

*Amended and Restated Bylaws  
of  
the Alabama Writers' Cooperative  
(f/k/a the Alabama Writers' Conclave)  
Founded 1923*

**ARTICLE I -- MEMBERSHIP**

Section 1. The membership of the Alabama Writers' Cooperative ("**AWC**") shall consist of Active, Student, and Life Member.

Section 2. Anyone actively engaged in writing or in furthering the profession of writing shall be eligible for active membership in AWC.

Section 3. Any person under 18 years of age, who is writing or interested in writing, is eligible for student membership upon payment of dues. Student members do not have voting rights and may not hold office. Upon turning 18 years of age, a Student member may pay adult dues and become an Active member.

Section 4. Any person who has rendered outstanding service to AWC or to the cause of letters in general may be named as a Life Member upon recommendation of the Board and by a two-thirds vote of those present and voting at any annual meeting of the members of AWC. Life members shall not be required to pay dues.

**ARTICLE II -- ELECTION OF OFFICERS**

Section 1. All officers shall be elected at the annual business meeting of the members of AWC. Where there is more than one candidate for any office, the election shall be by ballot and the majority of votes cast shall constitute an election. In the event that a majority vote is not achieved on the first ballot for any office, a run-off shall be held during the same annual business meeting of the members of AWC at which the first ballot occurred, with the two candidates who received the most votes on the first ballot and the majority of votes cast in such run-off shall constitute an election.

Section 2. The officers of AWC shall consist of a President, First Vice President, Second Vice President, Recording Secretary, Communications Officer, Treasurer, Alternate Treasurer, and Historian. The Parliamentarian shall be appointed by the incoming President and shall be a member of AWC.

Section 3. The President shall appoint, with the approval of the Board, a Nominating Committee of three (3) or more members. This Nominating Committee shall present the names of the candidates for office (provided that such nominee's consent shall have first been secured), at the final business session of the annual meeting of the members of AWC.

Section 4. Any member of AWC shall have the privilege of submitting names to the Nominating Committee.

Section 5. Further nominations for the elective offices may be made from the floor, provided the consent of the nominee has been secured.

Section 6. The term of office shall be for two (2) years and no officer, except the Treasurer and Alternate Treasurer, shall be eligible for more than two (2) consecutive terms without a two-thirds majority vote of the Board.

Section 7. Officers shall be installed by the immediately past President or someone appointed by him or her. Officers shall assume their duties, and the term of their office shall commence, immediately following their installation at the annual meeting of the members of AWC.

Section 8. Vacancies occurring in an office shall be filled by appointment of the President, with the approval of the Board, and an officer so appointed shall serve until the next succeeding election. In the event that the President resigns, dies in office, or loses the ability to perform the functions of the office as determined by vote of a majority of the Board, the First Vice President shall assume the additional responsibilities and authority of the President and shall serve in that capacity until the next succeeding election.

Section 9. In the event that an officer fails to attend three (3) consecutive Board meetings without the concurrence of a majority of the Board in special arrangements which do not require his or her physical presence, the President with the concurrence of a majority of the Board may declare the position vacant and appoint a successor to fill such office until the next succeeding election.

**ARTICLE III -- DUTIES OF OFFICERS**

Section 1. The President shall (a) preside at all business meetings of the members of AWC and of the Board, (b) call special meetings of the members of AWC and of the Board, (c) appoint special and standing committees, (d) fill vacancies occurring in any officer position (subject to the provisions of Article II) and the membership of any special or standing committee, (e) prepare with the assistance of the Board the agenda for meetings, and (f) submit to the annual meeting a condensed narrative of the year's work.

Section 2. The ranking Vice-President, in the absence of the President, shall perform all the duties of the President's office. In addition, the First Vice President shall serve as Program Chairperson and the Second Vice President shall serve as Membership Chairperson and Scholarship Chairperson and shall correlate with the Treasurer the process of receiving new members.

Section 3. The Recording Secretary shall (a) keep in permanent file form the minutes of the AWC and of the Board, (b) read the minutes and sign the approved minutes, (c) notify the President of unfinished business, and (d) transmit a copy of the minutes of AWC to the Historian for inclusion in the historical records of AWC. In his or her absence, a Recording Secretary pro tempore shall be appointed by the President.

Section 4. The Communications Officer shall (a) give notice of all meetings of the AWC and of the Board, to the extent required and (b) direct the various activities of the Publicity Committee, including, without limitation, (i) overseeing production of AWC's quarterly newsletter, (ii) coordinating media relations activities of and for AWC, (iii) managing AWC digital platforms (including AWC's website and social media accounts), (iv) producing, editing, and curating print and digital content (e.g. interviews, reviews, press releases, member materials, etc.) as needed, in cooperation with other members of the Publicity Committee, and (v) recruiting members for the Publicity Committee and content producers from within the AWC membership or elsewhere (i.e., student interns, etc.).

Section 5. The Treasurer shall (a) have charge of all funds and property belonging to AWC, (b) collect dues, (c) pay bills and disburse funds as directed by the Board, (d) keep an accurate roster of the members, (e) compile an annual financial report, submitting it to the annual meeting of the members of AWC, and (f) be responsible, in consultation with the President, for the submission of (i) any required annual reports or information statements to the Internal Revenue Service, Alabama Department of Revenue, or any other state or local taxing authority to which AWC is required to submit any such report or statement, (ii) any required charitable solicitation registration or renewal, and (iii) any submission with respect to or renewal for any business or other similar license the AWC is required to obtain or maintain as a result of its activities.

Section 6. The Alternate Treasurer shall assist the Treasurer in performance of that office's duties as requested by the Treasurer.

Section 7. The Historian shall preserve copies of press notices, programs, bulletins, and printed materials pertaining to the activities of AWC and its members, and shall make a report of AWC's work at the annual meeting of the members of AWC. The Historian shall incorporate a copy of all minutes provided by the Recording Secretary into the permanent records of AWC.

Section 8. The Parliamentarian shall (a) serve in an advisory capacity to the President in the conduct of business sessions of the meetings of the Board and the members of AWC, (b) rule on doubtful points of order, (c) ensure that the Amended and Restated Constitution and these Amended and Restated Bylaws conform to Robert's Rules of Order Newly Revised, and (d) assist officers and chairpersons in Parliamentary matters as needed.

## ARTICLE IV – BOARD OF DIRECTORS

Section 1. Except as otherwise provided in the Amended and Restated Constitution and these Amended and Restated Bylaws, the business and affairs of AWC shall be governed by a board of directors (the "**Board**"). The President and the Recording Secretary shall be ex-officio Chairperson and Secretary of the Board, respectively.

Section 2. The Board shall consist of not fewer than three (3) and not more than fifteen (15) directors, who shall be selected in the manner described in Article IV, Section 3. Each director who is an officer shall serve a term as director coterminous with such directors' term in such officer position. Each director who is an at-large director shall serve a two (2) year term, terminating with the second annual meeting of the members of AWC after the meeting at which such director was elected, or until his or her successor shall have been elected and qualified. As of the date of the adoption of these Amended and Restated Bylaws, there shall be thirteen (13) directors. The number of directors may be changed at anytime by a majority vote of the Board; *provided, however*, that no such change shall have the effect of shortening the term of a then incumbent director or reducing the total number of directors below three (3).

Section 3. The Board shall consist of (a) the President, (b) the First Vice President, (c) the Second Vice President, (d) the Recording Secretary, (e) the Communications Officer, (f) the Treasurer, (g) the Alternate Treasurer, (h) the Historian, (i) the Parliamentarian, (j) the immediately past President, and (k) a number of at-large directors (subject to the cap on the total number of directors set forth in Article IV, Section 2, determined by the Board and elected in accordance with the procedure set forth in this Article IV, Section 3. At-large directors shall be elected by the Board at the meeting of the Board preceding the annual business meeting of the members of the AWC at which officers are to be elected pursuant to Article II. As of the date of adoption of these Amended and Restated Bylaws, there shall be three (3) at-large directors of the Board.

Section 4. In the event that a director who is also an officer is removed from office pursuant to Article II, or there is otherwise a vacancy with respect to a director who is an officer, such person shall be removed as a director, and the successor to the officer position will succeed to the corresponding Board seat for such officer position. At-large directors may be removed by the vote of a majority of the Board (other than the at-large director whose removal is at issue). In the event that an at-large director fails to attend three (3) consecutive Board meetings without the concurrence of a majority of the Board in special arrangements which do not require his or her physical presence, the President with the concurrence of a majority of the Board may declare the position vacant and appoint a successor to fill such director seat until the next succeeding election. Any other vacancy occurring with respect to an at-large director position shall be filled by the Board, and an at-large director so appointed shall serve until the next succeeding election of at-large directors.

Section 5. The Board shall hold at least four (4) meetings during the year; the first to be held within sixty (60) days following the annual meeting of the members of AWC and the remainder to be spaced as evenly throughout the year as practicable. Special meetings may be held upon the call of the President, and the President will call a special meeting if requested to do so by two (2) or

more directors. The Board shall transact all business of AWC in the interim between annual meetings, and shall report (with recommendations, if any) to the annual meeting of the members of AWC.

Section 6. The act of a majority of the directors who are present at a meeting of the Board at which a quorum of the Board is present shall be the act of the Board, unless the act of a different number is required by statute, the Amended and Restated Constitution, or these Amended and Restated Bylaws.

Section 7. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of directors which would be required to take or approve such action at a meeting of the Board.

## ARTICLE V -- COMMITTEES

Section 1. The standing committees of AWC shall be: Executive, Membership, Publicity, Contests, Publications, Long-Range Planning, Revisions, and Advisory. These committees shall be appointed by the President within sixty (60) days of his or her election. Special ad hoc committees ("Special Committees") may be appointed by the President as needed in the President's sole discretion.

Section 2. The act of a majority of the members of a committee who are present at a meeting of such committee at which a quorum of the members of such committee are present shall be the act of such committee, unless the act of a different number is required by statute, the Amended and Restated Constitution, or these Amended and Restated Bylaws.

Section 3. Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of committee members which would be required to take or approve such action at a meeting of such committee.

## ARTICLE VI -- DUTIES OF COMMITTEES

Section 1. The duties of all Standing and Special Committees shall be such as are usually performed by such committees and as may be defined by the members of AWC or the President, except that such duties may not conflict with the express organizational object of AWC set forth in Article II of the Amended and Restated Constitution of AWC.

Section 2. The Executive Committee shall be constituted as set forth in, and have such duties and responsibilities as are, set forth in this Article VI, Section 2.

(a) The purpose for which the Executive Committee is established is to allow AWC to act with respect to certain limited items set forth in Article VI, Section 2, Subsection (d), without the necessity of holding a meeting of the entire Board.

(b) The Executive Committee is empowered to take any action which may be taken by the Board, except as set forth in Article VI, Section 2, Subsection (d) (the "Reserved Actions"), which Reserved Actions are reserved to, and may only be taken or approved by, the Board.

(c) The Executive Committee shall consist of (I) the President, (II) the First Vice President, (III) the Second Vice President, (IV) the Recording Secretary, and (V) the Treasurer. The President and the Recording Secretary shall be, ex-officio Chairperson and Secretary of the Executive Committee, respectively.

(d) The following actions are reserved to the Board and may not be taken by the Executive Committee without the approval of the Board:

- (i) the approval of any expenditure in excess of \$750.00;
- (ii) the incurrence of any indebtedness for borrowed money in excess of \$750.00; and
- (iii) the approval of any contract or arrangement which involves a sum in excess of \$750.00.

Section 3. The Poet Laureate Committee shall be charged with the selection of a Poet Laureate for the State of Alabama as provided for in the Code of Alabama, S 143 - Powell, approved May 5, 1931 (codified at Section 1-2-15 of the Code of Alabama (1975)). This committee shall be an interim committee and shall serve for four (4) years, during which time the committee shall receive recommendations for the Poet Laureate to be selected for a four-year term. The committee shall present its nomination to the membership present at the annual business meeting of the member of AWC during the nomination year. Other recommendations for nomination may be presented from the floor at that time, provided the recommended person has agreed to serve and meets all the criteria. After he or she has received the official commission from the Governor, the committee shall be dismissed and a new one appointed by the then current President.

Section 4. The Long Range Planning Committee ("LRPC") is generally charged with monitoring the operations of the AWC and developing plans and recommendations to improve these operations and advance the development of the organization. These plans and recommendations are submitted to the Board for consideration and disposal. The Committee Chairperson of the LRPC will be appointed by the President. The Committee Chairperson of the LRPC will then appoint the committee members of the LRPC. The number of members of the LRPC may vary but will not exceed seven (7), including the Committee Chairperson. Specifically, the LRPC shall:

- (a) Identify and evaluate sites and dates for future writers' conferences and present these evaluations to the Board for consideration and disposal. These recommendations will be presented to the board at the spring meeting of the board, in the year prior to the recommended dates;
- (b) Monitor the Board's compliance with the Amended and Restated Constitution of AWC and these Amended and Restated Bylaws and report to the Board any discrepancies identified and perceived needs for change of practices or for revision of the text of these documents to make their mandates congruent with practice;
- (c) Identify for Board consideration means by which the AWC can better and more effectively discharge its mission and, should the Board endorse any of these means, develop plans for their realization as mandated by the Board; and
- (d) Assume any additional responsibilities as directed by the President.

## ARTICLE VII -- MEETINGS

Section 1. The annual meeting of the members of the AWC shall be held at a time and place to be designated by the Board.

Section 2. At least sixty (60) days' notice of the annual meeting of the members of AWC shall be announced in the AWC spring newsletter.

Section 3. Any meeting of the members of AWC, the Board, or any committee may be held in person or by conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence at such meeting.

## ARTICLE VIII -- DUES AND FINANCES

Section 1. Annual dues shall be set by the Board, to be presented as a recommendation to the membership at the annual meeting of the members of AWC for approval by the membership. The amount approved by the membership shall become effective at the beginning of the next fiscal year. The fiscal year of AWC runs from January 1 through December 31.

Section 2. A registration fee shall be paid by each member and visitor attending the full schedule of the annual meeting of the members of AWC. A per diem fee shall be required of members or visitors attending on a part-time basis. The amount of such fees shall be determined by the Board prior to sending announcements of the annual meeting of the members of AWC.

## ARTICLE IX -- PROGRAMS

Section 1. Regular programs shall be arranged for the AWC by the First Vice President in his or her role as Program Chairperson.

Section 2. The Program Chairperson is charged with planning and staging the annual writers' conference and annual meeting of the members of AWC. Pursuant to these duties, the Program Chairperson shall:

- (a) Adhere to the conference dates and site, as determined by the Board, after the Board has considered the recommendations of the Long Range Planning Committee with respect thereto;
- (b) Determine the program events to be included in the annual writers' conference and annual meeting of the members of the AWC;
- (c) Select and hire appropriate faculty to facilities such programs;
- (d) Work with the host site in making arrangements for meals, meeting rooms, conference rooms, audiovisual equipment, registration desks, books stores, etc., as need for the annual writers' conference and annual meeting of the members of the AWC; and
- (e) Prepare a draft line-item budget for the upcoming annual writers' conference and annual meeting of the members of the AWC and submit the same to the Board for its approval at the fall meeting of the Board in the calendar year preceding such conference and annual meeting.

Section 3. The Program Chairperson shall also plan and stage other appropriate events dedicated to fulfilling the stated purpose of the AWC.

## ARTICLE X -- QUORUM

Section 1. Nine (9) members of AWC shall constitute a quorum for business meetings at the annual meeting of the members of AWC.

Section 2. Five (5) directors shall constitute a quorum for Board meetings.

Section 3. A majority of directors on a committee shall constitute a quorum for committee meetings.

## ARTICLE XI -- AMENDMENTS

These Amended and Restated Bylaws may be amended at any annual meeting of the members of the AWC by a two-thirds vote of those members present and voting, provided that notice of the proposed amendment had been submitted in writing to the Board and signed by two members, not later than the spring Board meeting.

## ARTICLE XII -- PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order Newly Revised shall be the Parliamentary authority of AWC.

Section 2. The following standing rules shall apply:

(a) The order of business at any meeting of the members of the AWC or the Board shall be as follows: (i) call to order by the President, (ii) reading and approving of minutes, (iii) reports of officers, (iv) reports of the Board and Standing Committees, (v) unfinished/old business, (vi) new business, and (vii) adjournment.

(b) The AWC shall have on file in the Recording Secretary's permanent book a copy of the Amended and Restated Constitution and these Amended and Restated Bylaws (together with any predecessor constitutions or bylaws), signed by the President and the chairperson of the Revisions Committee, with the date of adoption. A second copy thereof shall be in the President's book. A third copy thereof shall be kept in the possession of the Parliamentarian.

## ARTICLE XIII -- LIABILITY

The AWC shall in no way and under no circumstances be in any way responsible or held liable for any literary infringements, libelous statements, or any other legal misconduct of any or all of its members.

## ARTICLE XIV - - HISTORICAL RECORDS OF AWC

The historical records of AWC shall be kept and stored together at a single historical records repository as designated by the Board from time to time. As of the date of adoption of these Amended and Restated Bylaws, the historical records of AWC are stored in the University of Alabama Tuscaloosa Special Collections.

## ARTICLE XV -- EFFECT OF AMENDMENT AND RESTATEMENT

These Amended and Restated Bylaws amend, restate, and supersede in all respects any prior bylaws of the AWC which may have been in effect at any time or from time to time.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2021 as evidenced by the execution hereof by the undersigned President and chairperson of the Revisions Committee of the AWC.

\_\_\_\_\_  
[Name]

\_\_\_\_\_  
[Name]

## *Appendix to Alabama Writers' Cooperative Constitution*

No. 92.) (S. 143. Powell

CODE OF ALABAMA

An Act to create the honorary office of Poet Laureate of Alabama, to designate the method of selection, to authorize the use of the insignia of the office, and to authorize the issuance of a commission by the Governor.

### BE IT ENACTED BY THE LEGISLATURE OF ALABAMA:

Section 1. That the honorary office of Poet Laureate of Alabama is hereby created as hereinafter provided.

Section 2. 'File Writers' Conclave, a voluntary organization of Alabama historians, playwrights, fiction writers, poets, and newspaper writers, may at any annual meeting of said Writers' Conclave, designate a suitable person to hold the honorary office of Poet Laureate of Alabama, and upon the election of a nominee by a majority of the membership present and voting, the name may be certified to the Governor of Alabama by the President of said Writers' Conclave as duly elected to the position. Whereupon the Governor shall issue a commission to said Poet Laureate, bearing the Great Seal of the State of Alabama.

Section 3. The term of office of Poet Laureate of Alabama shall be indeterminate and retroactive to June 10, 1930. Vacancies shall be filled by the method described in Section 2 of this Act.

Section 4. No salary or other emoluments of a monetary nature shall be paid to the Poet Laureate of Alabama by the State by virtue of said office.

Section 5. The Poet Laureate of Alabama may be entitled to wear upon his person as an insignia of the office a small gold metal simulating in design an open book, upon which may be inscribed the title of office, the name of the incumbent and the date of the commission issued by the Governor, said medal to be provided by the Alabama Writers' Conclave from its own funds.

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