

## ARTICLE I - DEFINITIONS

### For the purpose of these By-laws:

1. A “**Legal Writing Director**” is a person with direct responsibility for the design, implementation, and supervision of a law school’s writing program. The term encompasses such persons even if they share such responsibility with one or more others. The term also encompasses such persons even if the school does not delegate any person a “director.” The term thus encompasses, for example, associate directors and assistant directors, and persons who exercise the requisite responsibility in a “directorless” program.
2. A “**Qualifying Law School**” is one that:
  - (A) is accredited by the American Bar Association,
  - (B) has applied for provisional accreditation by the American Bar Association (regardless of the outcome),
  - (C) is a member of the Association of American Law Schools,
  - (D) has a fee-paid relationship with the Association of American Law Schools,
  - (E) is a Canadian school recognized by the Law Society of the province in which it is located, and thus by the Federation of Law Societies of Canada, or
  - (F) has been granted "Foreign Affiliated Status" by the Association of American Law Schools.
3. “**DIRCON**” is the Internet E-mail discussion list used exclusively by members of this Association. The “**Forum**” is the electronic discussion forum used exclusively by members of this Association.

## ARTICLE II - CORPORATE NAME

1. **Name:** The name of this corporation shall be the Association of Legal Writing Directors.
2. **Synonyms:** For the purpose of these By-laws, "ALWD" and "the Association" are synonyms for the Association of Legal Writing Directors.

## ARTICLE III – PURPOSES

1. **Purposes:** The Association is organized exclusively for charitable, educational, or scientific purposes within the meaning of the Internal Revenue Code, specifically:
  - (A) to organize conferences of legal writing directors for the purpose of improving the educational quality of law school legal writing programs;
  - (B) to advise and assist individual directors in the administration of law school legal writing programs and in other aspects of the work of individual directors;
  - (C) to encourage and facilitate research and publications on subjects unique to the educational responsibilities of legal writing directors;
  - (D) to collect and disseminate data relevant to directing legal writing and research programs; and

(E) to promote rigor in legal analysis, legal writing, and legal research and to improve understanding among legal educators, students, and the bench and bar about the field of legal writing.

2. **Limitations on the Association's Activities:** The Association shall not carry on any activity not permitted to be carried out:
  - (A) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), or
  - (B) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

#### **ARTICLE IV - MEMBERS**

1. **Members and Delegates.** The Association is composed of Members. Some Members are, in addition to being Members, Delegates. All Delegates are automatically Members for as long as they are Delegates.
2. **Rights of a Member.** A Member is entitled to participate in all activities of the Association, including serving and voting on committees, **except** that he or she is entitled to exercise the Rights of a Delegate (Article IV(3)) only if he or she is also a Delegate.
3. **Rights of a Delegate.** A Delegate has, in addition to the Rights of a Member (Article IV(2)), these "**Rights of a Delegate**":
  - (A) to vote (Article IV(9));
  - (B) to serve as an Officer (*see* Article VI(1)); and
  - (C) to serve as a Board Member (*see* Article V(3)).
4. **Membership.** To be a Member, a person must have:
  - (A) Membership Eligibility; and
  - (B) Approval of Membership (Article IV(7)).
5. **Membership Eligibility.** The Association has the following five types of Membership Eligibility:
  - (A) A person has "**Eligibility by Position**" if he or she is a Legal Writing Director (Article I(1)).
  - (B) A person has "**Eligibility by Past Position**" if he or she is a "**Past Director**," which means a person who once was a Legal Writing Director at a qualified law school and who is not presently teaching in a program supervised by another Legal Writing Director (Article I(1)).
  - (C) A person has "**Eligibility by Board Election**" if the Board of Directors has elected him or her as an "**Emeritus Member**." The Board has authority to make such an election as follows:
    - (i) The "Emeritus Member" designation is normally reserved for past ALWD members who have made significant and ongoing

contributions to ALWD and to the academic field of legal research and writing, but have become ineligible for ALWD membership through the mechanisms described in Article IV(5) (A), (B), (D), and (E).

- (ii) A former member may apply for the “Emeritus Member” designation by submitting a nomination application to the president of ALWD by the first day of May of any year. In the alternative, an ALWD member may nominate a former ALWD member by submitting a nomination application by the first day of May. The application must demonstrate that the past member has a continuing desire to remain active in the politics, conversation, and research of the organization.
  - (iii) The president will present the nomination applications for emeritus status to the ALWD Board at the summer meeting. The Board shall vote on the applications or nominations by secret ballot, and a simple majority vote of the ALWD Board will serve to approve the application or nomination. Among other factors, the Board will consider whether the nominated past member has been a prolific scholar, an award recipient, or an exceptional leader within ALWD or the broader legal writing community.
  - (iv) Newly elected “Emeritus Members” will be added to the ALWD membership directory for the upcoming academic year. An “Emeritus Member” need not pay dues and may automatically renew yearly membership in ALWD as long as the member remains interested in the organization. “Emeritus Members” will be specially noted in the membership directory.
  - (v) An “Emeritus Member” may participate as a DIRCON subscriber and may serve on committees. Emeritus status does not confer voting rights.
  - (vi) Persons previously designated “Persons of Stature” by the Board of Directors, as reaffirmed on January 9, 2009, are hereby designated “Emeritus Members.”
- (D) A person has “**Service Eligibility**” if the Board of Directors has conferred such eligibility upon the person. The Board of Directors has authority to confer it on a person who has been duly elected to serve as an Officer or Member of the Board of Directors. Service Eligibility may last only as long as the person remains an Officer or Member of the Board of Directors.
- (E) A person has “**Eligibility by Selection as a Delegate**” if he or she is selected to be a Delegate in accordance these By-laws (Article IV(6)).

## 6. Delegates.

- (A) **Number Per School Per Academic Year.** The Association encourages selection of two Delegates from each qualifying law school for each academic year. In each academic year, the Association may have no more than two Delegates from one school.

**(B) Eligibility.**

A person is eligible for selection as a Delegate if he or she has one of the following four types of Membership Eligibility:

- (i) Eligibility by Position (Article IV(5)(A));
- (ii) Eligibility by Past Position (Article IV(5)(B));
- (iii) Eligibility by Board Election (Article IV(5)(C));
- (iv) Service Eligibility (Article IV(5)(D)). (ii) In addition, a person is eligible for selection as a Delegate if he or she (1) teaches legal writing and (2) has a significant commitment to the Association's mission. A person eligible as a Delegate under this sub-section remains a Member only as long as the person is a Delegate.

**(C) Method of Selection.** A Delegate must be selected as follows.

- (i) **By a Sole Legal Writing Director.** If a qualifying law school has a sole Legal Writing Director (Article I(1)), then he or she is entitled to make the selection.
- (ii) **By Multiple Legal Writing Directors.** If a qualifying law school has multiple Legal Writing Directors (Article I(1)), then they collectively are entitled to make the selection.
- (iii) **By Others.** If a qualifying law school has no Legal Writing Director(s) (Article I(1)), then the Members at the school, if any, are collectively entitled to make the selection.
- (iv) **By Virtue of Service Eligibility.** A Member who has Service Eligibility should serve as a Delegate from his or her school. If such a Member is not selected as a Delegate from the school, however, then the Board of Directors has authority to select the Member as one of the school's Delegates for as long as the person remains an Officer or Member of the Board of Directors.

**7. Membership Process.**

**(A) Membership Application Form.** A person seeking membership shall complete a Membership Application Form, designed by the Secretary, and shall provide on it:

- (i) his or her title;
- (ii) the name of the school at which he or she is employed;
- (iii) a brief description of the school's legal writing program and of his or her responsibilities within the program; and
- (iv) if he or she has Eligibility by Selection as a Delegate (Article IV(5)(E)) a brief description of his or her interest in and commitment to the Association's mission.

**(B) Review.**

- (i) The Secretary shall ensure the applicant satisfies the criteria for ALWD membership and, if the applicant does qualify, shall send notice to the applicant that Approval of Membership shall

be granted upon payment of dues, except Emeritus Members, who need not pay dues.

- (ii) The Secretary may, at his or her discretion, forward a membership application to the Executive Committee for review and action if the Secretary is of the opinion that the applicant does not satisfy the criteria for membership; further, any applicant denied ALWD membership may request of the Secretary that the application be reviewed by the Executive Committee.
- (iii) In cases where eligibility for membership is not clearly decided by this section, the Board of Directors shall decide whether a person is eligible as a member. It is presumed, however, that a person administering an academic support program or a pre-matriculation law school orientation program, or running a writing center, is not eligible for membership based solely on such an administrative role.

(C) **Approval of Membership.** A person obtains Approval of Membership upon completion of the process described in the preceding subsections of Article IV(7), including payment of dues, except Emeritus Members, who need not pay dues.

## **8. DIRCON and the FORUM.**

- (A) The Secretary shall notify the manager of DIRCON and the Forum of any new members who are to be added to DIRCON and the Forum.
- (B) The manager of DIRCON and the Forum may, at his or her discretion, provisionally subscribe an ALWD applicant if the applicant provides prima facie evidence of eligibility for ALWD membership, pending full application and payment of dues for an approved ALWD membership. The List Manager shall forward the relevant information about the applicant to the Secretary for review and action. The Secretary may, at his or her discretion, forward a membership application to the Executive Committee for review and action if the Secretary is of the opinion that the applicant does not satisfy the criteria for membership; further, any applicant denied ALWD membership or subscription rights may request of the Secretary that the application be reviewed by the Executive Committee.
- (C) At least once every fiscal year, the manager of DIRCON and the Forum and the Secretary shall compare the full subscriber list and the ALWD membership rolls to ensure that all persons subscribing are paid members of ALWD. A person eligible for ALWD membership who is delinquent in the payment of dues shall be afforded notice and a reasonable period of time in which to pay dues owed before being removed from the subscriber list. A person who is subscribing to but is reasonably believed to be ineligible for ALWD membership shall be so notified by the manager of DIRCON and the Forum, who shall cancel the person's subscription. Any appeal from such a cancellation may be made to the Executive Committee.

9. **Voting.** When voting occurs, the Association encourages the casting of two votes from each school. Each Delegate is entitled to cast one vote. If a school has only one Delegate, however, then that Delegate is entitled also to cast one additional vote (thereby making a total of two votes).
10. **Annual Meeting of the Association:** The Board of Directors shall determine the time and place of the annual meeting of the Association. Each member shall be entitled to attend the annual meeting.
11. **Membership Voting by Electronic Mail Between Annual Meetings.** A matter shall be put to a membership vote by online voting via electronic mail or the internet whenever the Executive Committee or the Board of Directors determines that the purposes of the Association are best served by a membership vote before the next scheduled annual meeting or whenever the President of the Association receives signed letters or petitions from one-quarter of the members of the Association requesting an online vote on an issue specified in the letters or petitions. The President shall schedule an online vote of the membership to occur over a period of twenty days.

#### **ARTICLE V - BOARD OF DIRECTORS**

1. **Responsibilities of the Board of Directors:** The Board of Directors is responsible for management of the business, property, affairs, and program of the Association.
2. **Number of Directors, Terms of Office:** There shall be nine members of the Board of Directors. The officers of the Association shall be ex-officio members of the Board of Directors with full voting privileges. In addition, the immediate past president shall be an ex-officio member of the Board with full voting privileges.
  - (A) Except for the terms of the initial Board, directors shall be elected to terms of three years, beginning on the first day of August following election, with terms staggered so that approximately one third of the directors are elected each year.
  - (B) A person who has served for two consecutive terms shall not be eligible for election to the Board until one year after the expiration of the second term. For members of the Board of Directors elected or appointed to fill a vacancy under Article V(3) or (6), the first term shall be deemed to be the unexpired term of the predecessor described in Article V(3)(G) and (6)(D), but only if the member is elected or appointed to fill an unexpired term of 23 months or more. It is not obligatory that all vacancies on the Board be filled at any one time.
  - (C) Meetings of the Board of Directors shall be chaired by the President or, in the President's absence, by the President-Elect.
3. **Method of Electing Directors:** Any member of the Association in good standing is eligible to be elected to the Board of Directors.

- (A) Pursuant to Article VIII, the President of the Association shall each year appoint an Elections Committee. By January 15 of each year, the chair of the Elections Committee shall place a notice on DIRCON inviting members of the Association to nominate candidates for election to the Board of Directors.
  - (B) A nomination may be transmitted to the Elections Committee chair in any form, but, to be effective, it must be received by February 15. The Elections Committee shall determine whether each nominated person is eligible. The Elections Committee shall also contact each nominated person to determine whether he or she is willing to serve. The Elections Committee may itself nominate candidates in addition to those nominated by the membership.
  - (C) By March 15 of each year, the Elections Committee shall forward to the President of the Association a list of eligible persons who have been nominated together with statements submitted by those persons. If any member of the Board of Directors has been nominated to be elected as an Officer pursuant to Article VI and if the election of that member as an Officer will result in a vacancy of eleven months or more on the Board of Directors, the Elections Committee shall inform the President. This type of vacancy shall be known as an "Unexpired Term Vacancy."
  - (D) In accordance with Article IV(6), the President shall schedule an electronic mail election to be completed no later than April 1 of each year. For the purpose of the annual elections, the electronic vote may extend beyond the three-day period specified in Article IV(6). The President shall notify the membership of any projected vacancies on the Board of Directors, including any Unexpired Term Vacancies. The President shall also notify the membership that the Board shall fill any Unexpired Term Vacancy with the candidate who receives the next-highest number of votes in accordance with the process described in Article V, Section 6(B).
  - (E) The Elections Committee shall oversee the counting of ballots and shall certify the results to the Secretary. Nominees receiving the largest number of votes shall be deemed elected whether or not they receive a majority of the votes cast. In the event of a tie vote, the Elections Committee shall schedule a run-off election between the nominees who received an equal number of votes on the first ballot. The Elections Committee shall provide seven days notice of any such run-off election.
  - (F) The election candidate who fills an Unexpired Term Vacancy will serve for the unexpired term of the predecessor in accordance with all By-laws governing service of Board Members.
4. **Meeting of the Board of Directors:** The Board of Directors shall meet at least once a year at a time and place to be decided by the Board.
- (A) If the meeting is to be held in September, October, November, January, February, March, or April, the President shall notify the other Board members no fewer than 14 days before the scheduled meeting.
  - (B) If the meeting is to be held in December, May, June, July, or August, the President shall notify the other Board members no fewer than 21 days before the scheduled meeting.

- (C) If a quorum is present, by majority vote, the Board may waive the notice requirements for meetings held in person or by telephone conference call. Notice may be given via electronic mail.
  - (D) The Board shall conduct business through a contemporaneous meeting of the Board, such as a telephone conference call, video conference, or live meeting in which a quorum is present. Preliminary discussions about agenda items may occur via email, but all votes must take place through a contemporaneous meeting of the Board.
5. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The officers and the immediate past president shall be counted towards a quorum. If less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting to another time without further notice. The act of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.
6. **Vacancies:** Except for filling Unexpired Term Vacancies under Article V(3), the Board of Directors may, but need not, fill any vacancy occurring on the Board of Directors.
- (A) Not later than thirty days after the effective date of the vacancy, the Board shall determine by majority vote whether to fill the vacancy.
  - (B) If Board of Directors determines by majority vote to fill the vacancy, the Board shall use the following process:
    - (i) After consulting with the Board of Directors, the President shall offer the vacancy to the next highest vote-getter in the immediately preceding Board of Directors election. "Next highest vote-getter" means the election candidate who (1) received the greatest number of votes in the Board of Directors election but did not receive enough votes to be elected to the Board of Directors but for the existing vacancy and (2) has not already declined an offer to fill the vacancy.
    - (ii) If there is more than one next highest vote-getter, then the Board of Directors shall select by majority vote to extend one of them an offer to fill the vacancy.
    - (iii) After receiving the offer to fill the vacancy, the next highest vote-getter shall have 15 days to accept the offer.
    - (iv) If the first offer made by the Board of Directors using the process described in sections 1 through 3 does not fill the vacancy, the Board of Directors may, but need not, repeat the process in sections 1 through 3 until the vacancy is filled.
  - (C) If the Board of Directors has not filled a vacancy using the process described in sections (B)(1) through (B)(4) within 30 days after extending an offer to fill the vacancy, the vacancy may, but need not, be filled by a membership vote. To be effective, an ALWD member must nominate another ALWD member by sending the name of the nominee to the President, who will convene an electronic vote of the membership pursuant to Article IV(6).



(D) A person selected to fill a vacancy on the Board of Directors under Article V(6) shall serve for the unexpired term of the predecessor in accordance with all By-laws governing service of Board Members.

7. **Compensation:** Directors shall not receive any compensation for their services.
8. **Resignation:** Any director may resign by sending a dated, written resignation to the Secretary.
9. **Removal of a Director:** A director may be removed by either of two methods:
  - (A) a vote of two-thirds of the members of the Board whenever in the judgment of the Board the best interests of the Association would be served by doing so, or
  - (B) an affirmative vote of a simple majority of all members whenever in their judgment the best interests of the Association would be served by doing so.
10. **Executive Committee:**
  - (A) The Executive Committee of the Board of Directors shall be comprised of the Association's President, Immediate Past President, President-Elect, Secretary, and Treasurer, together with two members of the Board to be elected to the Executive Committee for one-year terms by the Board. The Executive Committee shall be chaired by the President of the Association or, in the President's absence, by the President-Elect.
  - (B) The Executive Committee is authorized to act on behalf of the full Board when, in the Committee's view, action is needed before the next scheduled meeting of the Board, provided that the members of the Board are notified in writing within 10 days following any action the Executive Committee takes. This notification may be made by electronic mail.
  - (C) Four members of the Executive Committee shall constitute a quorum.
  - (D) The Executive Committee may conduct business through a contemporaneous meeting of the Committee, such as a telephone conference call, video conference, or live meeting in which a quorum is present. The President shall notify members of the Executive Committee of telephone conference calls or video conference meetings no fewer than 3 business days before the scheduled meeting. The President shall notify members of the Executive Committee of in-person meetings no fewer than 14 days before the scheduled meeting. Notice may be given via electronic mail or telephone. The Executive Committee may waive any notice requirement by a majority vote of those present. The Executive Committee may discuss issues online, but all votes must occur through a contemporaneous meeting of the Committee.

#### **ARTICLE VI - OFFICERS**

1. **Officers:** The officers of the Association shall be the President, the President-Elect, the Secretary, and the Treasurer.

2. **Elections, Terms of Office:** Any member of the Association in good standing at the time of the commencement of the election is eligible to serve as an officer of the Association.
  - (A) A new President-Elect shall be elected annually in the same manner provided in Article V(3) for election to the Board of Directors. At the end of the President-Elect's term, the President-Elect shall automatically become President. The Secretary and Treasurer shall serve three-year terms and be elected in the same manner as provided in Article V(3) for election of the Board of Directors. The terms of office shall begin on the first day of August following election.
  - (B) If the Presidency of the Association becomes vacant at some other time, the President-Elect shall complete the President's term of office and then serve his or her own term as President. Other vacancies among the officers may be filled by a majority vote of the Board of Directors as soon as practical after a vacancy occurs.
  - (C) Each officer shall hold office until a qualified successor has been elected or until death, resignation, or removal pursuant to Article VI(3).
3. **Removal of Officers:** An officer may be removed by either of two methods:
  - (A) a vote of two-thirds of the members of the Board whenever in the judgment of the Board the best interests of the Association would be served by doing so, or
  - (B) an affirmative vote of a simple majority of all the members whenever in their judgment the best interests of the Association would be served by doing so.
4. **Responsibilities and Powers of the President of the Association:**
  - (A) The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Association. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, the President shall discharge all duties incident to the Office of the President and other duties as may be prescribed by the Board of Directors. The President shall preside at meetings of the Board of Directors, the Executive Committee, and the Association as a whole.
  - (B) The President may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws.
5. **Responsibilities and Powers of the President-Elect:**
  - (A) The President-Elect shall assist the President and shall perform duties assigned by the President or by the Board of Directors.

- (B) In the absence of the President or in the event of the President's inability or refusal to act, after delegation of power by the President or after a majority vote of the full Board of Directors, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (C) The President-Elect shall automatically become President at the end of the President's term, as provided in Article VI(2)(A).

**6. Responsibilities and Powers of the Secretary:**

- (A) The Secretary shall perform all duties incident to the Office and other duties assigned by the President or by the Board of Directors.
- (B) The Secretary shall:
  - (i) record the minutes of the meetings of the Board of Directors;
  - (ii) see that notices are duly given as required by law or these By-laws;
  - (iii) keep a register of the post office and electronic mail address of each member as furnished to the Secretary by the member;
  - (iv) approve applications for ALWD membership and, with the DIRCON List Manager, perform membership audits twice every fiscal year; and
  - (v) perform all duties incident to the Office and other duties assigned by the President or the Board of Directors.

**7. Responsibilities and Powers of the Treasurer:**

- (A) The Treasurer shall be the principal accounting and financial officer of the Association.
- (B) The Treasurer shall:
  - (i) maintain books of account for the Association;
  - (ii) have custody of all funds and securities of the Association, being responsible for them and their receipt and disbursement;
  - (iii) perform all duties incident to the Office and other duties assigned by the President or by the Board of Directors; and
  - (iv) if required by the Board of Directors, give a bond for faithful discharge of duties.

**ARTICLE VII – AGENTS**

1. **Agents:** Agents of the Association may include a Corporate Secretary, a List Manager, a Web Site Manager, and any other appointments as may be needed to carry out the purposes of the Association.
2. **Appointment and Terms of Agents:** The President, after consulting with the Executive Committee or the Board of Directors, may appoint any member of the Association who is in good standing to act as an agent of the Association for specific tasks; however, only an Illinois resident may be appointed as Corporate Secretary. All such appointments shall expire at the summer meeting of the Board of Directors. Appointments may be renewed; however, an appointment

may be terminated at any time by the President if such termination is approved by a simple majority of the Board of Directors.

**3. Responsibilities and Powers of a Corporate Secretary:**

- (A) The Corporate Secretary shall be invited to attend and participate in all Board meetings, but shall not have voting privileges and shall not count towards a quorum.
- (B) The Corporate Secretary shall maintain ALWD's status as a tax-exempt, Illinois not-for-profit corporation.
- (C) The Corporate Secretary shall be the custodian of the corporate records and the seal of the Corporation.

**4. Responsibilities and Powers of a List Manager:**

- (A) The List Manager shall maintain DIRCON as an Internet E-mail discussion list open only to members of the Association. The List Manager need not be employed at the law school whose computer center operates the list.
- (B) If the List Manager is not the Secretary, the List Manager shall work with the Secretary to ensure that the Secretary's membership list and the List Manager's DIRCON subscriber list are identical and accurate.

**5. Responsibilities and Powers of a Web Site Manager:** The Web Site Manager shall maintain an Internet web site for the Association, as directed by the President and Board of Directors, working with the officers and agents of the Association.

**ARTICLE VIII – COMMITTEES & EDITORIAL BOARDS**

- 1. Establishment and Composition of Committees:** The President, after consulting with the Executive Committee or the Board of Directors, may establish committees as may be needed to carry out the purposes of the Association. The President shall annually appoint the chair and membership of each committee. Persons who are not members of the Association may serve on committees, but a committee must have a majority of ALWD members.
- 2. Establishment and Composition of Editorial Boards:** The President, after consulting with the Board of Directors, may establish editorial boards for publications approved by the Board of Directors. The method of appointment of board members shall be determined under editorial board procedures and rules approved by the Board of Directors. Persons who are not members of the Association may serve on editorial boards, but an editorial board must have a majority of ALWD members.
- 3. Terms of Office:** All committee appointments expire at the next summer meeting of the Board of Directors, unless the committee is otherwise terminated by the President or the person is otherwise removed from the committee by the President. The terms of office for editorial board appointments shall be determined under editorial board procedures and rules approved by the Board

of Directors, unless the editorial board is otherwise terminated by the Board of Directors or the person is otherwise removed from the editorial board by the Board of Directors.

4. **Quorum and Voting:** Unless otherwise provided in the charge to the committee, a majority of the committee shall constitute a quorum and any act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee. All members of a committee, whether or not members of the Association, may vote within the committee.
5. **Procedures and Rules:** A committee may adopt procedures or rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

#### **ARTICLE IX – INDEMNIFICATION**

The Association shall indemnify any agent of ALWD who is made a party to a lawsuit when he or she acts or has acted reasonably within his or her scope of authority as an agent on behalf of the Association. An agent of ALWD includes any officer, Board member, committee chair, Corporate Secretary, List Manager, Web Site Manager, and any other person granted express authority by a duly authorized vote of the Board or lawfully delegated such authority by an officer. Indemnification under this Section shall include amounts rendered in judgment or paid in settlement together with reasonable expenses, including attorney's fees.

#### **ARTICLE X - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

1. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and this grant of authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by an officer or agent of the Association and in a manner determined by resolution of the Board of Directors.
3. **Deposits:** All funds of the Association shall be deposited from time to time to the credit of the Association in banks, money market funds, mutual funds, or other depositories selected by the Board of Directors.
4. **Gifts:** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Association.
5. **Dissolution:** Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of section

501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code). Any assets not so distributed by the Association itself shall be distributed for the same purposes to qualified organizations by a state court of competent jurisdiction in the county in which the principal office of the organization is then located.

#### **ARTICLE XI - BOOKS AND RECORDS**

1. The Association shall keep correct and complete books and records of account; minutes of the proceedings of the Board of Directors; and, at the registered or principal office, a record giving the names and addresses of the members entitled to vote.
2. All books and records of the Association may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Association shall be January 1 to December 31.

#### **ARTICLE XIII - AMENDMENTS**

1. **Amendment of By-laws:** These By-laws may be amended or repealed by either an affirmative vote of two-thirds of the Board of Directors or by an affirmative vote of a majority of the members. The By-laws may not contain any provisions that would be inconsistent with law or the Articles of Incorporation.
2. **Amendment of Articles of Incorporation:**
  - (A) The Board shall approve all amendments to the Articles of Incorporation.
  - (B) The President and the Secretary shall make all changes to the Articles as directed by the Board and report such changes to ALWD members.

#### **ARTICLE XIV - CONFLICTS OF INTEREST**

1. A member of the Board shall not derive any financial profit or gain, directly or indirectly, by reason of membership on the Board or services to the Board. In August every year, each Board member shall prepare and sign a written statement listing any potential conflicts of interest and send that statement to the Treasurer, who shall circulate all such statements to the Board as a whole.
2. A Board member who discovers at any other time of year that he or she has a potential conflict of interest shall send a supplemental statement to the Treasurer, who shall circulate all such statements to the Board as a whole. A Board member shall disclose to the Board any personal interest in any matter pending before the Board and shall refrain from participating in any decision on such a matter.