



BYLAWS

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ARTICLE I Name, Location, Corporate Logo and Fiscal Year

Section 1

I.1.1 *Name*

The official name of the organization shall be Visual Communications Industry Group, Inc., hereafter known in these Bylaws as “The Group” or “VCIG”.

Section 2

I.2.1 *Location*

The Group shall be incorporated in the state of North Carolina, United States of America, at the place set forth in the Articles of Incorporation of The Group. The Board may change the location of the administrative office.

For legal and clarification purposes, The Board is defined in Article IV, Section 1, Subsection 2 of these Bylaws.

Section 3

I.3.1 *Corporate Logo*

The Board may adopt and alter the logo of The Group.

Section 4

I.4.1 *Fiscal Year*

The fiscal year of The Group shall begin on January 1 and conclude on December 31 in each year, unless otherwise resolved by The Board. This period shall be known as the “Administrative Cycle” of The Group.

ARTICLE II Autonomy, Vision, Purposes and Objectives

Section 1

II.1.1 *Autonomy*

VCIG is an autonomous corporation with self-governing management and independent administration, finances, policies and operations.

Section 2

II.2.1 *Vision*

The Vision of The Group is to work to influence the development of Industry-based standards for multimedia collaboration technologies and applications, to improve industry products and services, and facilitate the exchange of information among The Group’s membership.

Section 3

II.3.1 Purpose

The purpose of The Group is to promote and encourage education, communication, and cooperative feedback to enhance products and services provided by Alliance Members.

For legal and clarification purposes "Alliance Members" are defined in Article III, Section 1, Subsection 5 of these Bylaws.

II.3.2 Limitation of Purpose

The purpose stated in Article II, Section 3, Subsection 1 is subject to the limitations, however, that The Group is formed exclusively for purposes stated within Section 501 (c) (6) of the Internal Revenue Code of 1954 of the United States of America, as from time to time amended. All activities of The Group, both direct and indirect, shall be exclusively in furtherance of this purpose.

Section 4

II.4.1 Objective

The objective of The Group is to provide an educational network for communication among members who seek to establish Industry-based standards for multimedia collaboration technologies and applications.

II.4.2 Fulfillment of Objective

The Group will sponsor or deliver conferences and forums to share ideas and educate members, publish newsletters, and work with Alliance Members to provide feedback and suggestions in the areas of product enhancement, new development and service delivery used by members of The Group.

ARTICLE III Membership

Section 1

III.1.1 Membership Restrictions

The final determination for granting or denying membership shall be at the judgment of The Board.

III.1.2 Membership Classes

There shall be two (2) classes of membership, User Membership and Alliance Membership.

III.1.3 User Membership Criteria

This class shall be open to individuals who:

- a) Are consumers of Alliance Member Companies' products and/or services, or
- b) Are seeking forums to establish a basis for peer networking or education,
and
- c) Meet any other criteria that may be determined by The Board.

III.1.4 *User Membership Categories*

There shall be two (2) User Membership categories available.

- a) Principal Member: This membership category is fee-based, is not restricted in member benefits and has full voting rights, including the right to vote for Board Positions that are restricted for this category of membership. Candidates for Principal Membership must register and pay the established membership fee published by The Board.
- b) Associate Member: This membership category is restricted in member benefits, as determined by The Board and has no voting rights, is free for one (1) calendar year and may not be renewed in the lifetime of the applicant.

III.1.5 *Alliance Membership Criteria*

This membership class shall be open to resellers, integrators, manufacturers and consultants, collectively known as Alliance Members, who:

- a) Supply collaboration technologies products and/or services, or
- b) Supply complementary products and/or services.

III.1.6 *Alliance Membership Categories*

There are various categories of VCIG Alliance membership; the details of Alliance Membership categories will be established by The Board. Alliance Members shall have voting privileges only for Board Positions that are restricted to this class of membership and are subject to various restrictions and fees as set forth by The Board.

III.1.7 *Alliance Membership Objectives*

The objectives of the Alliance Member class are to provide avenues of communication, information sharing and education between User Members and Alliance Members; and to support the advancement of The Group's vision and purpose as stated in Article II, Sections 2 and 3.

Section 2

III.2.1 *Membership Application*

Applications for User and Alliance Membership status must be reviewed and endorsed by the Membership Committee and be approved by The Board.
For legal and clarification purposes, the Membership Committee is defined by a Policy pursuant to Article VI, Section 7, Subsection 2.

Section 3

III.3.1 *Membership Terms*

- a) The User Membership term is to span one (1) year beginning January 1 and terminating on December 31 of that year.
- b) The Alliance Membership term is to span one (1) year beginning July 1 and terminating on June 30 of the following year.

III.3.2 *Renewal of Membership*

Membership in The Group may be renewed by application and payment of the annual membership fee and approval as per Article III, Section 2, Subsection 1.

Section 4

III.4.1 *Membership Dues*

The dues for membership will be set by The Board.

Section 5

III.5.1 *Changes to Classes of Membership*

The Board may create additional classes or categories of membership and may change or adjust classes or categories of membership.

III.5.2 *Voting Members Powers and Rights*

In addition to the right to elect Directors for The Board, as provided in Article V, Section 5, Subsection 1 and such other powers and rights as are vested in them by law, the Articles of Incorporation or these Bylaws, the voting members shall have such other powers and rights as The Board may designate.

III.5.3 *Membership Approval of Changes to Powers and Rights*

Changes to the powers and rights of members shall be submitted to the Membership for approval by vote.

Section 6

III.6.1 *Suspension or Removal*

A member may be suspended, or removed, for a period of time determined by The Board for non-payment of the membership fee. The member may also be suspended or removed for cause by a two-third (2/3) majority vote of The Board.

III.6.2 *Cause for Suspension or Removal*

Cause includes, but is not limited to, failure to meet the membership criteria; The Board has the right to determine what constitutes cause and may determine the terms of suspension.

III.6.3 *Notice and Hearing for Suspension or Removal*

Suspension or removal for cause shall be effective thirty (30) days from the date that a written notice is sent to the member stating the alleged cause. Said written notice shall be sent no later than five (5) days after The Board has reached a decision as per Article III, Section 6, paragraph 2.

The member has the right to an opportunity to be heard by representatives of The Board within those thirty (30) days if so requested by the member. Failure to respond to the written notice for a hearing shall be deemed an agreement to the terms for suspension or removal.

Section 7

III.7.1 *Resignation*

A member may resign by delivering a written resignation to a Member of The Board or to the VCIG Office. Such resignation shall be effective upon receipt, unless otherwise specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8

III.8.1 *Inspection of Documents*

Every member of The Group shall have the right at any time to inspect and copy all books, records, and documents, and to inspect the physical properties of The Group, except as prescribed by a Policy approved by The Board where protection of confidential information is necessary.

ARTICLE IV The Board

Section 1

IV.1.1 *Board Membership*

The “Board-at-Large” of The Group is comprised of three (3) distinct and complementary constituents as follows.

IV.1.2 *Executive Component*

The Executive component is composed of up to twelve (12) Members, known as “Directors” or “Members of The Board”, who constitute the group hereinafter known as “The Board”. These members shall have, and may exercise, all the powers of The Group, except those powers reserved to The Group by law, the Articles of Incorporation or these Bylaws. The Directors share power equally except where “Officers of The Group”, hereafter also known as “Officers”, have duties and powers delegated by these Bylaws or a Policy approved by The Board; Directors have the rights of presence for quorum, expression and vote, as well as administering the business of The Group.

The composition of The Board shall be based as follows. One (1) Director Position shall be reserved for, and filled by, an Alliance Member representative per three (3) or more Director Positions reserved for, and filled by, Principal Member representatives. The total number of Alliance Member Directors shall not exceed twenty-five percent (25%) of the total Board composition currently in office.

The number of Director Positions for the upcoming Term of Office, spanning up to two (2) Administrative Cycles, shall be determined by The Board currently sitting.

No single organization may have more than one (1) member on The Board at any one time.

For legal and clarification purposes, “Officers of The Group” are defined in Article IV section 2.

IV.1.3 *Advisory Component*

The Advisory component is composed of members and individuals, known as “Ex Officio”, who have the right of providing advice and guidance to strengthen The Board’s competence to provide good governance and exercise due diligence. Positions within this element of the Board-at-Large do not hold voting, executive or administrative powers except as determined by The Board, are filled at the request of and acceptance by The Board, and include:

- a) The Past President; this position is filled by a Principal Member of The Group who, in the year immediately preceding the taking of this office of The Board, held the position of President of The Board.
- b) The Executive Director of the VCIG Office; the position of Executive Director shall be filled by the duly contracted administrative authority's representatives; The Executive Director may advise The Board and manage all administrative matters on behalf of The Board. The Executive Director may hold administrative powers as delegated by The Board.
- c) The Regional Representatives; these representatives are composed of a number of individuals, as determined by The Board, who may fill these positions at the request of and acceptance by The Board. The Regional Representatives are to convey the points of view of different geographic areas of the world to The Board. No single country may have more than one (1) Regional Representative at any one time.

IV.1.4 Development Component

The Development component is composed of Members, known as "Provisional Directors". These Members have the right of advice and guidance to strengthen The Board's competence to provide good governance and exercise due diligence. These positions do not hold voting, executive or administrative power and are filled at the request of and acceptance by The Board. The Board may use these positions to prepare candidates to assume Director Positions when they become available. Provisional Directors may not be from an organization already represented by a Director on The Board, for the current or upcoming Administrative Cycles, or a Provisional Director serving on the Development Component.

IV.1.5 Changes to the Advisory and Development Components

The Board may redefine the fundamentals of the Advisory and Development Components.

Section 2

IV.2.1 Officers of The Group

Leadership in The Group's proceedings and administration is recognized as the basis of an efficient organization; therefore, the following positions shall be referred to individually as "Officer" or collectively as "Officers of The Group", or by the name of their role within The Group:

- a) The President
- b) The Vice President
- c) The Treasurer
- d) The Secretary
- e) Past President

Officers of The Group meet in executive session but may include in their deliberation individuals or organizations whose counsel is deemed to be relevant to matters under discussion.

Each Officer shall fulfill a role within the workings of the Deliberative Assembly as well as any administrative duties as determined by the Bylaws, a Policy or by the current edition of Robert's Rules of Order Newly Revised (RONR). Mandates and administrative responsibilities of the Officers of The Group shall be determined by The Board and recorded in a Policy approved by The Board.

The Past President is a de facto Officer of The Board but is not an Officer of The Group. The person in this position may fill operational roles as requested by the Officers of The Group but has no administrative power within The Group's framework.

Section 3

IV.3.1 *Length of Terms*

a) Director Positions

- i) Directors of The Board may serve for a term of two (2) years.
- ii) Any vacancy arising in a Director Position can be filled by appointment by a majority vote of The Board. However, the term for a position so filled may not exceed the current Administrative Cycle without election by The Group's Membership.

b) Officer Positions

- i) A Director may serve as an Officer of The Group for a period of two (2) years
- ii) An Officer of The Group may not serve in the same Officer Position for more than two (2) consecutive terms except as determined by The Board.
- iii) Any vacancy arising in an Officer Position can be filled as prescribed by the Electoral Process Policy.

c) Advisory and Development Components

- i) The Past President may serve for up to two (2) years in that capacity.
- ii) The Regional Representatives, the Executive Director and the Provisional Directors may serve for a period of time determined by The Board.

Section 4

IV.4.1 *End of Tenure*

The Board-at-Large shall hold office until the first meeting of the new Board-at-Large in the following Administrative Cycle or until their successors are chosen and qualified as prescribed in the Electoral Process Policy or by appointment by The Board. Exceptions may include resignation, removal, or disqualification. Each member of the Board-at-Large shall retain his or her authority at the discretion of The Board.

Section 5

IV.5.1 *Suspension or Removal*

Any member of the Board-at-Large may be suspended, for a period of time determined by The Board or removed by a majority vote of the membership or by four-fifths (4/5) majority vote by The Board then in office. The four-fifths (4/5) majority shall not include the Member under scrutiny if said Member is a Director.

IV.5.2 *Cause for Suspension or Removal*

Cause includes but is not limited to: lack of attendance, lack of contribution, membership or employment in companies or boards that are determined to be unsuitable by The Board or conduct deemed in violation of VCIG policies or unbecoming a member of The Group. The Board has the right to determine what constitutes cause and to determine the terms of suspension.

IV.5.3 *Notice and Hearing for Suspension or Removal*

Suspension or removal for cause shall be effective thirty (30) days from the date a written notice is sent to the Member of the Board-at-Large stating the alleged cause. The Member of the Board-at-Large has the right to an opportunity to be heard by representatives of The Board within those thirty (30) days. Failure to respond to the written notice for a hearing shall be deemed an agreement to the terms for suspension or removal.

Section 6

IV.6.1 *Resignation*

A member of the Board-at-Large may resign by delivering a written resignation to an Officer of The Board or to the VCIG Office. Such resignation shall be effective upon receipt, unless otherwise specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 7

IV.7.1 *Liability of Members of The Board*

Members of The Board shall not be personally liable for any debt, liability, or obligation of The Group. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against The Group may look only to the funds and property of The Group for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from The Group.

Section 8

IV.8.1 *Standards of Care*

Members of The Board shall perform their prescribed duties, including duties as a member of any committee on which a Member of The Board may serve. These duties shall be performed in good faith, in a manner that they believe to be in the best interest of The Group, and with such care and due diligence, including reasonable inquiry, as a prudent person in a like situation would use under similar circumstances.

A person who performs the duties of a Member of The Board in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Member of The Board.

Section 1

V.1.1 Election Overview

The Board shall determine the number of Director Positions that will compose The Board for the next Administrative Cycles.

The number of Director Positions shall be within the bounds as stated in Article IV, Section 1, Subsection 2 of these Bylaws.

The number of Director Positions to be submitted for approval by election shall include:

- a) Those Director Positions occupied by Members of The Board, whose term will expire at the end of the current Administrative Cycle,
- b) Positions occupied by Members of The Board who were appointed in the current Administrative Cycle to fill a vacancy,
- c) Vacant Director Positions.

V.1.2 Vote Process Development

The Board shall determine by Policy the internal voting process that shall be used to generate the ballot. The ballot shall then be proposed to the Membership for approval by vote and shall list the names of the candidates and the position each candidate is nominated for.

Section 2

V.2.1 Notice of Interest

Nominations for positions open for election must be submitted as prescribed by the Policy.

Section 3

V.3.1 Director Selection Criteria

A candidate may be nominated for a Director position according to criteria endorsed by The Board and publicized accordingly.

Section 4

V.4.1 Officer Selection

Candidates for The Officers of The Group for the upcoming Administrative Cycles shall be nominated by the Members of the current Board. Officer Positions are reserved for Directors who are User Members.

V.4.2 Officer Selection Criteria

Candidates for Officer Positions must meet the selection criteria endorsed by The Board and publicized accordingly.

Section 5

V.5.1 *Submission of First Slate*

The Board shall submit the completed slate of Officer and Director Nominees to the Membership for vote.

V.5.2 *First Slate Voting Period*

The voting period shall commence not less than thirty (30) days prior to the end of the current Administrative Cycle. The length of this voting period shall be not less than ten (10) business days.

V.5.3 *Acceptance of Slate*

Acceptance of the slate is determined by a majority of responding members who vote in favor of the acceptance of the slate.

Section 6

V.6.1 *Rejection of First Slate*

If the Membership of The Group votes to reject the first slate, The Board will submit a list of candidates for available Director and Officer Positions to the Membership for vote. The Members will select individuals for each available position. This second vote for individual candidates must be provided to the Membership for vote no later than seven (7) days after rejection of the first slate; the length of this voting period shall not be less than ten (10) consecutive days.

Should the election results yield a number of elected Directors that is deemed less than necessary to manage the business of The Group, The Board is empowered to fill vacant positions by appointment up to the limit as determined by Article IV, Section 1, Subsection 2, Paragraph 1 or up to the number of positions approved by vote pursuant to Article IV, Section 1, Subsection 2, Paragraph 3.

Section 7

V.7.1 *Transition Year*

The Group's internal reorganization requires that the year two thousand and ten (2010) be deemed a transition year. Therefore, it is lawful for The Board to do a best effort to fill the vacancies on the Board of Directors, including the newly defined Director Positions for Alliance Members. The Board must proceed with full elections of the required number of Director Positions for User Members as well as the newly created Director Positions reserved for Alliance Members by the end of the calendar year two thousand and ten (2010) to come into force in the year two thousand and eleven (2011). At the end of the year two thousand and ten (2010), this section shall be automatically repealed and The Board must henceforth abide by the requirements set in Article IV, Section 1 and Paragraph 2.

Section 1 Rules of Proceedings

VI.1.1 *Rules of Assembly*

Unless otherwise stated in these Bylaws or in a Policy approved by The Board, the body of rules governing the proceedings of the Deliberative Assembly shall be as prescribed by the current edition of Robert's Rules of Order Newly Revised (RONR).

Deliberative Assembly refers to any meeting of The Board, the Board-at-Large, Special Meetings, the Annual Members' Meeting or any meeting designated as an official meeting by The Board.

Section 2 Proxy

VI.2.1 *Assignment of Proxy*

A Director may appoint another Director of The Board as proxy for the purposes of conducting the business of The Group.

VI.2.2 *Registration of Proxy*

Notification of proxy delegation shall be registered by the Director delegating the proxy authority in writing, including electronic mail, with the Secretary of The Board and the VCIG Office for purposes of registration for roll call.

VI.2.3 *Power of Proxy*

Proxy representation shall be considered as presence for the purposes of quorum and vote.

Section 3 Reasonable Notice

VI.3.1 *Definition of Reasonable Notice*

Unless stated otherwise in these Bylaws or Policies, Reasonable Notice shall be deemed to be:

- a) For calling in-person meetings, a minimum period of ten (10) business days shall constitute reasonable notice, provided that two-thirds (2/3) of the Directors of The Board in office indicate within two (2) business days of dispatch of such notice of meeting that they will be able to attend.
- b) For calling meetings convened by electronic communication methods, a minimum period of two (2) business days shall constitute reasonable notice.

Section 4 Quorum and Majority

VI.4.1 *Annual Meeting of the Principal Members*

Should an Annual Meeting be deemed necessary by The Board, notice of the date, time and location of the Annual Meeting shall be given to the Membership no later than ninety (90) days before the date of the Annual Meeting.

VI.4.2 *Electronic Vote by the Principal Members*

A majority vote of the Principal Members, by means of electronic communication technology, shall be deemed reached when more than half of the responses from Principal Members support or reject a motion when the voting deadline has been reached. A quorum of Principal Members having exercised their right of vote is not essential to support the authority of the results of such vote.

VI.4.3 *Assemblies of The Board and the Board-at-Large*

- a) When Members of The Board gather in-person either in Executive Sessions or with the Board-at-Large, a quorum shall be deemed reached when more than half of the Directors in office are present.
- b) A majority vote requires that more than half of the assembled Directors, present and voting, support or reject a motion. Unless stated otherwise in these Bylaws or Policies, such majority vote shall be sufficient to conduct the business of The Group.

VI.4.4 *Electronic Vote by The Board*

The Board has the authority to approve Policies validating the processes and rules therein to implement methods of electronic vote, by means of electronic communication technologies, to carry out the business of The Group when in-person meetings of The Board are not convened.

Section 5 Meetings of The Board

VI.5.1 *In-Person Meetings*

Members of The Board shall convene for in-person meetings to conduct the business of The Group. The number of in-person meetings in an Administrative Cycle shall be at the discretion of The Board; further, The Board may invite persons of interest whose knowledge or attendance is deemed relevant to the proceedings.

VI.5.2 *Expenses Reimbursement*

Expenses for in-person meetings, and any VCIG-related expenses, shall be reimbursed according to the current Policy approved by The Board.

VI.5.3 *Regular Meetings*

Members of The Board shall convene via electronic communication technologies to conduct the business of The Group. The Board may invite persons of interest whose knowledge or attendance is deemed relevant to the proceedings.

Section 6 Special Meetings

VI.6.1 *Call for a Special Meeting*

Special Meetings may be called at any time by the President, the Vice President or by two (2) or more Members of The Board or by two (2) or more Members. The Secretary of The Board or the VCIG Office shall provide reasonable notice of the date and time of the Special Meeting as well as organize for the electronic communication method that will be used to conduct the meeting. Notice of the Special Meeting shall specify the purpose or purposes of the meeting and no business other than the stated purpose or purposes may be transacted during such meeting.

Section 7 Committees

VI.7.1 *Composition of the Committees*

The President shall appoint the Chairs of the Committees, shall recommend to The Board the members of each Committee and may assign members to Committees that require more representation.

VI.7.2 *Standing Committees*

The Group's business shall be conducted by Standing Committees as prescribed by a Policy approved by The Board.

VI.7.3 *Establishment of Standing Committees*

The Board may institute Standing Committees as required, may develop the Committee's mandates and procedures as prescribed in a Policy.

Section 8 Ad Hoc Committees

VI.8.1 *Establishment of Ad Hoc Committees*

The Board may institute Committees to address specific matters as required. The mandate and duration of such Committees shall be at the discretion of The Board.

ARTICLE VII **Amendments to Bylaws and Adoption of Policies**

Section 1 Amendment to Bylaws

VII.1.1 *Amendment to Clarify the Meaning of the Bylaws*

The Board may amend these Bylaws to include changes meant only to clarify the meaning of any part of these Bylaws; such changes shall be submitted for the information of the Principal Members. The notification shall clearly lay out the original text, the proposed changes and an explanation of the intent and impact of such changes. Principal Members shall be given fifteen (15) business days to register any objection to the proposed changes before they come de facto into effect. If any Principal Member registers an objection within the stipulated timeframe, The Board shall submit the proposed changes for vote to the Principal Members as per Article VII, Section 1, paragraph (2).

VII.1.2 *Amendment to change the substance or intent of the Bylaws*

The Board may amend these Bylaws to include modifications meant to adjust the substance or intent of any part of these Bylaws; such modifications shall be submitted for vote to the Principal Members. The notification shall clearly lay out the original text, the proposed changes and an explanation of the intent and impact of such changes. Principal Members shall be given fifteen (15) business days to register a vote; a majority of voting Principal Members in favor of the proposed changes shall be necessary for the motion of change to be deemed carried.

VII.1.3 *Burden of Clarity*

In case of doubt as to the scope of the proposed changes, The Board shall proceed as if the proposed changes are changes to the substance or intent of these Bylaws and call for a vote of the Principal Members as per Article VII, Section 1, Paragraph 2.

Section 2 Policies

VII.2.1 *Adoption of Policies*

The Board may approve Policies to clarify the powers delegated to The Board by these Bylaws. Such Policies shall be for clarification of processes, procedures, methodology, duties, mandates, etc. only and shall not conflict with the letter or the spirit of these Bylaws.

**Article VIII
Dissolution**

VIII.1.1 *Dissolution of Assets*

Dissolution of The Group is proposed and approved by The Board and implemented as per the Charter of Incorporation.