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**Scribes—The American Society of Legal Writers
Amended and Restated Bylaws**

Approved April 11, 2025; amended December 5, 2025

ARTICLE 1: Name, Agent, and Offices

1.1 Name.

The nonprofit's name is Scribes—The American Society of Legal Writers (Scribes), a corporation authorized by North Carolina law.

1.2 Registered Agent.

Scribes will have a registered agent in North Carolina. The Board of Directors will approve the registered agent.

1.3 Offices.

Scribes' headquarters may be located anywhere the Board of Directors decides, inside or outside North Carolina. The Board of Directors may also establish other offices to serve the organization.

ARTICLE 2: Purposes

2.1 Tax-Exempt Purposes.

Scribes exists for charitable and educational purposes, including making donations to organizations that qualify as tax-exempt under sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

2.2 Statement of Purposes and Goals.

Scribes' purposes are to provide education, programming, and advocacy for clear legal writing, present various legal writing awards, and collaborate with other organizations with similar purposes.

Scribes' goals are to:

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

ARTICLE 3: Members

3.1 Membership.

Membership in Scribes is open to qualified individuals that support Scribes' mission and purposes.

The Board will create individual membership categories.

The Board will set the annual dues for each membership category.

The Board may also establish categories for subscribers.

3.2 Member Rights and Privileges.

Members may participate in events, receive organizational communications, serve on committees, and contribute to Scribes' mission.

3.3 Nonvoting Status.

Members are not considered "members" as defined in North Carolina General Statutes section 55A-6-01 for governance purposes and have no statutory rights or powers under that provision. Among other things, members do not have voting rights and may not participate in corporate governance decisions, including the election of directors and officers.

ARTICLE 4: Board of Directors

4.1 Powers.

The Board of Directors manages the corporation's activities, business, and decisions.

4.2 Number and Qualifications.

The Board must have at least two directors but may have up to 15 directors.

The Board also includes the President, Past President, Vice President (President-Elect), Secretary, Treasurer, Editor in Chief of *The Scribes Journal of Legal Writing*, a representative from Scribes' host school, and any emeritus directors decided by the Board. Except for emeritus directors, individuals holding these positions are voting directors under these Bylaws.

Each director must be at least 21 years old and have graduated from a law school.

Each director has one vote.

The Executive Director is a nonvoting member unless they also serve as the host school's representative.

Emeritus directors are nonvoting members. An emeritus director will be entitled, upon written request to the Executive Director given on an annual basis in December, to receive meeting notices and materials for all Board meetings, except executive sessions, and to attend and speak at Board meetings, except executive sessions.

4.3 Terms.

Directors serve three-year terms, without limit. Directors stay in office until their successors are appointed, or they resign, die, or are removed.

Emeritus directors, the *Scribes Journal* Editor in Chief, and the Executive Director (if the Executive Director is not serving as a director) serve at the Board's discretion, without a term limit.

4.4 Duties.

Directors must fulfill their responsibilities in good faith and with reasonable care, as required by law and these bylaws.

4.5 Resignation and Removal.

Directors can resign by giving written notice to the President. Directors can be removed by a majority vote of the Board.

If a vacancy occurs, the Board may appoint a replacement for the rest of that term.

4.6 Compensation.

Directors are unpaid but can be reimbursed for travel and other expenses.

4.7 Director Liability.

Directors are legally responsible for their actions, including wrongful asset distributions. But directors are not liable if they act in good faith, based on reliable financial information.

4.8 Nominating and Electing Directors and Officers.

As needed, but at least every two years, a Nominating Committee appointed by the President will nominate four officers. The Nominating Committee will also nominate Board members at least annually. The Board elects nominees by majority vote.

ARTICLE 5: Officers

5.1 Officers.

Officers of the Board include the President, Past President, Vice President, Secretary, and Treasurer. Other positions can be created as needed.

5.2 Terms.

Each officer serves a two-year term. The Board may extend any term for up to two years.

An individual may not hold two officer positions concurrently but may serve in different officer positions consecutively.

Except for good cause as determined by the Board, an individual may not serve more than two terms as President.

5.3 Resignation and Removal.

Officers can resign by giving written notice to the Board. Officers can be removed by a majority vote of the Board.

5.4 Compensation.

Officers are unpaid but can be reimbursed for travel and related expenses.

5.5 President.

The President leads the Board, oversees its operations, appoints committees, and may sign official documents.

5.6 Vice President.

The Vice President steps in for the President when needed and assumes their duties when required.

5.7 Secretary.

The Secretary ensures that minutes are kept, works with the Executive Director to manage records, and ensures compliance with notice requirements.

5.8 Treasurer.

The Treasurer oversees finances, works with the Executive Director to develop the operating budget, and reports regularly to the Board.

ARTICLE 6: Committees

6.1 General.

The Board may create standing committees to assist with its work. The President may create ad hoc committees to assist with the organization's work.

6.2 Appointment and Composition.

The President appoints committee members, including committee chairs. Committee members do not have to be Board members.

6.3 Meetings.

Committees meet as needed and report to the Board.

ARTICLE 7: Board Meetings

7.1 Regular Meetings.

The Board must meet at least once a year at a time and place the President decides.

Board meetings may be conducted virtually, via conference call, or through other means where all participants can simultaneously hear each other.

7.2 Special Meetings.

The President may call special meetings. Any two directors may also call a special meeting.

7.3 Notice of Meetings.

Directors must be notified at least five days before a regular meeting and two days before a special meeting.

7.4 Quorum.

At least one-third of the voting Directors must be present for the Board to conduct business.

7.5 Voting and Actions.

If a quorum is present during a meeting, a majority vote of directors decides the Board's actions.

Any Board action taken outside a formal meeting requires unanimous consent. Votes may be taken electronically, including but not limited to email and polls.

7.6 Waiver of Notice.

Notice is not required if a Director consents to or attends the meeting without objecting.

7.7 Meeting Conduct.

The President or Vice-President leads meetings. The Executive Director or Secretary records meeting minutes. Robert's Rules of Order may be used for guidance.

7.8 Emergency Action.

If an emergency requires immediate Board action, the President (or, if unavailable, the Vice President) may call an emergency meeting by any reasonable method. If a quorum cannot be met in real time, a unanimous vote by email may authorize urgent action if it is ratified at the next full Board meeting.

ARTICLE 8: Financial Provisions

8.1 Contracts.

The Board must approve agreements with an anticipated sum or value of at least \$5,000. The President, in collaboration with the Vice President and Treasurer, may renew contracts that the Board has previously approved.

The President, in collaboration with the Vice President and Treasurer but without Board approval, may sign contracts with an anticipated sum or value up to \$4,999.99.

The Executive Director may sign contracts with an anticipated sum or value up to \$1,000 without Board approval.

In case of a conflict of interest, the Treasurer or Vice President may sign in place of the President, and the Secretary or Immediate Past President may serve as a collaborator in place of the Vice President or Treasurer.

8.2 Loans and Checking Accounts.

The Board must approve any loan before it is made.

The Board must approve opening or closing any corporate bank account.

8.3 Deposits.

All organizational funds must be deposited in Board-approved accounts.

8.4 Gifts.

The Board or its agents may accept donations on the corporation's behalf.

8.5 Audits.

The Board may hire an independent auditor to conduct audits as needed or desired.

ARTICLE 9: Conflict of Interest

9.1 General Policy.

No director, officer, or agent of Scribes may use their position for personal gain or engage in any transaction that creates a conflict of interest with the corporation.

9.2 Duty to Disclose.

Any director, officer, or agent with direct or indirect financial interest in a transaction or arrangement involving Scribes must disclose the conflict to the Board before the Board considers the matter.

A person has a financial interest if, directly or indirectly, through business, investment, or family, they have any of the following:

- an ownership or investment interest in any entity with which Scribes has a transaction or arrangement;
- a compensation arrangement with Scribes or any entity or individual involved in the transaction; or
- a potential ownership or investment interest in, or compensation arrangement with, an entity involved in the transaction.

9.3 Recusal and Voting Restrictions.

The interested director must leave the meeting during discussion and voting on a matter and cannot vote on the transaction.

The remaining Board members must review the material facts and determine whether the proposed transaction is fair and reasonable. The Board's decision, including the disclosure and the basis for approval or rejection, must be recorded in the minutes.

9.4 Conflicts Policy Violations.

If the Board has reason to believe that a director, officer, or agent has failed to disclose a conflict, the Board must inform the individual and allow them to explain.

If a conflict was undisclosed and the Board determines that the failure to disclose was intentional, the Board may take disciplinary action, including removal.

ARTICLE 10: General Provisions

10.1 Fiscal Year.

The fiscal year is from January 1 to December 31.

10.2 Books and Records.

The corporation will keep records of its activities, including the Articles of Incorporation, bylaws, board meetings, financial statements, and director information. Directors may inspect records at any reasonable time.

10.3 Indemnification.

In accordance with North Carolina General Statutes section 55A-8-57, Scribes will indemnify its officers, directors, the Executive Director, and other agents (e.g., *Scrivener* editor and committee members) against expenses related to lawsuits, as long as they acted in good faith. The Board will determine the amount of indemnity.

If an individual is entitled to indemnification under the bylaws, their estate or family members can claim that indemnity if the individual has passed away.

If the corporation wants to remove or reduce these indemnification rights, it cannot do so retroactively for individuals already covered unless they agree to the change.

10.4 Prohibited Activities.

The corporation's earnings cannot benefit any individual or private interest. The corporation will not engage in political activities or propaganda. It will comply with tax-exempt-organization rules.

10.5 Dissolution.

Upon dissolution, all assets remaining after paying debts and obligations will be distributed exclusively to one or more organizations exempt under section 501(c)(3) of the Internal Revenue Code, as determined by the Board or court order.

10.6 Non-Discrimination Policy.

Scribes will not discriminate in appointments or activities based on legally protected categories.

10.7 Anti-Harassment Policy.

Scribes is committed to providing an environment free of harassment or discrimination. Harassment based on any protected category is strictly prohibited.

Any complaints of harassment should be reported to the President or Executive Director and will be investigated promptly and confidentially.

10.7 Repeal of Prior Constitution and Bylaws.

When the Board enacts these Bylaws, it also expressly repeals all prior versions of its Constitution and Bylaws.

10.8 Amendments.

The Bylaws may be changed or repealed by a majority vote of the Board.

Certification

I certify that the Scribes Board of Directors approved these Amended and Restated Bylaws on April 11, 2025.



Darby Dickerson
President