

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

WHEREAS, the Alabama Writers' Cooperative (the "**Organization**") is an unincorporated nonprofit association pursuant to the Alabama Unincorporated Nonprofit Association Law (the "**Law**");

WHEREAS, the Organization was founded in 1923 for the purposes of fostering the advancement of the literary arts and nurturing and engaging a diverse community of Alabama writers;

WHEREAS, the Organization originally operated under the name the "Alabama Writers' Conclave" and is one and the same with "The Writers' Conclave" and "Alabama Writers' Conclave" referenced in Section 1-2-15 of the Code of Alabama (1975);

WHEREAS, on November 3, 2019, at the 2019 annual meeting of the members of the Organization, the Organization changed its name from the "Alabama Writers' Conclave" to the "Alabama Writers' Cooperative";

WHEREAS, the internal affairs of the Organization are governed by the Constitution of the Organization (the "**Original Constitution**"); and

WHEREAS, the members of the Organization have determined that it is in the best interest of the Organization to amend and restate the Original Constitution as set forth herein.

NOW, THEREFORE, the Original Constitution of the Organization is hereby amended and restated in its entirety as follows:

ARTICLE I -- NAME

The name of this organization shall be the Alabama Writers' Cooperative ("**AWC**"). The AWC is one and the same with "The Writers' Conclave" and "Alabama Writers' Conclave" referenced in Section 1-2-15 of the Code of Alabama (1975).

ARTICLE II -- OBJECT

The organization is organized exclusively for literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"). Its mission is to foster the advancement of the literary arts.

ARTICLE III -- MEMBERSHIP

Membership in AWC shall include three classes: Active, Student, and Life. The criteria for each class of membership shall be as set forth in the bylaws of AWC as may be in force and effect from time to time (the "**Bylaws**").

ARTICLE IV -- OFFICERS AND THEIR ELECTIONS; BOARD OF DIRECTORS

Section 1. The officers of AWC shall consist of a President, First Vice President, Second Vice President, Recording Secretary, Communications Officer, Treasurer, Alternate Treasurer, and Historian.

Section 2. These officers shall be elected every two (2) years at the annual meeting of the members of AWC.

Section 3. The President shall appoint a Parliamentarian who is a member of AWC.

Section 4. Except as otherwise provided in this Amended and Restated Constitution or the Bylaws, the business and affairs of AWC shall be governed by a board of directors (the "**Board**"). The composition of the Board shall be as set forth in the Bylaws.

ARTICLE V -- MEETINGS

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

Section 2. The Board shall meet at least four (4) times a year.

ARTICLE VI -- PROVISION FOR DISSOLUTION

In the event of dissolution, the residual assets of AWC shall be turned over to one or more private (non-governmental) organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code. The organizations to receive such residual assets must be approved by vote of a majority of the members of AWC present at a called meeting, the date, place, and time of which must be publicized to all AWC members at least six (6) months in advance of such called meeting.

ARTICLE VII -- LIMITATIONS

Notwithstanding any other provision of these articles or the Bylaws:

(a) AWC shall not carry on any activities not permitted to be carried on by (i) an organization exempt from Federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (ii) an organization contributions to which are deductible under section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law;

(b) No part of the net earnings of AWC shall inure to the benefit of any director, officer, or member of AWC, or any private individual (except that reasonable compensation may be paid for services rendered to or for AWC affecting one or more of its exempt purposes), and no director, officer, or member of AWC, or any private individual shall be entitled to share in the distribution of any of the assets of AWC on dissolution of AWC;

(c) No substantial part of the activities of AWC shall be carrying on of propaganda, lobbying, or otherwise attempting to influence legislation, and AWC shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(d) With respect to any taxable year during which AWC is classified as a "private foundation," within the meaning of the Code, AWC shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws;

(e) With respect to any taxable year during which AWC is classified as a "private foundation," within the meaning of the Code, AWC shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws;

(f) With respect to any taxable year during which AWC is classified as a "private foundation," within the meaning of the Code, AWC shall not retain any excess business holdings as defined in Section 4943 of the Code or corresponding provisions of any subsequent federal tax laws;

(g) With respect to any taxable year during which AWC is classified as a "private foundation," within the meaning of the Code, AWC shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws; and

(h) With respect to any taxable year during which AWC is classified as a "private foundation," within the meaning of the Code, AWC shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII -- AMENDMENTS

Section 1. This Amended and Restated Constitution may be amended at any annual meeting of the members of AWC by a two-thirds vote of those present and voting, provided notice of the proposed amendment has been given in writing to all members of AWC at least three (3) months before such annual meeting.

Section 2. All such proposed amendments shall be submitted to the Board, in writing, not later than the spring Board meeting of the year in which such amendments are proposed for adoption. Such amendments must be signed by two (2) or more Active members.

Section 3. Any such proposed amendment shall be posted on the opening day of the annual meeting of the members of AWC and voted upon in the final business session of such annual meeting.

ARTICLE IX -- BYLAWS

All other matters pertaining to the management, business, affairs, and membership of AWC shall be as set forth in the Bylaws of AWC as may be in force and effect from time to time. Any matter that is not addressed in either this Amended and Restated Constitution or the Bylaws shall be controlled by the settled past practice of AWC, in the absence of such settled past practice, the result provided by the Law, if any, shall control. In the event that any matter is not provided for in this Amended Restated Constitution, the Bylaws, the Law, or by settled past practice, then the result shall be determined by a majority vote of a quorum of the Board present and voting at a meeting of the Board.

ARTICLE X -- EFFECT OF AMENDMENT AND RESTATEMENT

This Amended and Restated Constitution amends, restates, and supersedes the Original Constitution of the AWC in its entirety.

Adopted this _____ day of _____, 2021 as evidenced by the execution hereof by the undersigned members of the AWC.

[Name]

[Name]