) to the writer(s) or bring them to the next meeting.
- Group members offer support and encouragement to their fellow writers, offering fair-minded critiques and accepting criticism graciously.
- As each group member critiques a piece in turn, the writer and other members listen but do not comment .
- After all members have critiqued, the writer may respond to and ask questions of the group, and the group may engage in dialogue about the piece.

When Giving a Critique ...

- **Prose readers** write out key points that they want to share with the writer on their copies of her piece before attending the meeting. **Poetry readers** do the same after hearing the poem read aloud at the meeting.
- First, discuss the piece's strengths. Focus on the overall intention of the writer. What point is she trying to get across? Could you write her theme in one sentence? Discuss the clarity of the writing. Call attention to words and phrases that stand out and to techniques that work.
- Next, discuss the weaknesses of the piece. What sections do not seem to work? What areas need cutting or expanding? Examine areas where the direction of the piece changes too suddenly or unnecessarily. Are any words or phrases unclear?

When Receiving a Critique ...

- Do not take criticism personally. Your writing peers are trying to help you strengthen your work. Anything they say about your writing is aimed at making it more readable and more effective.
- Every reader is different. What one reader finds confusing, another might find clear. Remember that your writing is *your* writing and you have to decide which comments to act upon and which to ignore.
- Think about the comments you receive. Is there feedback that is repeated in the different pieces you submit? Use these observations to rethink, revise, and strengthen your work.
- Listen to praise with the same intensity with which you listen to criticism. Above all, keep writing.

STANDING RULES

1. ANNUAL DUES: The annual dues for Women Who Write, Inc. (WWW) shall be established by the Board. Dues for new members may be pro-rated as follows: members joining between January 1 and April 1 shall pay at half rate. Pro-rated dues shall not apply to renewals. Junior Members (see Section 2b) shall pay \$10 less than full dues.

The dues for WWW shall be \$40.00 payable in May and \$45 thereafter starting on June 1st of each year until changed by a vote of the Board.

2. MEMBERSHIP CATEGORIES:

- a. All members must be women or identify as a woman. There shall be three categories of members.
- b. Members aged 14 through 18 years of age shall be junior members. They may not serve as Trustees, may not attend meetings reserved for members 18 years of age and older, (and must have a legally adult member of WWW in attendance at group meetings.) Members under the age of 18 may be included in other group meetings at the discretion of the group.
- c. Members 18 years of age and older shall be full members and shall be entitled to all privileges and benefits of membership.
- d. Supporting members shall be entitled to all privileges and benefits of membership except they may not serve as Trustees nor pay reduced rates for classes and workshops sponsored by WWW.

3. NEWSLETTER: The official name of the WWW Newsletter is WRITERS' NOTES. The newsletter shall be published at least two times a year.

4. LITERARY MAGAZINE: The official name of the WWW Literary Magazine is GOLDFINCH. Each member in good standing shall receive a copy of the Literary Magazine when it is published. Contributors shall receive two copies. If a contributor wishes to purchase additional copies, the price will be set by the Literary Editor and the President.

5. CORPORATE BUDGET: The Treasurer shall submit a preliminary budget for the next fiscal year at the April meeting to be finalized and presented to the Board at its meeting in May.

- a. **COMMITTEE BUDGETS:** All Board members at the March Board meeting, must provide the Treasurer with a budget estimating expenses for the fiscal year. These budgets may be revised in the course of the year with the approval of the Board. Outgoing Board members will consult with newly elected Board members on past expenses and budget estimates.
- b. **SPECIAL COMMITTEE BUDGETS:** The President and the Treasurer must approve the budgets of special committees before any expenditures are undertaken
- c. **SPECIAL EXPENDITURES:** All expenses that are not budgeted and are over \$50 must be pre-approved by the Treasurer and/or the President.
- d. **CHECKING ACCOUNT:** All current monies of WWW will be deposited in a checking account at Wells Fargo Bank.

6. WRITING GROUPS:

- a. Each group shall have 1 or 2 coordinators.
- b. Non-members may attend meetings of critique groups twice without membership before electing to become members. After the second meeting, the person has to join WWW in order to continue with the group.
- c. At meetings of writing groups, non-members may participate in the discussion of members' work, but may not read their own work.
- d. The size of each critique group shall be determined by its members or group leader, but it is recommended that no group exceed twelve members.
- e. Any member who fails to attend four consecutive meetings of her group without contacting her group leader shall be removed from the group so that active members that are on the waiting list may fill the group. To accommodate any member who is unable to attend group meetings for four or more consecutive meetings but who wishes to resume active membership when she is able, a place in the group will be held for her provided she duly notifies her group representative of her pending absence. This accommodation will be made at the coordinator's discretion based on the individual's reason. *(All coordinators must present this message to all its members at each meeting.)*
- f. Members who wish to join a critique group for which there is a waiting list shall have priority over non-members provided their dues for the current fiscal year have been paid.
- g. Individual Writing Groups may develop rules in addition to these, provided they are consistent with the philosophy of WWW and have been approved by the President and/or the Board.

7. USE OF WOMEN WHO WRITE NAME/MAILING LIST:

- a. The mailing list of members of WWW shall not be sold, rented or made available to any group, commercial or otherwise, without the express permission of the Board.
- b. The name, Women Who Write, Inc., shall not be used by any member to promote a course, workshop, retreat, critique, or other activity which is solely for a member's financial benefit, except with a disclaimer, indicating WWW is not a sponsor nor in any way responsible for the content. Women Who Write doesn't sponsor individual events.
- c. Any member who uses the name Women Who Write in a manner contrary to rule 7(b) may be asked to resign after consideration by the Board.

8. MEMBER RESPONSIBILITIES - BEHAVIOR:

- a. Appropriate behavior is expected of all members and prospective members at all Women Who Write (WWW) events, including but not limited to critique group meetings, coordinator meetings, workshops, conferences, and social events.
- b. Harassment, intimidation, bullying, or any inappropriate contact of a member or prospective or staff member of WWW will not be tolerated. Such contact is not limited to physical contact but may also include any inappropriate written, telephonic, or electronic communication.
- c. A member or prospective member's failure to behave appropriately at such events may result in consequences to that member.

- d. If a WWW critique group coordinator deems a member's behavior to be inappropriate during any activity associated with the critique group, that coordinator shall notify the offending person and try to resolve the situation within the group. If the coordinator is unable to resolve the behavior, the coordinator shall notify the WWW Board of Trustees, which reserves the right to apply an appropriate resolution to the matter.
- e. In the event a member feels a critique group coordinator's behavior is inappropriate, that member shall bring the issue to the attention of the Membership Director after an attempt has been made to resolve the issue with the coordinator. If the Membership Director believes the matter requires further discussion, she shall bring the issue to the attention of the Board of Trustees.
- f. If a member or prospective or staff member of WWW believes another member or prospective or staff member to be acting inappropriately at any WWW function, the behavior should be brought to the attention of the Membership Director. If the Membership Director is not available, the issue shall be brought to the attention of one the members of the Board of Trustees for resolution.

9. SPECIAL ACCOMMODATIONS: If you have any medical, health-related or physical condition/s that would require accommodation so you can more fully participate in Women Who events, Women Who Write will make all reasonable efforts to accommodate your needs. If you're attending a critique group, you would speak to the coordinator. If at an event other than a critique group, you would talk to the chairwoman. i.e. at Conference, you would talk to a Conference committee person; if at Goldfinch Launch, you would speak to the Editor-in-Chief, etc. You would need to speak to them ahead of the event in question so the chairwoman would be given time to arrange for any accommodation needs on your part.

BYLAWS OF WOMEN WHO WRITE, INC.

ARTICLE I: NAME

The name of the Corporation shall be Women Who Write, Inc.

ARTICLE II: PURPOSE

This Corporation is organized and operated exclusively for charitable, educational and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. More specifically, the purposes for which the Corporation is organized are:

1. To assist women writers in refining their work, through critique groups, classes, workshops, and lectures.
2. To bring the work of women writers into the communities within which they work and live, via readings, publications, and performances.
3. To provide encouragement, assistance and a sense of community to women writers who otherwise would write in isolation or might not write at all.

ARTICLE III: MEMBERS

Section 1. **QUALIFICATIONS AND DUES.** Membership in this Corporation is open to anyone who writes. A person shall be declared a member upon payment of annual membership dues as established for the subsequent year by the Board of Trustees (Board).

Section 2. **MEMBERSHIP CATEGORIES.** The Board may establish one or more membership categories which shall be set down in the Standing Rules.

Section 2. **VOTING RIGHTS.** Voting rights shall be vested in the Board.

ARTICLE IV: THE BOARD OF TRUSTEES

Section 1. **GENERAL POWERS.** The Board shall establish policy and govern the business and affairs of the Corporation.

Section 2. **NUMBER.** The Board shall consist of the officers and from four to ten Trustees. This number shall be set prior to the annual board elections based on the number of members enrolled in the prior year, by resolution adopted by two-thirds majority vote of the entire board.

Section 3. **TERMS OF OFFICE AND REQUIREMENTS FOR MEMBERSHIP.** Trustees shall be members of the Corporations. Trustees shall be elected by the Board and shall assume office at the meeting of the Board that follows the annual meeting. Trustees and Officers shall serve for a two-year term, half elected in even-numbered years, the other in odd-numbered years.

Section 4. **MEETINGS.** An annual meeting of the Board for the election of Trustees and Officers and such other business as may come before the meeting shall be held in April of each year. Additional regular meetings shall be held in May, September, November and January and March, or as often as deemed necessary by the President.

Section 5. **QUORUM.** A quorum for conducting the business of the Board shall be not less than fifty percent of the Board. Any act approved by a majority of those present at any meeting at which a quorum exists shall be the act of the Board.

Section 6. **UNANIMOUS CONSENT IN LIEU OF A MEETING.** Any action required to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action taken is signed by all of the Board members and the written consent is entered into the minutes of the following session of the Board.

Section 7. **RESIGNATION AND REMOVAL.** A Trustee may resign by submitting her resignation in writing to the President. It is requested that sixty (60) days notice is given to preserving the integrity and cohesiveness of the board. Any Trustee may be removed for inappropriate behavior or for failure to fulfill the basic requirements for attendance and Board participation as outlined in the Standing Rules upon notice and following a resolution adopted by two-thirds of the Board. Prior to a vote on removal, the Trustee may request and shall be granted a hearing before the Board at which the Trustee shall be specifically informed of the charges and given an opportunity for rebuttal. If a Trustee resigns or is removed for any reason, a replacement shall be appointed by the President and approved by a majority vote of the Board to fulfill the unexpired term requirements.

ARTICLE V: OFFICERS

Section 1. **OFFICERS AND QUALIFICATIONS.** Officers shall be elected by the Board. Officers shall be President, First Vice President/Membership, Second Vice President/Programming, Secretary and Treasurer. A candidate for President shall have been a Trustee for a minimum of one year. These Officers shall constitute the Executive Committee and shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this Corporation.

Section 2. **ELECTION AND TERM OF OFFICE.** The Board shall elect its President, Second Vice President and Secretary and half the total number of its trustees for a two-year term at its annual meeting in even-numbered years. The first Vice President, Treasurer and half the total number of its trustees shall be elected for a two-year term at its annual meeting in odd-numbered years. Officers and Trustees shall assume office at the meeting following the annual meeting. No officer shall serve more than two consecutive terms in any one office and no trustee shall hold more than one office at a time.

Section 3. **VACANCIES.** A Vacancy in the office of President shall be filled by the First Vice President for the unexpired term. If the First Vice President is unable to fill this position, the Second Vice President will serve as President pro temp until the President is again available or until the next Board meeting, at which time a new President will be elected. A vacancy in the office of First Vice President, Second Vice President, Treasurer or Secretary shall be filled for the unexpired term by election at the next Board meeting.

Section 4. **REMOVAL.** An Officer who does not comply with assigned responsibilities or in any way acts to the detriment of the Corporation may be relieved of office by a 2/3 majority vote of the entire Board.

ARTICLE VI: DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The President shall
a. be the Principal Officer of the Corporation

- b. guide the affairs of the Corporation
- c. plan and conduct all meetings of the Board and general meetings of the Corporation
- d. appoint committee heads for special committees
- e. make interim appointments as needed with the approval of the Board
- f. approve all expenditures with the Treasurer
- g. sign all contracts with the Treasurer with the approval of the Board
- h. have check signing privileges with the Treasurer
- i. serve as ex-officio member of all committees
- j. call special meetings when necessary
- k. prepare an annual report
- l. serve as chair of the Executive Committee.
- m. Liaise with and represent all writing groups and ensure that groups meet qualifications as determined by the Board for continuing affiliation with the Corporation.

The President may assign some or all of these duties to a Trustee duly elected by the Board.

Section 2. **FIRST VICE PRESIDENT.** The First Vice President/Membership shall, with the assistance of a committee of her choosing perform all the duties of the President with all the power and subject to all the restrictions of the President in the even of the President's absence or inability or refusal to act and succeed to the office of President for the unexpired term in the event of a vacancy in that office. She shall also assist the President as needed and assume the responsibilities of Membership as follows:

- a. maintain membership records
- b. create and distribute an annual membership directory by Sept 30th of each year
- c. answer inquiries regarding membership (requires e-mail, keep track of inquiries)
- d. send out new member packets in a timely manner.
- e. follow up with members who are late in renewing, review membership renewal forms
- f. forward new member information to the Membership VP.

Section 3. **SECOND VICE PRESIDENT.** The Second Vice President/Programming shall Perform the duties of the President in the event of both the President and First Vice President's absence, and shall assume the responsibility of coordinating Programming for the Corporation (readings, workshops/speakers and all special events.) The Vice President/Programming will be assisted by a Program Committee, the Publicity Trustee, and members of the Board.

Section 4. **SECRETARY.** The Secretary shall

- a. record the minutes of all proceeding of the Board and general membership meetings
- b. handle correspondence for the Corporation
- c. keep the records of the Corporation

Section 5 **TREASURER.** The Treasurer shall

- a. have charge of all funds of the Corporation and shall keep regular books of account for the Corporation
- b. collect the dues and submit a report at each meeting of the Board of all receipts, disbursements and the balance as of each Board meeting
- c. make an annual financial report to the membership
- d. prepare a budget for the fiscal year and submit it to the Board according to a schedule specified by the Board
- e. pay all bills and reimburse members for expenditures
- f. make available all financial records to the general membership upon request

- g. submit the books for audit as required by the Board
- h. sign all contracts for the Corporation with the President
- i. have check signing privileges with the President
- j. sign all checks.

ARTICLE VII: NOMINATING COMMITTEE

The President shall, with the advice and consent of the Board, appoint a nominating committee of one or more Trustees (which may include persons who are not Trustees, provided that at least one member of the nominating committee shall be a Trustee) which shall recommend to the Board the names of persons to be submitted for election as Trustees.

ARTICLE VIII: AUDIT

The President shall, with the advice and consent of the Board appoint an audit committee of at least One Trustee and one other person which shall, after the presentation of the Treasurer's annual report, examine the Treasurer's books and vouchers and certify that they find them correct.

ARTICLE IX: COMMITTEES

There shall be such standing committees and special committees as are found necessary to direct the various activities of this Corporation in fulfillment of its purpose.

Section 1. **STANDING COMMITTEES.** Standing committees shall include but not be limited to Education Committee, the Special Events Committee, the Newsletter Committee, the Literary Magazine Committee, and the Publicity Committee. Additional standing committees may be established as necessary. The chairperson of each standing committee shall be a Trustee and shall be appointed by the President and approved by a majority vote of the Board immediately after the annual election of Trustees and Officers. The term of office for the chair of a standing committee shall be one year or until a successor is appointed. No chair of a standing committee may serve more than four consecutive terms.

Section 2. **SPECIAL COMMITTEES** All committees which are not standing committees shall be special committees, including subcommittees of standing committees and special committees of the Board. The chair of each special committee may but need not be a Trustee and shall be appointed by the President. The term of office for the chair of a special committee shall be until the committee fulfills its purpose or until a successor has been appointed.

Section 3. **COMMITTEE MEMBERS:** Each committee chair shall select the other members of the committee in consultation with and with the approval of the President.

Section 4. **AUTHORITY OF COMMITTEES WITH MEMBERS WHO ARE NON-TRUSTEES.** Any Act of any committee which has members who are not Trustees shall be advisory, shall not bind the Board or the Corporation and shall be subject to Board approval. Each committee shall operate according to a resolution approved by a majority of the entire Board, and to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall

- a. make, alter or repeal any bylaw of the Corporation
- b. elect or appoint any Officer or Trustee, or remove any Officer or Trustee; or

- c. amend or repeal any resolution previously adopted by the Board.

Section 5. **QUORUM OF COMMITTEE.** A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee.

Section 6. **RECORDS.** Actions taken at a meeting of any such committee shall be kept in a written record of its proceeding which shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

Section 7. **DISSOLUTION OF COMMITTEES.** The Board, by resolution adopted by a majority of the entire Board, may abolish any committee at its pleasure.

ARTICLE X: WRITING GROUPS

A Writing Group shall consist of not less than three persons meeting in accordance with the purposes of Women Who Write under the guidance of one or more group leaders and with the primary purpose of critiquing the writing of members. A Group must be approved for affiliation with “Women Who Write by a majority vote of the Board. The Board, by resolution adopted by a two-thirds vote of the entire board, may disaffiliate with any group that does not meet in accordance with the purposes of Women Who Write and with the requirements set down in these bylaws and standing rules.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be May 1 through April 30.

ARTICLE XII: RESOLUTIONS

No resolution or motion to commit the Corporation on any matter shall be acted upon by the Corporation or any faction of the Corporation until it has been approved by a majority vote of the Board.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE XIV: AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed by the Board by a two thirds vote of the entire Board provided that the amendment has been proposed to the Board at meeting preceding the meeting at which action on the proposal shall be taken or in writing at least ten days prior to the meeting at which action on the proposal shall be taken. Any member of the Corporation may propose an amendment or revision of the bylaws at any Board meeting, or by the present, the proposed amendment or revision, in writing, to any Board member; amendments and revision so present must be voted upon by the Board.

ARTICLE XV: FORCE AND EFFECT OF BYLAWS

These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the “Act”) and the Certificate of Incorporation as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act of the Certificate of Incorporation, the provision of the Act of the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XVI: CONFLICT OF INTEREST

No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or Officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such Trustee or Trustees or Officer or Officers (hereinafter “interested Trustee or Trustees”) are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or her votes are counted for such purpose, unless:

- a. The material facts as to such Trustee’s or Officer’s interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Trustee or Officer, even though the disinterested Trustees are less than a quorum; or
- b. The material facts as to such Trustee’s or Officer’s interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

ARTICLE XVII: COMPENSATION

Neither Trustees, Officers nor members shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that Trustees, Officers, and members may be reimbursed for reasonable expenses incurred with the approval of the Board upon presentation of vouchers.

ARTICLE XVIII: DISSOLUTION

Upon dissolution, after payment of debts, no part of the remaining assets may be distributed to any Trustee, Member or Officer of the Corporation but shall be distributed as the bylaws may direct in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of section 501 (c) (3) of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose.