

**Amended and Restated By-Laws of the
Boston University School of Law Alumni Association**

January 21, 2009

The By-Laws of the Boston University School of Law Alumni Association are hereby amended and restated in their entirety as follows:

ARTICLE I

Name, Purpose, Location, Corporate Seal, and Fiscal Year

1.1 **Name and Purposes.** The name and purposes of the Boston University School of Law Alumni Association (the "Corporation") shall be set forth in the Articles of Organization and to promote the usefulness and welfare of the School of Law at Boston University (the "Law School"). The Corporation shall preserve a non-profit character as provided in Section 5.9 of these By-laws, and otherwise, so that all charitable contributions to the Corporation shall be deductible as permitted under Section 170 (a) (1) of the Internal Revenue Code of 1986, as amended from time to time.

1.2 **Location.** The principal office of the corporation shall be located in the City of Boston within the Commonwealth of Massachusetts.

1.3 **Corporate Seal.** The Executive Committee may adopt and alter the seal of the Corporation.

1.4 **Fiscal Year.** The fiscal year of the Corporation shall be twelve (12) months beginning July first and ending June thirtieth.

ARTICLE II

Voting and Associate Members

2.1 **Automatic Membership.** Anyone upon whom the Law School has conferred a degree or certificate for having completed a course of training shall automatically become a voting Member ("Member").

2.2 **Associate Members.** Students enrolled in the Law School are automatically Associate Members of the Corporation. Associate Members shall have all rights of Members except the power to vote, to nominate a candidate for office, or to hold office in the Corporation.

2.3 **Dues Not Required.** There shall be no requirement that a Member pay dues in order to become a Member or retain Membership status.

2.4 **Powers of Members.** Only Members may vote or hold office, and no one shall be eligible for the office of President who has not been a Member for three (3) years next preceding the election.

2.5 **Rights of Members.** The termination of membership by resignation, death, or any other means, shall operate as an assignment and release to the Corporation of all the right, title, and interest of Members whose membership is so terminated, in and to the property and assets of the Corporation.

2.6 **Voting Rights.** Each Member shall be entitled to one vote on any matter on which Members are entitled to vote.

2.7 **Additional Powers and Rights.** In addition to such powers and rights as are vested by applicable law, the Articles of Organizations, or these By-Laws, Members, Life Members (as defined in Section 3.15) and Associate Members (as defined in Section 2.2) shall have such other powers, rights, and privileges as the Executive Committee (as defined in Article III) may designate in writing from time to time.

2.8 **Resignation.** A Member may resign by delivering his written resignation to the President, Treasurer, or Recording Secretary of the Corporation, to a meeting of the members of the Executive Committee, or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation from the membership of the Corporation by a member of the Executive Committee will automatically result in resignation from the Executive Committee.

2.9 **Annual Meetings.** The Annual Meeting of the Members shall be held not later than June 30 of each year at a time and place to be fixed by the President or the Executive Committee. The meeting shall take place at the Corporation's principal office or at such other place as the President of the Executive Committee may determine. If an Annual Meeting of Members is not held as herein provided, a special meeting in lieu of the Annual Meeting of Members may be called and held in the same manner as provided for special meetings of the Members, and with all the force and effect of an Annual Meeting of Members. The Annual Meeting of Members may be called by the President, the Executive Committee, or the Recording Secretary. It shall be called by giving such notice to the Members as provided in Section 2.11 at least 30 days before such meeting.

2.10 **Special Meeting.** In addition to the Annual Meeting of Members required by Section 2.9, special meetings of the Members may be called by the President or any member of the Executive Committee, in each case with the approval of the Executive Committee. The time, place, and purpose of

the special meeting shall be specified in the notice of the meeting given pursuant to Section 2.11 at least seven (7) days before such meeting.

2.11 **Notice.** A written notice of every meeting of Members, stating the place, date, and hour thereof, and the purposes for which the meeting is to be held, shall be given by the person calling the meeting to each Member, by delivering such notice by hand, by mailing it, postage prepaid, by mailing it by electronic mail, by telecopying such notice or by such other reasonable method of transmitting such notice, including, without limitation by posting such notice on the website of the Law School addressed to such Member at his applicable address as it appears in the records of the Corporation. No notice of the place, date, hour, or purpose of any Annual Meeting of Members or special meeting need to be given to a Member if a written waiver of notice executed before or after the meeting by the Member or his attorney thereunto authorized is filed with the records of the meeting.

2.12 **Notice to Include.** The Notice of the Annual Meeting to be provided to all Members in accordance with Section 2.11 shall include a Ballot so that Members may vote for vacant Executive Committee position(s). Such notice shall include the report of the Nominating Committee. Such notice shall also include any nominations by Members at-large, as provided by Section 2.13 herein.

2.13 **Nominations by Members at-Large.** Nominations of Members at-large must be registered with the Recording Secretary at least sixty (60) days prior to the date of the Annual Meeting. Nominations at-large so registered shall require signatures of a minimum of one hundred (100) Members in order to be included on the Ballot.

2.14 **Marked Ballots; Receipts by Recording Secretary.** Ballots sent out pursuant to Section 2.12 must be received by the Recording Secretary at least ten (10) days prior to the date of the Annual Meeting to be effective.

2.15 **Quorum.** At any meeting of Members of the Corporation, the Members present of not less than ten (10) Members shall constitute a quorum to do business. When a quorum is present at any meeting, a majority of the Members present shall decide all questions properly brought before such meeting unless a different vote shall be required by law.

ARTICLE III

Executive Committee

3.1 **Powers.** The Executive Committee shall be the "directors" of the Corporation as referred to in M.G.L., c. 180 §6A (as amended for time to time). The Executive Committee, subject to any action at any time lawfully taken by the Members with voting power, shall be in charge of the Corporation, and may exercise all or any of its powers. The Executive Committee shall submit a report of its activities to the Members at the Annual Meeting of Members. In the management and control of the property, business, and affairs of the Corporation, the Executive Committee is vested with all the powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the laws

of the Commonwealth of Massachusetts, with the Articles of Organization of the Corporation, or with these By-laws.

3.2 **Purpose.** The general purposes of the Executive Committee are to have its members be the leaders of the Law School alumni community, to bring resources to the use and benefit of the Law School, to provide a means of expressing alumni concerns and interests, to coordinate and participate as alumni in law school reunions and other similar functions, to dispense advice and guidance from an alumni prospective and to facilitate mutually beneficial professional relationships among alumni.

3.3 **Membership.** The Executive Committee shall consist of (a) the officers of the Corporation, (b) not more than thirty-six (36) elected Members, (c) Life Members (as provided for in Section 3.15 herein) of the Executive Committee, (d) the Dean of the Law School, (e) the Chairman of the Regional Chapters (as provided in Article IV hereof), and (f) one Member of the most recent graduating class, ex officio . Not more than twelve (12) members of the Executive Committee shall be elected by the Members at each Annual Meeting of Members by ballot for a term of three (3) years and shall serve until the election and acceptance of their duly qualified successors, but not to exceed three (3) consecutive three (3) year terms.

3.4 **Vacancies.** A vacancy on the Executive Committee may be filled by nomination of the President and a majority vote of the Executive Committee for the unexpired term or until the next regular election.

3.5 **Enlargement of the Executive Committee.** The number of the Executive Committee may be increased and one or more additional members of the Executive Committee elected at any meeting of the Members, called at least in part for the purpose, or by the Executive Committee by vote of the Executive Committee.

3.6 **Resignation.** Any member of the Executive Committee may resign by delivering his written resignation to the Corporation at its principal office or to the President or the Recording Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon happening of some other event.

3.7 **Removal.** A member of the Executive Committee (excluding past Presidents and Life Members) may be removed from the Executive Committee (a) with or without cause by a vote of a majority of the Members present at a meeting of Members, or (b) with or without cause by vote of a majority of the members of the entire Executive Committee then in office.

3.8 **Regular Meetings.** A regular meeting of the Executive Committee shall be held three (3) times each fiscal year, preferably in October, February, and June as the President shall designate.

3.9 **Special Meetings.** Special meetings of the Executive Committee may be called by the President, or upon the written request of seven (7) members of the Executive Committee, at the time and place designated in the call.

3.10 **Notices.** Notice of any regular meetings or special meetings of the Executive Committee, stating the place, date and hour thereof and the purposes for which the meeting is to be held, shall be given by the Recording Secretary, by delivering such notice by hand, by mailing it, postage prepaid, by mailing it by electronic mail, by telecopying such notice or by such other reasonable method of transmitting such notice, including, without limitation by posting such notice on the website of the Boston University School of Law addressed to each member of the Executive Committee at his applicable address as it appears in the records of the Corporation, at least seven (7) days before the meeting. Notice need not be given to any member of the Executive Committee if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the Corporation, or to any member of the Executive Committee who attends the meeting without protesting beforehand or at its commencement the lack of notice to him.

3.11 **Quorum.** At any meeting of the Executive Committee, at least one presiding officer and two members of the Executive Committee present shall constitute a quorum to do business.

3.12 **Action at Meeting.** At any meeting of the Executive Committee at which a quorum is present, the action of the Executive Committee on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting, unless a different vote is required by law. Any member of the Executive Committee may participate in and vote at a meeting by telephone or videoconference, as if such member were physically present at such meeting, provided that all parties participating by telephone or videoconference are able to hear, and be heard by, all of the other parties participating in such meeting.

3.13 **Special Action.** Any action by the Executive Committee may be taken without a meeting if a written consent thereto is signed (including by electronic signature) by all the members of the Executive Committee and filed with the records of the Executive Committee's meetings. Such consent shall be treated as a vote of the Executive Committee for all purposes.

3.14 **Committees.** The Executive Committee may appoint one or more committees, and may by like vote delegate thereto some or all of the powers of the Executive Committee except those that may not be delegated by law, the Articles of Organization, or these By-laws. The President shall appoint the following Standing Committees:

1. Awards
2. Student-Alumni Relations
3. Development
4. Programs
5. Nominating
6. Such other committees as the President from time to time shall deem necessary.

3.15 **Life Membership.** Past Presidents, members of the Executive Committee who have served for a total of nine (9) years and Regional Chapter Chairmen are eligible to be elected as Life Members of the Executive Committee at each Annual Meeting of Members. Such Life Members will have the same rights and responsibilities as all other members of the Executive Committee.

3.16 **Donations to the Law School.** It is expected that every member of the Executive Committee will contribute annually to the Law School in order to achieve one hundred percent financial participation by the members of the Executive Committee. The Executive Committee shall set a minimum annual giving amount for its members from time to time. Since it is in the best interest of the Corporation to attract Members to serve on the Executive Committee, the Nominating Committee should use its best judgment in evaluating candidates for membership on the Executive Committee and may overlook the minimum annual contribution on a case-by-case basis.

ARTICLE IV

Officers

4.1 **Enumeration.** The officers of the Corporation shall be a President, a President-Elect, four (4) Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer, and Assistant Treasurer, and a Parliamentarian. Officers shall be elected by the Executive Committee annually after the Annual Meeting of Members at a meeting of such Executive Committee and shall hold office until their successors are duly elected and qualified. The President-Elect shall always succeed the outgoing President in office. Nothing contained herein shall prevent officers from serving successive terms.

4.2 **Eligibility.** The Recording Secretary shall be a resident of the Commonwealth of Massachusetts.

4.3 **Removal.** An officer of the Corporation may be removed from office (a) with or without cause by a vote of a majority of the Members present at a meeting of Members, or (b) with or without cause by a vote of the majority of the members of the entire Executive Committee then in office.

4.4 **President.** The President shall preside at all meetings of the Corporation and of the Executive Committee. The President shall report matters of interest and concern to the Executive Committee. He should, in coordination with the Dean of the Law School, and the Director of Development, assist and advise the Law School in Alumni Matters and fund-raising. In the absence of the President, the President-Elect shall perform the duties of the President. In the absence of the President and the President-Elect, the Executive Committee shall choose one of the Vice Presidents, or, in the absence thereof, another of their number to perform the duties of the President.

4.5 **Recording Secretary.** The Recording Secretary shall be the "clerk" of the Corporation as referred to in M.G.L.C. 180, §6A (as the same may be amended from time to time). He shall keep a record of all meetings of the Corporation, the Executive Committee, and the Officers. Such records shall be kept in a minute book available for inspection by any Member of the Corporation. He shall be responsible for giving timely notice of meetings and the like as provided by these By-laws.

4.6 **Corresponding Secretary.** The Corresponding Secretary shall keep a roll of the membership and take charge of all the correspondence and the papers belonging to the Corporation.

4.7 **Treasurer.** The Treasurer shall collect all moneys belonging to the Corporation and expend the same under the direction of the Executive Committee. He shall report in writing the state of finances of the Corporation when required by the Executive Committee and at the Annual Meeting of Members shall present a written report showing the receipts and the expenditures of the Corporation during the preceding fiscal year. The Treasurer shall monitor fund-raising and financial information relating to the Law School and confirm the preparation and filing of the Corporation's returns by the Law School.

4.8 **Duties of Officers.** The duties of the officers, in addition to those previously stated herein, shall be those commonly pertaining to those offices. Exception to the foregoing will be that alumni in the judiciary, if elected to these offices, shall not be required or expected to participate in raising charitable funds for the Corporation.

4.9 **Vacancies.** The President shall have the power to fill any vacancy on an interim basis, to serve until the next regular Election of Officers, by nomination of the President and vote of the Executive Committee.

ARTICLE V

Miscellaneous

5.1 **Nominating Committee.** There shall be a Nominating Committee appointed by the President and consisting of six (6) Members of the Corporation and the Dean of the Law School. Each Member of the Nominating Committee shall serve for a two (2) year term. The most recent Past President of the Corporation shall be a Member of the Nominating Committee. The Nominating Committee shall elect its own Chairman. The Nominating Committee shall nominate all persons to be elected as Officers of the Corporation and members of the Executive Committee taking into account, among other things, Section 3.16 hereof. They shall notify the Corresponding Secretary of such nominations not later than thirty-five (35) days prior to the Annual Meeting of Members in each year so that notice of the Annual Meeting of Members may contain a list of such nominations. Other nominations may in like manner be made to any such offices in accordance with Section 2.13 hereof.

5.2 **Programs Committee.** The Programs Committee shall coordinate with the Law School educational, professional and social events relating to the alumni, faculty and students.

5.3 **Development Committee; Funding Activities.** The Development Committee shall assist the Dean of the Law School and the Director of Development of the Law School for fundraising activities. The Law School is to have sole control over and accountability for the receipt and disposition of funds, including restricted funds.

5.4 **Preparation and Filing of Tax Returns.** The Corporation is not responsible for preparing and filing the Corporation's federal or state tax returns. The Law School is to be responsible for the preparation and filing of such returns, payment of filing fees, tax payments or other disbursements in

connection with such returns. The Treasurer of the Corporation shall confirm the preparation and filing of the Corporation's returns by the Law School.

5.5 Personal Liability. The Members, members of the Executive Committee, and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any debt, damages, judgement, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

5.6 Right to Indemnification. Each person now or hereafter a Member, member of the Executive Committee, officer, employee or other agent of the Corporation, and his heirs, executors and administrators, shall be entitled to be reimbursed by the Corporation for, and indemnified by the Corporation against all liabilities, costs and expenses reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding of whatsoever nature, civil or criminal, before any court, tribunal, administrative or legislative body or agency, in which he may be involved as a part or otherwise or with which he may be threatened arising out of and in the course of serving in the capacity as a Member, member of the Executive Committee, officer, employee or by reason of any action alleged to have been taken or omitted by him as such Member, member of the Executive Committee, officer, employee or other agent of the Corporation, whether or not he continued to be such Member, member of the Executive Committee, officer, employee or other agent of the Corporation at the time of incurring such liabilities, costs, or expenses.

Such reimbursement and indemnity may include payment by the Corporation of liabilities, costs, and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, or in connection with a reasonable settlement or compromise thereof (other than an amount paid to the Corporation itself) made with a view to curtailment of costs of litigation, upon receipt of any undertaking by the person indemnified to repay such payment if he shall ultimately be adjudicated to be not entitled to reimbursement or indemnification (which undertaking may be accepted without reference to the financial ability of such person to make repayment).

No reimbursement shall be provided from any person with respect to any matter as to which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. The Corporation, and its Members, members of the Executive Committee and officers, shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action thereunder, in reliance upon the advice of counsel. Any Member, member of the Executive Committee, officer, employee or other agent of the Corporation, who has acted in reliance upon the advice of counsel, shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith in the reasonable belief that his action was in the best interests of the Corporation.

Such rights of indemnification shall not be deemed exclusive of any other rights of indemnification existing independently to which the person indemnified may be entitled apart from the foregoing provisions. The provisions hereof regarding reimbursement and indemnity shall be deemed to be a contract between the Corporation and each person who is or was a Member, member of the Executive Committee, officer, employee or other agent of the Corporation at any time while said provisions are in effect, and any amendment thereof shall not affect any rights or obligations then existing or any action, suit or proceeding theretofore or threatened based in whole or in part upon any such state of facts.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, member of the Executive Committee, officer, employee, or other agent of the Corporation against any liability incurred by him in any such capacity, or arising out of his status as such, capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

5.7 Checks, Notes, drafts and Other Instruments. All written obligations of the Corporation deeds, assignments, stock powers or other instruments of transfer and the like shall be signed in the Corporation's name and in its behalf by such officers as shall from time to time be authorized thereto by the Executive Committee.

5.8 Amendments. These By-laws may be amended, added to, altered, or repealed, in whole or in part, from time to time, at any Annual Meeting or special meeting of the Members by a vote of two-thirds (2/3) of the Members present and voting, provided notice of the general nature or character of the proposed amendment, addition, alteration or repeal is given in the notice of said meeting.

5.9 Inspection of Records. Books, accounts, documents and records of the Corporation shall be open to inspection by any officer or Member of the Executive Committee at all times during usual hours of business. Original or attested copies of the Articles of Organization, By-laws and records of all meetings of the Members, Executive Committee, and other committees shall be kept in Boston, Massachusetts, at the principal office of the Corporation. Said copies and records need not all be kept in the same office. They shall be available during usual business hours of inspection by any Member for any proper purpose concerning the affairs of the Corporation.

5.10 Gender. Use of the term "he or him" and the like in these By-laws shall not refer to specific gender and shall also mean "she or her" as appropriate.

5.11 Non-profit Character. This Corporation is not organized and shall not be conducted for profit, and no part of the Corporation's net earnings shall be divided among or inure to the benefit of any private individual, or be appropriated for any purposes other than the purposes set forth in the Articles of Organization and these By-laws; no payment shall be made to any Member, member of the Executive Committee or officer of the Corporation except as may be provided in the By-laws or as reimbursement for expenditures or reasonable compensation for services rendered; no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(c)(3) and Section 501(h) of the Internal

Revenue Code of 1986, as amended from time to time; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5.12 Intercompany Transactions. No contract or transaction between the Corporation and one or more of the Members, members of the Executive Committee or officers, or between the Corporation and any other organizations of which one or more of its Members, stockholders, directors, officers or other agents are Members, members of the Executive Committee or officers of the Corporation, or in which any of them has any financial or other interests, shall be void or voidable, or in any way affected, solely for this reason, or solely because the Member, member of the Executive Committee, or officer is present at or participates in the meeting of the Executive Committee or other committee which authorizes, approves or ratifies the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) The material facts as to his relationship or interest and as to the contract or transactions are disclosed or are known to the Executive Committee or other committee which authorizes, approves or ratifies the contract or transaction, and the Executive Committee or other committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Members be less than a quorum; or
- (b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Members of the Corporation, and the contract or transaction is specifically authorized, approved or ratified in the good faith by vote of the Members; and
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Executive Committee, a committee thereof, or the Members of the Corporation.

Interested members of the Executive Committee may be counted in determining the presence of a quorum at a meeting of the Executive Committee or of a committee thereof which authorizes, approves or ratifies the contract or transaction. No Member, member of the Executive Committee or officer of the Corporation shall be liable or accountable to the Corporation or to any of its Members or creditors or to any other person for any loss to the Corporation or to any other person, by reason of any contract or transaction as to which clauses (a), and (c) or (b) or (c) above are applicable.

5.13 Power to Become a Partner. The Corporation may become a partner in any general or limited partnership or in any joint venture or in any other business enterprise organized for the purpose of accomplishing any of the purposes contained in the Articles of Organization or these By-laws.

5.14 Interpretation of By-laws. The Executive Committee of the Corporation shall have full power and authority to interpret these By-laws, and its decisions on all questions relating to the By-laws shall be binding and conclusive on all parties.

ARTICLES VI

Regional Chapters

6.1 **Formation.** Acting in consultation with the Executive Committee, groups may be formed by Members to be affiliated with the Corporation as Regional Chapters thereof. Such Regional Chapters shall conform to the policies of the Corporation as may be established from time to time by the Executive Committee.

6.2 **Membership and Participation.** Only a Member of the Corporation may be a Member of a Regional Chapter.

6.3 **Executive Committee Proxies.** The Chairman of each Regional Chapter or its governing body may designate a Member of the Regional Chapter to attend meetings of the Executive Committee, to review the minutes of meetings of the Executive Committee, and/or to vote a proxy ballot of the Regional Chapter Chairman, whenever it is inconvenient for the Regional Chapter Chairman to do so personally. No proxy ballot for a Regional Chapter Chairman shall be valid unless cast by such a designated Regional Chapter Member who attends the meeting of the Executive Committee at which the proxy is tendered.