

# **MASSACHUSETTS SCHOOL OF LAW ALUMNI ASSOCIATION**

## **BYLAWS**

### **ARTICLE I: MISSION STATEMENT AND PURPOSE**

The purpose and mission of the Massachusetts School of Law Alumni Association (hereafter “the Association”) is: to connect alumni of the Massachusetts School of Law and help develop fellowship among the alumni; to provide opportunities for networking, continuing legal education and mentoring to alumni; to provide valued services to Association members; to promote goodwill and help create a lifelong connection between alumni and the Massachusetts School of Law community; and to support the Massachusetts School of Law’s mission of providing an accessible and affordable legal education.

### **ARTICLE II: MEMBERSHIP**

- A. **GENERAL MEMBERSHIP.** All alumni who have graduated from the Massachusetts School of Law are eligible to apply for general membership in the Association.
- B. **STUDENT MEMBERSHIP.** Students at the Massachusetts School of Law who have completed at least one (1) semester are eligible to apply for student membership in the Association. Upon graduation, a student membership may be converted to a general membership.
- C. **APPLICATION FOR MEMBERSHIP.** Applications for membership will be made available on the Association’s web page. Completed applications will be processed by the Membership Coordinator. Membership records and transactions will be maintained by the Membership Coordinator.
- D. **TERMS OF MEMBERSHIP.**
  - 1. Memberships shall be annual, commencing on the date on which a member application is processed.
  - 2. Members shall pay annual dues in order to be considered members in good standing. Annual dues will be set by the Executive Board.
  - 3. Members shall not represent the Association in an official capacity unless specifically authorized by the Executive Board or a Committee with such authority.
  - 4. Members enjoy equal rights and privileges to all services offered by the Association and its partners.
- E. **TERMINATION OF MEMBERSHIP.** Memberships may be terminated for the following reasons:
  - 1. Non-payment of dues;

2. Suspension or disbarment from law practice in any jurisdiction;
3. Violation of the Bylaws of the Association;
4. Personal use of Association resources not for Association purposes;
5. Conduct unbecoming a member of the Association; or
6. Student members who are no longer students at MSLAW.

Prior to termination of membership, the Executive Board shall hold a hearing regarding the termination and vote on the same.

### **ARTICLE III: EXECUTIVE BOARD**

A. The business and affairs of the Association shall be administered by an Executive Board and several Committees, the membership of which shall consist of the officers specified in this Article, and the persons elected or selected as hereinafter provided.

B. MEMBERS OF THE EXECUTIVE BOARD. The members of the Association's Executive Board shall consist of the following: President of the Association, Vice President, Secretary, and Treasurer. Additionally, there shall be a minimum of six (6) class representatives, as described below. Additionally, a School Liaison/Membership Coordinator who serves as the Director of Alumni Services at the Massachusetts School of Law will serve as a member on the Executive Board.

B. EXECUTIVE BOARD MEMBER ELECTIONS AND TERMS. Members of the Executive Board may be elected for a term of two (2) years, commencing with the Fall semiannual meeting. All Executive Board members will be considered voting members on all general issues regarding the Association. Any general member of the Association is eligible to seek any office on the Executive Board.

#### **C. POWERS AND DUTIES OF THE EXECUTIVE BOARD**

1. President: The President shall preside over the Executive Board as a voting member; appoint all chairpersons of standing and special committees; represent the Association in an official capacity; and have the power to call special meetings. In the event of a vote which results in a tie, the President's vote shall serve as the decision-making vote.

2. Vice-President: The Vice-President shall discharge the duties of the President in the event of absence and shall perform such additional duties as may be prescribed by the President.

3. Secretary: The Secretary will be responsible for the agenda, recording and maintenance of the records and minutes of the meetings of the Association.

4. Treasurer: The Treasurer shall provide accounting and periodic financial reports on the Association's funds.

5. Class Representatives. Class Representatives shall represent the interests of their respective alumni classes. The following six (6) Class Representatives are hereby established: Classes of 1990-1994; Classes of 1995-1999; Classes of 2000-2004; Classes of 2005-2009; Classes of 2010-2014; and Classes of 2015-2019. Subsequent classes will be represented and new Class Representatives added as applicable.

6. School Liaison/Membership Coordinator. The School Liaison, who also acts as the Membership Coordinator, shall serve as the point person for all communications between the Association and the Massachusetts School of Law. This person shall also maintain Association membership records.

#### **ARTICLE IV: COMMITTEES**

A. COMMITTEE MEMBERSHIPS. Each of the following Committees, whose roles are described below, will consist of five to seven (5-7) members of the Association. Each Committee shall elect a Chair, to serve as the primary point of contact to the Executive Board and the general membership of the Association.

B. POWERS AND DUTIES OF COMMITTEES.

1. Networking and Social Events Committee. This Committee will be charged with scheduling, planning, organizing, and holding formal and informal networking and social events for Association members. This Committee will also plan, organize, and execute the Annual Class Reunion.
2. Mentoring and Continuing Legal Education Committee. This Committee will be charged with overseeing and executing the Association's mentoring program. This Committee will also plan, organize, and hold periodic continuing legal education events.
3. Young Lawyers and Student Members Committee. Members of this Committee will represent the interests of young lawyer and student members of the Association and will offer and hold programming specifically for young lawyer and student members.
4. Civic/Community Outreach and Pro Bono Committee. This Committee will plan, organize, and hold periodic community service projects and offer pro bono engagement opportunities to members.

5. Fundraising Committee. This Committee will oversee and execute the Association's fundraising efforts.

Other potential committees, including those representing various popular practice areas and jurisdictions will be established as needed.

- C. COMMITTEE MEMBER ELECTIONS AND TERMS. Members of Committees may be elected for a term of one (1) year, commencing with the Fall semiannual meeting. All Committee members will be considered voting members on any Committee business which arises during Committee meetings. Committee votes and recommendations will be put forth to the Executive Board, which will vote on all final issues during its semiannual Business Meeting after considering Committee recommendations and votes. Any general member of the Association is eligible to seek membership on any Committee.

#### **ARTICLE V: RESIGNATION AND TERMINATION OF OFFICERS**

Any Executive Board Officer or Committee Member may resign by giving notice in writing to the Board and may be removed by action of two-thirds (2/3rds) of the Executive Board. If three (3) or more vacancies exist at any one time, a General Meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

#### **ARTICLE VI: MEETINGS**

- A. REGULAR MEETINGS. There will be two (2) regularly scheduled General Association Meetings each year: a Fall semester meeting and a Spring semester meeting.
- B. BUSINESS MEETINGS. The Executive Board will meet at least once per semester to discuss and vote on Association business. These Business Meetings shall take place approximately one month prior to the General Meetings.
- C. COMMITTEE MEETINGS. Each Committee will meet once per semester to discuss and vote on that Committee's business and present to the Executive Board as appropriate.
- D. ATTENDANCE. Members of the Executive Board and Committees are expected to attend all regularly scheduled Association meetings unless there are extenuating circumstances. Members of a Committee are expected to attend all regularly scheduled meetings of that Committee. After two (2) absences by a member, the Secretary will notify the member to discuss if he or she wishes to be replaced for the remainder of the term.

## **ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, FUNDS**

- A. **CONTRACTS.** The Executive Board may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- B. **CHECKS AND DRAFTS.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.
- C. **DEPOSITS.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may select.
- D. **MEMBER LIABILITY NEGATED.** Association members are not personally liable for any Association debts.
- E. The Bylaws are subject to the limitations contained in IRC Section 501(c)(3).
- F. The Bylaws do not expressly empower anyone to engage, otherwise than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of one or more exempt purposes.
- G. The Bylaws are subject to the dissolution provision required under section 501(c)(3) or that there is no need for an expressed dissolution provision in the By-Laws because they rely on the operation of state law in the state in which the Organization is formed for its dissolution provision.

## **Article VIII: BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board and Committees having any of the authority of the Board, and shall keep at a designated location a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any purpose at a reasonable time.

## **Article IX: FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in each year.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Association may adopt.

## **ARTICLE XI: INDEMNITY**

The Association shall indemnify any person who is or was an employee, agent, representative, member of the Executive Board or a Committee against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Association to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

## **ARTICLE XII: AMENDMENTS TO THESE BYLAWS**

These bylaws may be amended by a majority vote of all general members who respond to and vote on a proposed amendment during a general meeting. Notice of any proposed changes must be sent out to all members at least sixty (60) days prior to voting. The Executive Board shall have the authority to make decisions relative to amending the by-laws when: expeditious action is an absolute necessity, and without such action the good of the Association could be adversely affected.