

# Scribes Constitution

## Article 1 — Name and Goals

The name of this organization is Scribes — The American Society of Legal Writers. Its goals are:

- (1) to foster a feeling of fraternity among those who write about the law — and especially among its members;
- (2) to create an interest in writing about the history, philosophy, and language of the law and about those who make, interpret, and enforce it;
- (3) to help and encourage people who write about the law; and
- (4) above all, to promote a clear, succinct, and forceful style in legal writing.

## Article 2 — Membership

**1. Qualifications.** A member of the legal profession in any country is eligible for Scribes membership if that person has:

- (a) published a book on a legal subject;
- (b) published two or more articles on legal subjects in a journal, magazine, or newsletter;
- (c) published two or more opinions as a judge;
- (d) served as an editor of a legal publication; or
- (e) received an award or recognition from Scribes.

**2. Categories.** The Board of Directors may create categories of membership, including special categories for those who would not otherwise qualify for membership.

**3. Resignation or Expulsion.** A member may resign at any time by filing a written resignation with the Executive Director. A member may be expelled for good reason by a four-fifths vote of the Board.

## Article 3 — Board of Directors

**1. Function.** The governing and administrative body of Scribes is its Board of Directors.

**2. How Constituted.** The Board consists of the following members: the President, Past President, Vice President (President-Elect), Secretary, Treasurer, and Editor in Chief of The Scribes Journal of Legal Writing, a representative of Scribes' host school, up to twelve elected members, and any number of

former members, known as emeritus members, that the Board fixes. The Executive Director serves as a nonvoting member unless they are the host school's representative. Emeritus members are nonvoting members.

**3. Terms of Office; Vacancy.** The officers serve a two-year term, as stated in Article 4. The Past President serves a two-year term. Each of the nine elected members serves a three-year term. The Editor in Chief of the *Journal* and emeritus members serves at the Board's pleasure, as does the Executive Director unless they are the host school's representative. A vacancy in an elected member's position may be filled by the Board for the rest of that member's term.

**4. Board Meetings.** The Board meets at an annual Board meeting called by the President with 30 days' notice to the Board, and at any other time agreed to by a majority of the Board. The President may also call an electronic meeting by asking Board members to vote electronically on a matter. For electronic meetings, the President must give the Board at least 5 days to vote, and the meeting must conform to the law of the state where Scribes is incorporated.

**5. Quorum and Voting.** At any Board meeting, a majority of the Board constitutes a quorum. Decisions are by a majority of the Board members present, unless the meeting is an electronic meeting. At electronic meetings, decisions are by a majority of Board members who vote. In this part 5, "Board" does not include nonvoting members.

**6. Records.** The Secretary, the Executive Director, or a designate must prepare the minutes of a Board meeting and file them with the Executive Director.

#### **Article 4 — Officers**

**1. How Constituted.** The officers consist of a President, a Vice President (President-Elect), a Secretary, and a Treasurer.

**2. Term of Office; Vacancy.** Each officer serves a two-year term. On extraordinary occasions, the Board may recommend to the Nominating Committee that an officer's term be extended. If a vacancy occurs in the office of President, the Vice President succeeds to that office for the rest of the President's term. A vacancy in any other office must be filled by the Board for the rest of that person's term.

#### **Article 5 — Nomination and Election of Officers and Directors**

**1. Nominating Committee.** The President must appoint a Nominating Committee of at least five members. Every other year, the Nominating Committee must nominate the four officers. Each year, the Nominating Committee must nominate Board members to fill expiring terms. It may also from time to time nominate emeritus members. The President may treat the Nominating Committee as a standing committee or may name a new committee each year.

**2. Report of the Committee.** The Nominating Committee's report must be filed with the Executive Director provided to the Board at its annual meeting.

### **Article 6 — Committees**

With the Board's advice, the President may appoint the committees that seem necessary to carry out the goals of Scribes. The life of each committee ends at the annual membership meeting, after which the President may appoint the same or reconstituted committees.

### **Article 7 — Adopting and Amending Bylaws**

Bylaws may be adopted, amended, or rescinded at any annual Board meeting by a majority of Board members present. The proposed change may be submitted to the Executive Director before the meeting or raised during the meeting.

### **Article 8 — Amending This Constitution**

This Constitution may be amended in the same manner as the bylaws, except that a two-thirds vote of Board members present is required.

Revised 13 October 2023 and 09 October 2024 (increase to up to twelve elected directors)