

**BYLAWS OF THE
ASSOCIATION OF LEGAL WRITING DIRECTORS**

ARTICLE I - DEFINITIONS

For the purpose of these Bylaws, the following terms have the following meanings:

1. **“Annual Meeting”** means the annual membership meeting required by the Illinois General Not-for-Profit Corporation Act, specifically 805 Ill. Comp. Stat. 105/107.05, as may be amended from time to time.
2. **“Annual Membership Dues”** or **“Dues”** means \$50 for each Member for each Membership Year.
3. **“Association”** or **“ALWD”** means the Association of Legal Writing Directors.
4. **“Board of Directors”** or **“Board”** means the Association’s governing board as described in Article V(2), including the Association’s officers described in Article VI(1).
5. **“Delegate”** means a Member who, for a particular Membership Year:
 - (A) meets the eligibility requirements described in Article IV, Section 5(A) or (B), and
 - (B) has been selected to serve as a Delegate by one of the methods described in Article IV, Section 6(C).
6. **“DIRCON”** means the Internet E-mail discussion list used exclusively by members of this Association.
7. **“Good Standing”** means that a Member has met all membership eligibility requirements for a particular Membership Year, including payment of Annual Membership Dues, if applicable.
8. **“Legal Writing Director”** means a person with direct responsibility for the design, implementation, and supervision of a law school’s writing program even if the person shares that responsibility with one or more others and even if the school does not designate a “director.” The term includes associate directors, assistant directors, and persons who exercise the requisite responsibility in an autonomous or “directorless” program.

9. **“Legal Writing Professional”** means a current professional teacher of legal writing at a Qualifying Law School.
10. **“Member”** means a person who, for a particular Membership Year:
 - (A) meets the eligibility requirements described in Article IV, Section 5(A) or (B),
 - (B) completes each step of the membership process described in Article IV, Section 7, and
 - (C) pays Annual Membership Dues to the Association, except for Emeritus Members, who need not pay Dues.
11. **“Membership Year”** means a twelve-month period beginning at 12:01 a.m. on August 1 and ending at 12:00 midnight the next succeeding July 31.
12. **“Officer”** means a Member who has been elected by the Association’s Delegates to a term of office as enumerated and further described in Article VI, including the Association’s President, President-Elect, Secretary, and Treasurer.
13. **“Qualifying Law School”**
 - (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 accredited by a state accrediting authority,
 - (F) 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
 - (G) has been granted “Foreign Affiliated Status” by the Association of American Law Schools.

ARTICLE II - CORPORATE NAME

The name of this corporation is 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 section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).
2. **Mission.** The Association’s mission is to help Qualifying Law Schools provide excellent instruction in legal analysis, writing, and research, including:
 - (A) enhancing the leadership skills and professional development of Legal Writing Professionals;
 - (B) advocating on behalf of the discipline of legal analysis, writing, and research and its community within the academy and the legal profession, including educational institutions and accrediting authorities;
 - (C) supporting Legal Writing Directors, Legal Writing Professionals, chairs, and others in the administration of legal analysis, writing, and research programs;
 - (D) encouraging and supporting research and scholarship by Legal Writing Directors, Legal Writing Professionals, chairs, and others in the field of legal analysis, writing, and research, as well as its development as a scholarly discipline;
 - (E) improving the quality and rigor of legal education;
 - (F) advancing the analytic, reasoning, and writing abilities of the bench and bar; and
 - (G) promoting inclusion in all enumerated missions and activities of the Association through action, discussion, and collaboration with Members and committees that represent diverse viewpoints within the profession.
3. **Association’s Activities.** To further its mission, the Association will carry out permissible activities, which may include:
 - (A) organizing and sponsoring conferences of Legal Writing Directors, Legal Writing Professionals, and others who support the Association’s mission;

- (B) collecting and disseminating data relevant to administering legal analysis, writing, and research programs, including organization, design, and staffing; and
 - (C) publishing the *ALWD Guide to Legal Citation*, the scholarly journal *Legal Communication & Rhetoric: JALWD*, and other works relevant to the Association's mission.
4. **Limitations on the Association's Activities.** The Association shall not pursue any activity that may not be carried out by:
- (A) 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) an organization to which contributions are deductible from federal income tax 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 also Delegates.
2. **Rights of a Member.**
 - (A) **Voting Rights.** Except as otherwise provided in Section 5(B)(vii) of this Article pertaining to Emeritus Members, a Member may vote on any matter put to a membership vote at the Annual Meeting or by electronic mail between Annual Meetings.
 - (B) **Participation in Activities.** A Member may participate in all activities of the Association described in Article III, including serving and voting on committees, except that a Member may not exercise the Rights of a Delegate (Article IV(3)) unless the Member has been selected as a Delegate by a Qualifying Law School for that Membership Year.
3. **Rights of a Delegate.** In addition to the Rights of a Member (Article IV(2)), a Delegate may:

- (A) vote in elections for Officers and the Board of Directors (Article IV(9));
 - (B) serve as an Officer (*see* Article VI(1)); and
 - (C) serve on the Board of Directors (*see* Article V(3));
4. **Membership.** To be a Member, a person must have:
- (A) Membership Eligibility (Article IV(5)); and
 - (B) Approval of Membership (Article IV(7)(C)).
5. **Membership Eligibility.**
- (A) **Members.** Any Legal Writing Professional is eligible for membership in the Association upon payment of Annual Membership Dues.
 - (B) **Emeritus Members.** Any person not otherwise eligible for membership may apply to the Board of Directors for election as an “Emeritus Member” as defined below. The Board has authority to make such an election as follows:
 - (i) The Emeritus Member designation is normally reserved for a former ALWD Member who has made significant and ongoing contributions to ALWD and to the academic field of legal analysis, writing, and research.
 - (ii) A former ALWD Member may apply for the Emeritus Member designation by submitting a nomination application to the President by the first day of May of any year.
 - (iii) A Member may nominate a former ALWD Member by submitting a nomination application by the first day of May of any year. The nomination application must demonstrate that the former Member has a continuing desire to remain active in mission and activities of the Association described in Article III
 - (iv) The President shall present the nomination application(s) for Emeritus Member designation at the Board’s summer meeting. The Board shall vote on the applications or nominations by secret ballot. Designation of an applicant or nominee as an Emeritus Member requires a simple majority vote of the Board. Among other factors, the Board shall consider whether the applicant or nominee has been a prolific scholar, an award recipient, or an exceptional leader within ALWD or the

broader legal writing community.

- (v) An Emeritus Member need not pay Dues and may automatically renew membership as long as the Emeritus Member remains interested in the Association’s mission and activities. The Secretary shall add newly elected Emeritus Members to the membership roll effective with the next succeeding Membership Year. The membership roll for any Membership Year shall specifically identify Emeritus Members who have elected to renew membership in the Association.
- (vi) An Emeritus Member may subscribe to DIRCON and may serve on committees. Emeritus Member status does not confer voting rights, either in elections for Officers and the Board of Directors (Article IV(9)) or on any matter put to a membership vote (Article IV(10), (11)), unless the Emeritus Member has been selected as a Delegate for the Membership Year in which the vote occurs. An Emeritus Member who has been selected as a Delegate by a Qualifying Law School for any Membership Year may vote in elections for Officers and Board Members during that Membership Year.
- (vii) Persons previously designated “Persons of Stature” by the Board of Directors, as reaffirmed on January 9, 2009, are hereby designated Emeritus Members.

6. Delegates.

- (A) **Number Per Qualifying Law School Per Membership Year.** The Association encourages selection of two Delegates from each Qualifying Law School for each Membership Year. A Qualifying Law School may designate no more than two Delegates for each Membership Year.
- (B) **Eligibility.** Any Member is eligible for selection as a Delegate.
- (C) **Method of Selection.** A Qualifying Law School shall select its Delegates for any Membership Year as follows:
 - (i) **By a Sole Legal Writing Director.** If a Qualifying Law School has a sole Legal Writing Director, then the Legal Writing Director shall make the selection.

- (ii) **By Multiple Legal Writing Directors.** If a Qualifying Law School has multiple Legal Writing Directors, then the Legal Writing Directors shall collectively make the selection.
 - (iii) **By Others.** If a Qualifying Law School does not have a Legal Writing Director, then the School's Members, if any, shall collectively make the selection.
 - (iv) **By Election as Officer or Board Member.** Notwithstanding anything to the contrary in these Bylaws, a Member who has been elected as either an Officer or Board member must serve as one of the two Delegates from the Member's Qualifying Law School for as long as the Member serves as Officer or Board member.
- (D) **Annual Notice of Delegate Designation.** Not later than October 1 of each Membership Year, each Qualifying Law School shall notify the ALWD Secretary identifying the names and contact information for each of the Delegates selected to represent the School during that Membership Year. The Secretary shall maintain an accurate list of Delegates selected by each Qualifying Law School for each Membership Year. The President or the President's designee shall use the Secretary's official Delegate roll to distribute and count ballots for the election of Officers and Board members for the next succeeding Membership Year (Article IV(9)).

7. **Membership Process.**

- (A) **Membership Application.** A person seeking membership in the Association shall complete a Membership Application, designed by the ALWD Secretary, including:
- (i) the applicant's title;
 - (ii) the name of the Qualifying Law School at which the applicant is employed;
 - (iii) a brief description of the School's legal writing program and the applicant's responsibilities within the program;
 - (iv) a brief statement affirming the applicant's interest in and commitment to the Association's purposes, mission, and activities (Article III); and
 - (v) payment of Annual Membership Dues.

- (B) **Review of Membership Application.**
 - (i) The Secretary shall review the membership application to ensure the applicant is eligible for ALWD membership consistent with Section 5(A) of this Article.
 - (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 is not eligible for membership. Any applicant denied membership may request review of the Secretary's decision by the Executive Committee.
 - (iii) If eligibility for membership is not clearly decided by the process described in this section, the Board of Directors shall decide by simple majority vote whether the applicant is eligible for membership. The Board's decision on the matter is final.
- (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 Annual Membership Dues, except Emeritus Members, who need not pay Dues.
- (D) **Emeritus Members.** An applicant who is determined ineligible for membership under Section 5(A) of this Article may apply to the Board for election as an Emeritus Member, subject to the eligibility requirements enumerated in Section 5(B) of this Article.

8. DIRCON.

- (A) Upon Approval of Membership as described in Section 7(C) of this Article or as soon thereafter as practicable, the Secretary shall notify the Manager of DIRCON with the name and email address of any new Member who is to be added to DIRCON.
- (B) The Manager of DIRCON may, at his or her discretion, provisionally subscribe an applicant for membership who provides prima facie evidence of eligibility for membership, pending Membership Application, Approval of Membership, and payment of Annual Membership Dues as described in Section 7(A)-(C) of this Article. The DIRCON 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 is not eligible for membership. Any applicant denied membership or subscription rights may request review by the Executive Committee as provided in Section 7(B)(ii) of this Article. If the applicant is denied membership, the Secretary shall notify the applicant and the DIRCON Manager, who shall terminate the applicant's provisional subscription to DIRCON

(C) At least once every Membership Year, the Manager of DIRCON and the Secretary shall compare the DIRCON subscriber list with the ALWD membership roll to ensure that all subscribers are Members for the current Membership Year. A Member who is delinquent in the payment of Annual Membership Dues for any Membership Year shall be afforded notice and a reasonable period of time in which to pay Dues owed before removal from the subscriber list. If the DIRCON Manager reasonably believes a DIRCON subscriber is ineligible for membership, the DIRCON Manager shall notify the subscriber and shall cancel the subscription. Any former subscriber may appeal a cancellation to the Executive Committee as provided by Section 7(B)(ii) of this Article.

9. **Voting in Elections for Officers and Board of Directors.** The Association encourages each Qualifying Law School to cast two votes in each election for Officers and Board members. Each Delegate may cast one vote for each open Officer or Board of Directors position. If a Qualifying Law School has selected only one Delegate, that Delegate may cast one additional vote for each open Officer and Board of Directors position (thereby making a total of two votes for that Qualifying Law School).
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 may attend the Annual Meeting and may vote on any matter put to a vote of the membership, except that Emeritus Members are ineligible to vote on those matters as provided by Section 5(B)(vi)
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 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 not less than twenty calendar days. The President, or an Officer or Board member designated by the President, shall send electronic mail ballots to each Member in Good Standing, except Emeritus Members, who are ineligible to vote on those matters as provided by Section 5(B)(vi)

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.
 - (E) The President shall post the meeting agenda on the DIRCON listserv no later than 48 hours before a scheduled Board meeting. When the Board has a live meeting in a single location, any ALWD member may attend unless the Board meets in executive session as provided by subdivision (F) of this section. The President may invite any person to attend any Board meeting or a portion of any Board meeting.
 - (F) The Board may meet in executive session when discussing legal issues affecting ALWD, negotiations between ALWD and a person or another organization, or matters affecting any person's privacy.
 - (G) The Board shall make available to any ALWD member copies of meeting minutes, financial documents, and resolutions within a reasonable time after the ALWD member requests them, except for documents containing material that the President reasonably determines would justify meeting in executive session for a purpose listed in subdivision (F) of this section. If practical, the President or another officer may release the document to the ALWD member after redacting the material.
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. (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. (iii) After receiving the offer to fill the vacancy, the next highest vote-getter shall have 15 days to accept the offer.
 - iv. (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.