

**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. **“Agent”** means any Officer, Board member, chair of an Association committee, Registered Agent, List Manager, Website Manager, or any other person to whom the Board or any Officer grants or delegates authority, consistent with these Bylaws, to carry out the purposes of the Association.
2. **“Annual Meeting”** means the Association’s annual membership meeting required by the Illinois General Not for Profit Corporation Act, specifically 805 Ill. Comp. Stat. 105 *et seq.*, as the Act may be amended from time to time.
3. **“Annual Membership Dues”** or **“Dues”** means \$50 per membership year unless the Board otherwise determines.
4. **“Association”** or **“ALWD”** means the Association of Legal Writing Directors.
5. **“Board of Directors”** or **“Board”** means the Association’s governing board as described in Article V, Section 2, including Officers and the Immediate Past President.
6. **“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).
7. **“DIRCON”** means the electronic mail discussion list used exclusively by Members.
8. **“DIRCON List Manager”** or **“List Manager”** has the meaning assigned in Article VII, Section 1(A)(ii).
9. **“Election Committee”** has the meaning assigned in Article V, Section 3(a)(i).
10. **“Emeritus Member”** has the meaning assigned in Article IV, Section 5(B).

11. **“Executive Committee”** has the meaning assigned in Article V, Section 10(A).
12. **“Good Standing”** means that a Member has met all membership eligibility requirements for a particular Membership Year.
13. **“Legal Writing Director”** means a person with direct responsibility for the design, implementation, and supervision of a Qualifying Law School’s legal 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, chairs, and persons who exercise the requisite responsibility in an autonomous or “directorless” program.
14. **“Legal Writing Professional”** means a current professional teacher of legal writing at a Qualifying Law School.
15. **“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 Annual Membership Dues.
16. **“Membership Year”** means a twelve-month period beginning at 12:01 a.m. on August 1.
17. **“Nominees”** has the meaning assigned in Article V, Section 3(E).
18. **“Officer”** means a Member who has been elected by the Delegates to a term of office as described in Article VI, including the President, President-Elect, Secretary, and Treasurer.
19. **“Qualifying Law School”** or **“School”** means a law school 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 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.
20. **“Unassigned Term Vacancy”** has the meaning assigned in Article V, Section 3(ii).
21. **“Website Manager”** has the meaning assigned in Article VII, Section 1(A)(ii).

ARTICLE II - CORPORATE NAME

The name of this corporation is the Association of Legal Writing Directors.

ARTICLE III - MISSION AND ACTIVITIES

1. Mission.

- (A) **Nature of Mission.** The Association’s mission is to help each Qualifying Law School provide excellent instruction in legal analysis, writing, and research, including:
- (i) enhancing the leadership skills and professional development of Legal Writing Professionals;
 - (ii) 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;
 - (iii) supporting Legal Writing Directors, Legal Writing Professionals, and others in the administration of legal analysis, writing, and research programs;
 - (iv) encouraging and supporting research and scholarship by Legal Writing Directors, Legal Writing Professionals, and others in the field of legal analysis, writing, and research, as well as developing legal analysis, writing, and research as a scholarly discipline;
 - (v) improving the quality and rigor of legal education; and
 - (vi) advancing the analytic, reasoning, and writing abilities of the bench

and bar.

- (B) **Diversity, Equity, and Inclusion.** The Association's mission requires promoting diversity, equity, and inclusion in each of the activities listed in Article III, Section 2.
2. **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.
3. **Limitations on 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. **Classes of Members.** There are three classes of members: general members, emeritus members, and member delegates.
2. **Rights of a General Member.**
 - (A) **Voting Rights.** Except as otherwise provided in Section 5(B)(iii) 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 each Annual Meeting.
 - (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 shall not exercise the rights of a

Delegate (Section 3 of this Article) 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 (Section 2 of this Article), a Delegate may
 - (A) vote in elections for Officers and the Board (Section 9 of this Article);
 - (B) vote to remove Board members (Article V, Section 9) or Officers (Article VI, Section 3);
 - (C) serve as an Officer (Article VI, Section 2); and
 - (D) serve on the Board (Article V, Section 3).
4. **Membership.** To be a Member, a person must have
 - (A) membership eligibility (Section 5 of this Article); and
 - (B) approval of membership (Section 7(C) of this Article).
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 in the Association may apply to the Board for election as an “Emeritus Member.” The Emeritus Member designation is normally reserved for a former Member who has made significant and ongoing contributions to the Association and to the academic field of legal analysis, writing, and research.
 - (i) **Election.** The Board may elect an Emeritus Member as follows:
 - a) **Application.** A former Member may apply for the Emeritus Member designation by submitting a nomination application to the President.
 - b) **Nomination.** A Member may nominate a former Member for Emeritus Member designation by submitting a nomination application to the President. The nomination application must demonstrate that the former Member has a continuing desire to remain active in the mission and activities of the Association described in Article III.

- c) **Vote.** The President shall present the nomination application(s) for Emeritus Member designation at the next meeting of the Board. The Board shall vote on the applications or nominations. 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 the Association or the broader legal writing community.
- (ii) **Dues, Membership Roll.** An Emeritus Member need not pay Annual Membership Dues and may automatically renew membership as long as the Emeritus Member remains dedicated to 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 Secretary shall cause the membership roll for any Membership Year to identify each Emeritus Member who has elected to renew membership in the Association.
- (iii) **Rights.** An Emeritus Member may subscribe to DIRCON and may serve on Association committees. Emeritus Member status does not confer voting rights, either in elections for Officers and the Board (Section 9 of this Article) or on any matter put to a membership vote (Sections 10 and 11 of this Article), 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 for any Membership Year may vote in the election for Officers and Board members and on any matter put to a membership or Delegate vote during that Membership Year.
- (iv) **Persons of Stature.** Persons previously designated "Persons of Stature" by the Board, 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 each Qualifying Law School to select not 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 by one of the following methods:
- (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 shall serve as one of the two Delegates from the Member's Qualifying Law School for as long as the Member serves as an 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 Secretary of the names and contact information for each Delegate selected to represent the School during that Membership Year. The Secretary shall maintain an accurate list of each Delegate selected 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 (Section 9 of this Article).

7. **Membership Process.**

- (A) **Membership Application.** A person seeking membership in the Association shall complete a membership application, designed by the Secretary, including
- (i) the applicant's title;
 - (ii) the name of the Qualifying Law School at which the applicant is employed; and
 - (iii) Annual Membership Dues, or information sufficient to allow the Association to process payment of the applicant's Dues.

- (B) **Review of Membership Application.**
- (i) **Secretary's Initial Review.** The Secretary shall review the membership application to ensure the applicant is eligible for Association membership consistent with Section 5(A) of this Article. The Secretary shall approve the membership of eligible applicants.
 - (ii) **Executive Committee's Review.** The Secretary may forward a membership application to the Executive Committee for review and action if the Secretary determines that the applicant is not eligible for membership. Any applicant denied membership by the Secretary based on information in the membership application may request review by the Executive Committee.
 - (iii) **Board's Final Review.** If eligibility for membership is not clearly decided by the process described in this Section, the Board 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 Section 7 of this Article including payment of Annual Membership Dues, except that Emeritus Members 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) **Subscription of Members.** Upon approval of membership as described in Section 7(C) of this Article or as soon thereafter as practicable, the Secretary shall provide the DIRCON List Manager with the Member's name and electronic mail address. The List Manager shall promptly subscribe the Member to DIRCON.
- (B) **Updating Subscriber List.** At least once each Membership Year, the List Manager and the Secretary shall compare the DIRCON subscriber list with the Association membership roll to ensure that all subscribers are Members for the current Membership Year.
- (C) **Delinquent Membership Dues.** If any Member is delinquent in paying Annual Membership Dues for any Membership Year, the DIRCON List

Manager shall notify the Member and allow reasonable time to pay delinquent Annual Membership Dues before removing the Member from the subscriber list.

(D) **Ineligible Subscribers.** If the List Manager reasonably believes a subscriber is ineligible for membership, the List Manager shall notify the subscriber and shall cancel the subscription. Any former subscriber may appeal the List Manager's cancellation decision by requesting review as provided by Section 7(B) of this Article.

9. **Voting in Elections for Officer and Board Positions.** The Association encourages each Qualifying Law School to cast two votes in the annual election to fill each open Officer or Board position. A Delegate may cast one vote for each open Officer or Board position. If a Qualifying Law School has only one Delegate for the Membership Year in which the election is held, that Delegate may cast two votes for each open Officer or Board position.

10. **Annual Meeting.** The Board shall determine the time and place of the Annual Meeting and shall adopt a resolution stating the time, place, and agenda for the Annual Meeting. 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 generally ineligible to vote on those matters except as provided by Section 5(B)(iii) of this Article.

11. **Membership Voting by Electronic Mail or the Internet.**

(A) **When Permitted or Required.** Under either of the following circumstances, the President shall arrange for electronic mail or internet voting by each Member eligible to vote on such matters as provided by Sections 2 and 5 of this Article. To the extent this Section is inconsistent with Article V, Section 9(B), or Article VI, Section 3(B), pertaining to removal of Board members and any Officer, respectively, the latter provisions supersede this Section.

(i) **Call by Board or Executive Committee.** If the Board or Executive Committee determines that the purposes of the Association are best served by holding a membership vote before the next scheduled Annual Meeting, the Board or Executive Committee may put a matter to a membership vote by electronic mail or the internet.

(ii) **Call by Petition.** If the President receives signed letters or petitions from at least one-quarter of the Members eligible to vote requesting a membership vote on an issue specified in the letters or petitions, the President shall put the matter to a membership vote by

electronic mail or the internet.

- (B) **Procedure for Electronic Mail or Internet Voting.** The President, or an Officer or Board member designated by the President, shall send electronic mail ballots to each Member in Good Standing who is eligible to vote on matters put to a membership vote.
- (C) **Duration of Electronic Mail or Internet Voting.** Any membership voting by electronic mail or the internet shall occur over a period of not less than twenty calendar days.

ARTICLE V - BOARD OF DIRECTORS

1. **Board's Responsibilities.** The Board is responsible for managing the Association's business, property, affairs, and programs.
2. **Board Composition and Terms.** The Board has nine members. The Officers and the Immediate Past President are ex-officio Board members with full voting privileges.
 - (A) **Terms.** Each Board member is elected to a term of three years, beginning at 12:01 a.m. on August 1 immediately following election. Board member terms are staggered so that approximately one third of the Board members are elected each Membership Year.
 - (B) **Term Limits.** A Board member who has served for two consecutive full terms may not stand for re-election to the Board until one year elapses after the Board member's second consecutive full term expires. If a Board member is elected or appointed to fill a vacancy under Article V, Sections 3 or 6, for which the unexpired term is twenty-three months or more, the unexpired term counts as a full term for purposes of this subsection.
3. **Method of Electing Board Members.** Any Member in Good Standing is eligible for election to the Board.
 - (A) **Election Committee.**
 - (i) **Appointment.** Pursuant to Article VIII, Section 1, the President shall appoint an election committee each year ("Election Committee").

- (ii) **Duty with Respect to Unexpired Term Vacancy.** An “Unexpired Term Vacancy” occurs when a Board member has been nominated for election as an Officer pursuant to Article VI, Section 2, and the Board member’s election as an Officer would result in a Board vacancy of eleven months or more. The Election Committee shall inform the President of any anticipated Unexpired Term Vacancy.

- (B) **Notice of Projected Vacancies.** The Election Committee shall notify all Members of the number of projected vacancies on the Board, including any anticipated Unexpired Term Vacancy. The Election Committee shall notify all Members that the Board shall fill any Unexpired Term Vacancy by appointing the Nominee who receives the next-highest number of votes according to the process described in Section 6(B) of this Article.

- (C) **Form and Timing of Nominations.** No later than January 15 of each year, the Election Committee shall place a notice on DIRCON inviting Members to nominate candidates for election to the Board. A Member may transmit a nomination to the Election Committee in any form. A nomination is effective only if the Election Committee receives it on or before 11:59 pm on February 15. The Election Committee may nominate a Member for election to the Board. The Election Committee shall determine whether each nominated person is eligible for election and shall contact each nominated person to determine the person’s willingness to serve.

- (D) **Electronic Votes.** The Election Committee, in consultation with the President, shall schedule an electronic mail or internet election (Article IV, Section 11) to fill Board vacancies. The vote shall occur over a period not less than twenty calendar days and be concluded no later than May 1.

- (E) **List of Eligible Nominees.** When voting begins, the Election Committee shall forward to all Members a list of eligible Members who have been nominated for election to the Board (“Nominees”), together with personal statements submitted by the Nominees, if any.

- (F) **Ballot Counting and Results.** The Election Committee shall oversee the counting of ballots and shall certify the results to the Secretary. Nominees who receive the largest number of votes are elected to three-year terms, whether or not each Nominee receives a majority of the votes cast. In a tie vote, the Election Committee shall schedule a run-off election between the Nominees who received an equal number of votes

on the first ballot. The Election Committee shall notify all Delegates at least seven days before any run-off election.

- (G) **Duration of Unexpired Term Vacancy.** The Nominee who fills an Unexpired Term Vacancy shall serve for the unexpired term according to all Bylaws provisions governing service on the Board.

4. **Board Meetings.** The Board shall meet at least once each Membership Year at a time and place determined by the Board. The President shall chair Board meetings. In the President's absence, the President-Elect shall chair Board meetings. The Board may hold meetings in person, by video conference, or by conference call. The following requirements apply to all Board meetings, whether in person, by video conference, or by conference call:

- (A) **Advance Notice.** The President shall notify Board members at least 21 days in advance of any scheduled meeting. The President may provide notice by electronic mail.
- (B) **Waiver of Notice.** If a quorum is present, the Board may waive any notice requirement for any Board meeting.
- (C) **Contemporaneous Meetings.** The Board prefers to conduct business through a contemporaneous meeting of the Board members at which a quorum is present, such as a telephone conference call, video conference, or in-person meeting. The Board may hold preliminary discussions about agenda items by electronic mail, but the Board may vote only through a contemporaneous meeting of the Board members.
- (D) **Exceptions to the Contemporaneous Meeting.** The President may call for discussion and vote via electronic mail from time-to-time for matters that, in the President's discretion, require Board action prior to the next scheduled Board meeting.
- (E) **DIRCON Posting.** The President shall post the meeting agenda on DIRCON not less than forty-eight hours before a scheduled Board meeting.
- (F) **Eligibility to Attend.** When the Board has a live meeting in a single location, any Member may attend unless the Board meets in executive session as provided by Section 4(G) of this Article. The President may invite any person to attend any Board meeting or any portion of a Board meeting.
- (G) **Executive Session.** The Board may meet in executive session to discuss legal issues affecting the Association, negotiations between the

Association and a person or another organization, or matters affecting any person's privacy.

(H) **Copies of Minutes, Financial Documents, and Resolutions.** The Board shall make available to any Member copies of meeting minutes, financial documents, and resolutions within a reasonable time after the Member's request, except any document containing material that the President reasonably determines would justify a Board meeting in executive session for a purpose listed in Section 4(G) of this Article. If practical, the President or another Officer may release the document to the Member after redacting such material.

5. **Quorum.** A majority of the Board constitutes a quorum for the transaction of business at any Board meeting. The Officers and the Immediate Past President count towards a quorum. If less than a majority of the Board is present at a meeting, a majority of the Board members present may adjourn the meeting to another time without further notice. The act of a majority of the Board members at a Board meeting at which a quorum is present qualifies as an act of the Board.

6. **Vacancies.** The Board may fill any vacancy on the Board by appointment but need not fill all vacancies at one time. Except as otherwise provided by Section 3 of this Article for any Unexpired Term Vacancy, the following procedures apply:

(A) **Determination to Fill Vacancy.** Within thirty calendar days after the effective date of the vacancy, the Board shall determine whether to fill the vacancy by appointment.

(B) **Appointment Procedure.** To fill a vacancy by appointment, the President, after consulting the Board, shall offer the vacancy to the unsuccessful Nominee in the immediately preceding Board election who received the greatest number of votes among all unsuccessful Nominees.

(i) If two or more unsuccessful Nominees received the greatest number of votes, the Board shall select one of them to fill the vacancy by appointment.

(ii) After the President extends an offer to fill the vacancy by appointment, the Nominee shall accept or decline the appointment within fifteen calendar days.

(iii) If the Nominee declines the appointment, the President shall promptly notify the Board. The Board may repeat the process outlined in Section 6(B) of this Article until the vacancy is filled by appointment.

- (C) **Election Procedure.** If the Board has not filled the vacancy by appointment using the process described in Section 6(B) of this Article within thirty days after the President extends the last offer authorized by the Board to fill the vacancy by appointment, the Board may hold an open election to fill the vacancy by causing the Election Committee to notify all Members of the election. Any Member may nominate a Member in Good Standing for election by sending the name of the nominee to the Election Committee within fifteen calendar days after the Election Committee notifies Members of the open election. At the close of the nomination period, the Election Committee shall convene an electronic mail or internet vote as provided by Article IV, Section 11.
- (D) **Term.** A Member selected by appointment or election to fill a Board vacancy under this Section shall serve for the remainder of the predecessor's unexpired term.
7. **Compensation.** The Association shall not compensate any Board member for service to the Association.
8. **Resignation.** A Board member may resign by sending a dated letter of resignation to the Secretary.
9. **Removal of Board Members.** The Association may remove Board members in accordance with 805 Ill. Comp. Stat. 105/108.35, as it may be amended from time to time. If the Board determines, by a two-thirds majority vote of the Board members present and voting, that a Board member's removal is in the Association's best interests, the Board shall call for a vote on the Board member's removal. The vote shall occur by the following method:
- (A) **Method of Removal.** Only Delegates may vote to remove a Board member. Each Delegate may cast one vote for or against the removal of a Board member. If a Qualifying Law School has only one Delegate, that Delegate may cast two votes for that Qualifying Law School. The Board member is removed if at least two-thirds of Delegates casting votes by electronic mail or the internet vote to remove the Board member. The Election Committee shall oversee the counting of ballots and shall certify the results to the Secretary.
- (B) **Electronic Mail or Internet Voting.** The Association shall hold a vote to remove a Board member by electronic mail or the internet (Article IV, Section 11). The Board shall ensure that the vote occurs over a period of not less than twenty calendar days from the date the ballot is delivered to Delegates. The Board shall ensure that the notice of the vote state that the purpose is to remove one or more Board members named in the notice.

At least twenty calendar days before the ballot is scheduled to be delivered to Delegates, the Board shall provide the Board member(s) at issue a statement setting out the reason(s) for the desired removal and provide the date on which the ballot is scheduled to be delivered to Delegates. Not less than five calendar days before the ballot is scheduled to be delivered to Delegates, the Board member(s) at issue may submit a statement to the Board rebutting the Board's reasoning.

10. **Executive Committee.**

- (A) **Composition.** The Executive Committee of the Board includes the President; Immediate Past President; President-Elect; Secretary; Treasurer; and two Board members, each elected by the Board to a one-year term. The President, or in the President's absence the President-Elect, shall serve as chair of the Executive Committee.
- (B) **Authority to Act and Post-Meeting Notice.** The Executive Committee may act on behalf of the Board if the Executive Committee determines that any action is needed before the next scheduled Board meeting. The President shall notify Board members in writing or by electronic mail within ten calendar days following any Executive Committee action.
- (C) **Quorum.** Four members of the Executive Committee constitute a quorum.
- (D) **Notice of Meetings.** The President shall notify Executive Committee members by electronic mail of any telephone conference call or video conference meeting at least three business days before the scheduled meeting. The President shall notify Executive Committee members by electronic mail of any in-person meeting at least fourteen business days before the scheduled meeting. The Executive Committee may waive any notice requirement by a majority vote.
- (E) **Voting at Meetings.** The Executive Committee shall conduct business by majority vote at a contemporaneous meeting of its members. The Executive Committee may discuss issues by electronic mail in advance of voting at a contemporaneous meeting. The Executive Committee shall not act on the Board's behalf on any matter for which the Bylaws require a Board vote of more than a simple majority.

ARTICLE VI - OFFICERS

- 1. **Officers.** The Officers are the President, the President-Elect, the Secretary, and the Treasurer.

2. **Elections, Terms of Office.** Any Member in Good Standing at the time the election commences is eligible to serve as an Officer. In any Membership Year in which an Officer's term is due to expire, the Election Committee shall notify all Members of the upcoming vacancy. The Association shall fill any vacancy for an Officer position in the same manner provided by Article V, Section 3, for Board member vacancies. The Election Committee shall list on the election ballot the names of all nominees for any office for which the incumbent's term is due to expire at the end of the Membership Year in which the election is held.
- (A) **Terms.** An Officer's term of office begins at 12:00 a.m. on August 1 following the election. Each Officer holds office until the term of a qualified successor commences or until the Officer's death, resignation, or removal pursuant to Section 3 of this Article. The Secretary and Treasurer each serves a three-year term, which need not be coterminous. At the end of the President-Elect's one-year term, the President-Elect automatically becomes President for the following Membership Year.
- (B) **Vacancies Before Term Expires.** If the office of the President becomes vacant, the President-Elect shall immediately succeed to and complete the predecessor's unexpired term. Immediately after completing the predecessor's term, the former President-Elect shall also serve an additional one-year term as President. The President shall fill other vacancies among the Officers as soon as practical after a vacancy occurs. The President, after consulting the Board, may fill an Officer vacancy by appointing a current Board member to serve the remainder of the predecessor's unexpired term. Alternatively, the President may fill an Officer vacancy in the same manner provided by Article V, Section 6(B)-(D) for Board member vacancies.
3. **Removal of Officers.** The Association may remove any Officer in accordance with 805 Ill. Comp. Stat. 105/108.55, as it may be amended from time to time. If the Board determines, by a two-thirds majority vote of the Board members casting votes, that an Officer's removal is in the Association's best interests, the Board shall call for a vote on the Officer's removal by one of the methods specified in this Section. The Board may choose, by a two-thirds majority vote of the Board members casting votes, which of these two methods to employ.
- (A) **Removal by Board Vote.** An Officer is removed if at least two-thirds of the Board members casting votes vote to remove the Officer.
- (B) **Removal by Delegate Vote.** An Officer is removed by vote of the Delegates by the same method as described by Article V, Section 9.
4. **Responsibilities and Powers of the President.**
- (A) **General Duties.** The President

- (i) is the Association's principal executive officer;
 - (ii) is in charge of the Association's business and affairs, subject to the direction and control of the Board;
 - (iii) shall cause the Board's resolutions and directives to be carried into effect, except when the Board assigns that responsibility to some other person or committee;
 - (iv) shall preside at meetings of the Board, the Executive Committee, and the Members; and
 - (v) shall generally discharge all duties incident to the office of the President and any other duties the Board may prescribe.
- (B) **Execution of Legal Documents.** The President shall execute for the Association any contract, deed, mortgage, bond, or other instrument the Board has authorized to be executed, except when the Board or these Bylaws
- (i) expressly delegate the authority to execute to another Officer or Agent; or
 - (ii) expressly prescribe a different mode of execution.

5. **Responsibilities and Powers of the President-Elect.**

- (A) **General Duties.** The President-Elect shall assist the President and shall perform any other duties assigned by the President or by the Board.
- (B) **Delegation of Power.**
- (i) **Methods of Delegation.**
 - a) **By the President.** If the President anticipates being temporarily unable or unavailable to perform the duties and powers of the President's office, the President may delegate the President's duties and powers to the President-Elect during the President's inability or unavailability.
 - b) **By the Board.** If the President is temporarily unable or unavailable to perform, or refuses to perform, the duties and powers of the President's office, the Board may delegate the President's duties and powers to the President-Elect during the President's inability, unavailability, or refusal.
 - (ii) **President-Elect's Duties and Powers after Delegation.** In the event of delegation of the President's duties and powers under

Section 5(B)(i) of this Article, the President-Elect shall perform the duties of the President. When so acting, the President-Elect shall have all the duties and powers of the President, subject to all restrictions upon the President's duties and powers.

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

- (A) **General Duties.** The Secretary shall perform all duties incident to the office and any other duties assigned by the President or by the Board.
- (B) **Specific Duties.** The Secretary shall
 - (i) record the minutes of Board meetings;
 - (ii) cause notices to be duly provided as required by law or these Bylaws;
 - (iii) keep a register of each Member's post office and electronic mail address as furnished to the Secretary;
 - (iv) approve applications for Association membership as provided by Article IV, Section 7;
 - (v) in consultation with the List Manager, perform membership audits at least once every Membership Year as provided by Article IV, Section 8(B);
 - (vi) have custody of and maintain the corporate records and the seal of the Corporation at the Secretary's principal place of employment; and
 - (vii) perform all duties incident to the Office and other duties assigned by the President or the Board.

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

- (A) **General Duties.** The Treasurer is the Association's principal accounting and financial officer and shall perform all duties incident to the office and any other duties assigned by the President or by the Board.
- (B) **Specific Duties.** The Treasurer shall
 - (i) maintain the Association's books of account;

- (ii) maintain custody of all the Association's funds and securities, including responsibility for their receipt and disbursement as the Board may authorize and direct;
- (iii) file all documents necessary to maintain the Association's status as a tax exempt, Illinois not-for-profit corporation; and
- (iv) if required by the Board, give a bond for faithful discharge of duties.

ARTICLE VII - OTHER AGENTS

1. Appointment and Terms of Agents Other than Officers and Board Members.

(A) Appointment.

- (i) **Registered Agent.** The President, after consulting with the Executive Committee or the Board, may appoint any Member in Good Standing to act as a Registered Agent of the Association. Only an Illinois resident may be appointed as Registered Agent.
- (ii) **List Manager and Website Manager.** The President shall appoint or reappoint a Member in Good Standing to serve as List Manager and a Member to serve as Website Manager. Any Member in Good Standing is eligible to serve as List Manager whether or not employed by the host institution that operates the server supporting the DIRCON discussion list.
- (iii) **Other Agents.** The President, after consulting with the Executive Committee or the Board, may appoint any Member in Good Standing to act as an Agent for other specific tasks.

- (B) **Term.** The Registered Agent's appointment shall continue until terminated by the President. The appointment of any other Agent appointed under this Article, including List Manager and Website Manager, expires at 11:59:59 p.m. on July 31 of the Membership Year of the appointment. The President may renew any Agent's appointment after consulting with the Executive Committee or the Board. The President may terminate an Agent's appointment at any time during the Membership Year if approved by the Board.

2. Responsibilities and Powers of the List Manager.

- (A) **Maintaining the DIRCON Discussion List.** The List Manager shall maintain DIRCON as an electronic mail discussion list open only to Members.
 - (B) **Conferring with the Secretary.** The List Manager shall work with the Secretary as provided by Article VI, Section 6(B)(v), to ensure that the Secretary's membership list and the List Manager's DIRCON subscriber list are identical and accurate.
3. **Responsibilities and Powers of a Website Manager.** The Website Manager shall maintain an internet website for the Association, as directed by the President and Board, working with the Officers and Agents.

ARTICLE VIII - COMMITTEES & EDITORIAL BOARDS

1. **Committees.**
- (A) **Establishment and Appointment.** The President, after consulting with the Executive Committee or the Board, may establish committees as needed to carry out the Association's purposes. The President shall annually appoint the chair and members of each committee to serve during the Membership Year coinciding with the President's term.
 - (B) **Composition.** Persons who are not Members may serve on committees, but the President shall ensure that Members comprise the majority of each committee's membership.
2. **Editorial Boards.**
- (A) **Establishment and Appointment.** The President, after consulting with the Board, may establish editorial boards for publications approved by the Board. The Board shall approve rules and procedures for appointing editorial board members.
 - (B) **Composition.** Persons who are not Members may serve on any of the Association's editorial boards, but Members must comprise a majority of each editorial board.
3. **Terms of Office.**
- (A) **Committees.** All committee member appointments expire at 11:59:59 p.m. on July 31 of each Membership Year, unless the President otherwise terminates the committee or removes an appointee from the committee.

- (B) **Editorial Boards.** The term of office for each editorial board appointee is determined under editorial board procedures and rules subject to Board approval as provided by Section 2(A) of this Article, unless the Board otherwise terminates the editorial board or removes an appointee from the editorial board.
4. **Quorum and Voting.** Unless otherwise provided in the charge to a committee, a majority of the committee's membership constitutes a quorum. Any act of a majority of the committee's members present at a meeting at which a quorum is present is an act of the committee. Each appointed committee member, whether or not a Member, may vote on matters within the committee's charge.
5. **Procedures and Rules.** A committee may adopt procedures or rules for its own government not inconsistent with these Bylaws or with resolutions adopted by the Board.

ARTICLE IX - INDEMNIFICATION

The Association may indemnify any Agent who is made a party to a lawsuit to the extent authorized by Illinois law, if a majority of the Board determines that the Agent acted consistently with the applicable standard of conduct. For purposes of this Article, "indemnify" means to reimburse the Agent for any amount rendered in judgment or paid in settlement with respect to the lawsuit to which the Agent is made a party, together with reasonable expenses, including attorney's fees.

ARTICLE X - CONTRACTS, NEGOTIABLE INSTRUMENTS, DEPOSITS, AND FUNDS

1. **Contracts.** The Board may authorize any Officer or other Agent, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the Association's behalf. The Board may make this grant of authority generally or confine the authority to specific instances.
2. **Negotiable Instruments.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the Association's name are effective only if signed by an Officer or other Agent and in a manner determined by resolution of the Board.
3. **Deposits.** From time to time, the Treasurer shall cause the Association's funds to be deposited in banks, money market funds, mutual funds, or other depositories selected by the Board, to the Association's credit.

4. **Gifts.** The Board may accept on the Association's behalf any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Association.
5. **Dissolution.** Upon the Association's voluntary dissolution, the Board shall adopt a resolution recommending a plan for distributing the Association's assets. The Board shall submit the plan to a vote of the Members at an annual or special meeting. To the extent authorized by law, the Board shall ensure that the plan provides for distribution of the Association's assets to qualified organizations engaged in substantially similar activities, to be used 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).

ARTICLE XI - BOOKS AND RECORDS

1. **Items to Be Kept.** The Association shall keep correct and complete books and records of account at the Treasurer's principle place of employment; and minutes of the Board's proceedings and a record listing the names and addresses of the Members entitled to vote on any matter at the Secretary's principle place of employment. The Association may maintain any items referenced in this Section electronically.
2. **Inspection of Items.** Any Board member, any Board member's agent, or any Board member's attorney may inspect all of the Association's books and records for any proper purpose at any reasonable time.

ARTICLE XII - FISCAL YEAR

The Association's fiscal year is January 1 to December 31.

ARTICLE XIII - ARTICLES OF INCORPORATION AND BYLAWS

1. **Generally.** Any provision of the Bylaws that is inconsistent with law or the Association's Articles of Incorporation is void.
2. **Bylaws Amendments.** The Board has the authority to alter, amend, or repeal the Bylaws as provided in 805 Ill. Comp. Stat. 105/102.25, as it may be amended from time to time.
3. **Articles of Incorporation Amendments.**
 - (A) **Requirement of Approval.** The Board shall approve any amendment to the Association's Articles of Incorporation.

- (B) **Method of Amendment and Notice.** The President and the Secretary shall amend the Articles of Incorporation as the Board may direct and shall report any amendment to all Members.
- (C) **Filing of Amended Articles of Incorporation.** Upon amendment, the Secretary shall file a copy of the Association's Articles of Incorporation with the Illinois Secretary of State or other public office as required by Illinois law.

ARTICLE XIV - CONFLICTS OF INTEREST

1. **Financial Conflicts of Interest.** A Board member shall not benefit financially from membership on the Board or from providing services to the Board.
 - (A) **Statement of Potential Conflicts.** At the beginning of each Membership Year, each Board member, including each Officer, shall sign a written statement listing any potential financial conflict of interest. Each Board member shall send the statement to the Treasurer, who shall submit all statements to the Board.
 - (B) **Requirement to Supplement.** If any Board member or Officer discovers at any time that the Board member or Officer has a potential financial conflict of interest not previously disclosed in the annual statement, the Board member or Officer shall send a supplemental statement to the Treasurer, who shall circulate the statement to the Board.
 - (C) **Recordkeeping.** The Secretary shall maintain, as part of the minutes, all statements of potential financial conflict of interest.
2. **Personal Conflicts of Interest.** A Board member shall disclose to the Board any personal interest, financial or otherwise, in any matter pending before the Board. A Board member who has any personal interest in any matter before the Board shall not participate in any Board decision on the matter.