Article III - Directors

Section 3.1 Powers. Except as otherwise provided by law, the Articles of Organization or these By-laws, the business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation.

Section 3.2 Number, Election and Term of Office. The Board of Directors shall consist of no fewer than two (2) nor more than fifty (50) directors who shall all be alumni/ae of the law school. Notwithstanding the foregoing, the Board of Directors may also consist of up to six (6) nonvoting student representatives who shall all be students of the law school at the time they serve on the Board of Directors. Within the limits specified, the number of directors and student representatives shall be determined by a vote of the Board of Directors. Except for the initial directors and except as provided in Section 3.13, the directors shall be elected at an annual meeting of the Board of Directors or at a special meeting. Each director shall serve for a three-year renewable term ending on the date of the third annual meeting following the annual meeting at which such director was elected.

Section 3.3 Place of Meeting. Meetings of the Board of Directors may be held at any place within or without the Commonwealth of Massachusetts.

Section 3.4 Annual Meetings. An annual meeting of the Board of Directors, shall be held on the second Tuesday in June of each year, or if a legal holiday, on the next succeeding full business day, or at such date and time as determined by the Board. At the annual meeting, the directors shall elect officers and a Board of Directors and shall transact such other business as may properly be brought before such meeting. At the annual meeting any business may be transacted whether or not the notice of such meeting shall have contained a reference thereto, except where such a reference is required by law, the Articles of Organization or these By-laws. If the annual meeting is not held on the date determined in accordance with this Section, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 3.5 Regular Meeting. Regular meetings of the Board of Directors may be held, at such time and place as the Board of Directors may determine.

Section 3.6 Special Meetings. Special meetings of the Board of Directors, may be held upon notice at any time upon the call of the President and shall be called by the President or the Secretary/Clerk.

Section 3.7 Notice of Meetings. Whenever notice of any meeting of the Board of Directors is required by these By-laws or by vote of the Board of Directors, such notice shall state the place, date and hour of the meeting and shall be given to each director under the direction of the President, Secretary/Clerk, or other officer calling the meeting at least two days prior to such meeting if given in person, by telephone or by mail or other means of electronic communication or at least four days prior to such meeting if given by mail.

Section 3.8 Quorum. At all meetings of the Board of Directors, a quorum of the directors then in office, but in no event less than two directors, shall constitute a quorum. If a quorum is not present, in person, by telephone or by other communications equipment, those
present may, by a majority vote, adjourn the meeting from time to
time until a quorum is obtained. At any adjourned meeting at which a
quorum shall be present, any business may be transacted that
might have been transacted if the meeting had been held as originally
called.

Section 3.9 Voting. At any meeting of
the Board of Directors at which a quorum is present, in person, by
telephone or by other communications equipment, the
vote of a majority of the directors present shall decide any matter
except as otherwise provided by law, the Articles of Organization
or these By-laws.

Section 3.10 Action Without
Meeting. Any action required or
permitted to be taken at any
meeting of the Board of Directors
may be taken without a meeting if
all the directors consent to the
action in writing or by e-mail or
other means of electronic
communication and the consents
are filed with the records of the
meetings of the Board of
Directors. Such consents shall be
treated for all purposes as a vote at
a meeting.

Section 3.11 Resignations. Any
director may resign by giving
written notice to the President or
Secretary/Clerk. Such resignation
shall take effect at the time or
upon the event specified therein,
or, if none is specified, upon
receipt. Unless otherwise specified
in the resignation, its acceptance
shall not be necessary to make it
effective.

Section 3.12 Removal. A director
may be removed from office with
or without cause by the vote of a
majority of the directors then in
office. A director may be removed
for cause only after reasonable
notice and opportunity to be heard
before the Board of Directors.

Section 3.13 Vacancies. In the
event of a vacancy on the Board of
Directors, by reason of an
enlargement of the Board of
Directors or otherwise, the
remaining directors, by majority
vote, may elect a director to fill
such vacancy, subject to
nominating procedures set forth in
Article VI, and may exercise the
powers of the full Board of
Directors until the vacancy is filled.

Section 3.14 Compensation of
Directors. Directors shall not be
paid compensation for their
services.

Section 3.15 Committees. The
Board of Directors may, by vote of
a majority of the directors then in
office, establish one or more
committees and delegate to such
committees some or all of their
powers to the extent permitted by
law, the Articles of Organization
and these By-laws. Except as the
Board of Directors may otherwise
determine, any such committee
shall be governed in the conduct
of its business by the rules
governing the conduct of the
business of the Board of Directors
contained in these Bylaws and
may, by majority vote of the entire
committee, make other rules for
the conduct of its business. The
President, with the approval of the
Executive Committee, shall
designate the chair(s) of each
committee. The Board of
Directors shall have power at any
time to fill vacancies in any such
committee, to change its
membership or to discharge the
committee. The only Standing
Committee shall be the
Nominating Committee.

Article IV - Officers

Section 4.1 Officers. The officers
of the corporation shall be all
alumni/ae of the law school and
shall all be serving on the Board of
Directors. The officers shall
consist of a President, a Vice
President, a Treasurer, and a
Secretary/Clerk. Any two offices
may be held by the same person
except that the Secretary/Clerk
shall not also serve as President or
Treasurer.

Section 4.2 Election of Officers.
Except for the initial officers and
except as provided in Section 4.10,
the President, Vice President,
Treasurer and Secretary/Clerk
shall be elected by the Board of
Directors at its annual meeting or
at the special meeting held in lieu
of the annual meeting and shall
hold office until the following
annual meeting of the Board of
Directors or the special meeting in
lieu of said annual meeting and
until their successors are chosen
and qualified. Other officers may
be chosen by the Board of
Directors at the annual meeting or
at any other meeting and shall hold
office for such period as the Board
of Directors may prescribe.

Section 4.3 President. The
President shall be the chief
executive officer of the
corporation. He or she shall have
the general control and
management of the corporation's
business and affairs. The President
shall not be a director. The
President shall reside at all
meetings of the Board of
Directors.

Section 4.4 Vice President. The
Vice President, shall perform such
duties on behalf of the corporation
as may be respectively assigned
to him or her, by the Board of
Directors or the President.

Section 4.5 Treasurer. The
Treasurer shall be the principal
financial officer of the corporation.
He or she shall have custody and
control over all funds and
securities of the corporation,
maintain full and adequate
accounts of all moneys received
and paid by him or her on account
of the corporation and, subject to
the control of the Board of Directors, discharge all duties incident to the office of Treasurer.

Section 4.6 Secretary/Clerk. The Secretary/Clerk shall be the principal recording officer of the corporation. He or she shall discharge all duties incident to the office of the Secretary/Clerk. The Secretary/Clerk shall record all proceedings of the Board of Directors.

Section 4.7 Resignation. Any officer may resign by giving written notice to the President or Secretary/Clerk. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 4.8 Removal. An officer may be removed from office for cause, after reasonable notice and opportunity to be heard, or without cause, in either case, by vote of a majority of the directors then in office.

Section 4.9 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary/Clerk.

Article V – Executive Committee

Section 5.1 Composition. The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary/Clerk. The Director of Development and Alumni/ae Relations may be an ex-officio member of the Executive Committee without vote.

Section 5.2 Responsibilities. The Executive Committee may exercise the powers of the Board of Directors between meetings of the Board of Directors on all matters requiring immediate action and not otherwise delegated herein, except the power to fill vacancies in its own membership, and shall carry out such other responsibilities as may be designated by the Board of Directors. The Executive Committee’s good faith determination as to what matters require immediate action shall be binding on all concerned.

Section 5.3 Meetings. Meetings of the Executive Committee may be called by the President between meetings of the Board of Directors or shall be called by the President at the written request of at least two (2) members of the Executive Committee.

a. Meetings of the Executive Committee shall be held at such time and by such method as shall be determined by the President.

b. All actions taken by the Executive Committee shall be reported to the next following meeting of, and ratified by, the Board of Directors.

Section 5.4 Action Without a Meeting. Any action which could be taken at any meeting of the Executive Committee may be taken without a meeting provided that all members of the Executive Committee shall consent to the action in writing, or by e-mail, or other means of electronic communication, and provided that the record of such action and the result of such vote shall be filed with the minutes of the meetings of the Executive Committee. Such vote shall be treated for all purposes as a vote at a meeting.

Section 5.5 Quorum. A quorum at any meeting of the Executive Committee shall consist of a majority of its Committee, but the affirmative vote of a majority of the whole committee shall be necessary to take action.

Article VI – Nominating Procedure

A Nominating Committee of not fewer than five directors shall seek nominations from the alumni/ae body for any vacancy in the Board of Directors or in the slate of officers. The Nominating Committee shall file with the Secretary/Clerk a complete list of nominees for officer(s) and/or director(s) at least two weeks prior to the vote to elect officer(s) and/or director(s). Additional nominations may be made by written petition of five or more directors when submitted to the Secretary/Clerk not later than a week prior to the vote to elect officer(s) and/or director(s).

Article VIII – Miscellaneous Management Provisions

Section 8.1 Execution of Instruments. Except as otherwise provided in these By-laws or as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President and also by the Vice President.

Section 8.2 Corporate Records. The original, or attested copies, of the Articles of Organization, Bylaws, and records of all meetings of incorporators and directors shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation. They
shall be available at all reasonable times for inspection by any
director for any proper purpose.

Section 8.3 Conflict of Interest.
No contract or other transaction of the corporation shall, in the
absence of fraud, be affected or invalidated by the fact that any
director or officer of the corporation or any corporation,
firm or association of which he or she may be a director, officer,
stockholder or member may be a party to, or may have an interest,
pecuniary or otherwise, in, any such contract or other transaction,
provided that the nature and extent of his or her interest was
disclosed to, or known by, the entire Board of Directors before
acting on such contract or other transaction. Except in the case of
any contract or other transaction between the corporation and any
other corporation controlling, controlled by or under common
control with the corporation, any
director of the corporation who is also a director, officer, stockholder
or member of any corporation,
firm or association with which the corporation proposes to contract
or transact any business, or who has an interest, pecuniary or
otherwise, in any such contract or other transaction, may not be
counted in determining the existence of a quorum at any
meeting of the Board of Directors that shall authorize any such
contract or transaction, and such
director shall not participate in the
vote to authorize any such contract
or transaction. Any such contract
or transaction may be authorized
or approved by a majority of the
directors then in office and not
disqualified by this Section 8.3 to
vote on such matters, even though
disinterested directors do not
constitute a quorum.

Section 8.4 Indemnification. The
corporation shall, to the extent
legally permissible, indemnify each
person serving, or who has served,

as a director or officer of the
corporation, against all liabilities,
judgments, fines, penalties,
settlement payments and expenses,
including reasonable attorneys’
fees, paid or incurred in
connection with any claim, action,
suit or proceeding, civil, criminal
or administrative, to which he or
she may be made a party, or with
which he or she may be
threatened, by reason of his or her
serving or having served as a
director or officer of the
corporation. Any such
indemnification may be provided
although the person to be
indemnified is no longer an officer
or director of the corporation or
an officer, director, employee or
other agent of such other
organization,

No indemnification shall be
provided for any person hereunder
(a) with respect to payments and
expenses incurred in relation to
any matter as to which he or she
shall be finally adjudged in any
action, suit or proceeding not to
have acted in good faith in the
reasonable belief that his or her
action was in the best interest of
the corporation.

Article X - Amendments

These By-laws may be amended,
added to or repealed, in whole or
in part, by vote of a majority of the
directors then in office.

Article XI - Dissolution

The Board of Directors, by vote of
a majority of the directors then in
office, may authorize a petition for
the dissolution of the corporation
to be filed in the Supreme Judicial
Court of the Commonwealth of
Massachusetts setting forth in
substance the grounds of the
application for dissolution and
requesting the said court to
authorize the administration of the
funds of the corporation for such
public charitable purposes similar
to those of the corporation as the
court may determine. The
provisions of this Article shall
constitute the sole method for the
voluntary dissolution of the
corporation.