

**BYLAWS
OF THE
NATIONAL ALUMNI ASSOCIATION
OF
ALBANY LAW SCHOOL**

Restated as of October 16, 2014



ALBANY LAW SCHOOL

INTRODUCTION, PURPOSE AND DEFINITIONS

The Alumni Association of Albany Law School was organized to promote the welfare of the School. The Association includes every person who has received a degree from Albany Law School and every former full-time student who was not dismissed and whose class has graduated. The Association's purposes are to represent the alumni/ae of Albany Law School, through activities of the School at the administrative level, and through the involvement of members of the Alumni Association in various School functions and where appropriate, to represent the interests of the alumni/ae body on the School's Board of Trustees through the Alumni/ae Trustees.

ARTICLE I

BOARD OF DIRECTORS

Section 1. Board of Directors. The Board of Directors is hereby created and is vested with the management of the National Alumni Association.

Section 2. Composition

- a. Initially the Board of Directors shall be composed of all voting and non-voting members of the National Alumni Council when these restated bylaws are adopted. Each Director shall have a vote. Each Director shall remain a Director until his or her successor is elected or appointed, as the case may be or as provided in subsection c, or until the directorship becomes vacant.
- b. The Board of Directors shall be composed of:
 - (1) Up to thirty five (35) Directors elected by the Board of Directors;
 - (2) The Dean of the Law School, ex officio;
 - (3) The Vice President of Institutional Advancement and Director of Alumni Affairs, ex officio;
 - (4) The President of the Albany Law Student Bar Association, ex officio .

- (c) Directors who were non-voting members of the National Alumni Council on the date these restated Bylaws were adopted, will remain in office until such time as he or she resigns, dies or his or her office has been declared vacant or terminated by the Executive Committee.

Section 3. Classification and Terms of Elected Directors

- a. Elected Directors. There shall be no more than thirty five (35) Elected Directors who shall be divided into three (3) classes of substantially equal size: Class A, Class B, and Class C. Each Class shall serve a three (3) year term. The term of Class A shall expire at the annual spring meeting to be held in 2015 and every three years thereafter. The term of Class B shall expire at the annual spring meeting to be held in 2016 and every three years thereafter. The term of Class C shall expire at the annual spring meeting to be held in 2017 and every three years thereafter. In the event of a reduction in the number of Elected Directors, the classes shall be adjusted accordingly.

- b. Alumni/ae Trustees. Unless otherwise provided in these bylaws, there shall be two (2) Alumni/ae Trustees consisting of the President and the President-Elect of the Board, who shall serve for a term of two (2) years.

- c. Changes in the Size of the Board. The Board of Directors can increase or decrease the number of Directors, but in any event, the number of Elected Directors shall not be less than twenty five (25) or more than thirty five (35).

Section 4. Election of Elected Directors. A majority of the Alumni Association Board of Directors present at its annual spring meeting shall annually elect the vacancies of Elected Directors to fill expired terms.

Section 5. Qualifications of Directors. All Elected Directors shall be members of the Alumni Association and prior to their election have exhibited an interest in and provided service to the Albany Law School.

Section 6. Nomination of Elected Directors. Nominations for candidates to Elected Director positions shall be made at the annual spring meeting by the Nominating Committee.

Section 7. Appointment of Directors Emeriti. Directors Emeriti shall be appointed by a majority of the Executive Committee.

Section 8. Resignation. The resignation of any Director shall be in writing and addressed to the President of the Association. Such resignation shall be effective upon receipt by the President of the Board.

Section 9. Removal. Any Director absent from three (3) consecutive meetings of the Board of Directors may be removed from the Board of Directors at any meeting, by a majority vote of those present or by the Executive Committee. In construing this section, attendance at any previous meeting of a Board Committee shall be deemed attendance at a Board of Directors meeting. Telephonic or Teleconference participation in a meeting shall be considered attendance at a meeting.

Section 10. Vacancies of Directors. Vacancies of Directors whether occurring by reason of death, resignation, failure to elect, removal, or otherwise, may be filled by election at the next regular meeting of the Board of Directors to complete an unexpired term.

ARTICLE II

OFFICERS

- Section 1.** Number. The officers of the Alumni Association shall be a President, a President-elect, one or more Vice President(s) (as determined by the Board of Directors), and a Secretary.
- Section 2.** Qualifications. All officers of the Alumni Association shall have received a degree from Albany Law School. In addition, the President, President-elect and Vice-President, at the time of election, shall have been members of the Board of Directors for two (2) or more consecutive years.
- Section 3.** Election of Officers and Term of Office. All officers shall be elected by a majority of the Board of Directors present at its spring meeting. Each officer shall be elected for a one (1) year term. Except for good cause, as determined by the Board of Directors, the President-elect shall succeed to the office of President.
- Section 4.** Nomination of Officers. Nominations for candidates to officer positions shall be made at the annual spring meeting of the Board of Directors by the Nominating Committee. Unless instructed otherwise by the Board of Directors or the Executive Committee, the Nominating Committee shall nominate the person holding the office of Secretary to be a candidate for the office of Vice President (if there be more than one Vice President, then

the nomination shall be for the office of first Vice President), shall nominate the person holding the office of Vice President to be a candidate for President-elect, and shall nominate the President-elect to be a candidate for the office of President.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect on the date of receipt of such notice, or at any later date specified in the notice.

Section 6. Removal. Any officer may be removed by the vote of two-thirds of the Board of Directors present at a regular meeting thereof, or special meeting called for that purpose.

Section 7. Vacancies

- a. Vacancy of the Office of the President. A vacancy in the office of the President, whether occurring by reason of death, resignation, failure to elect, removal or otherwise, shall be filled automatically by the President-elect.
- b. Vacancy of Other Office Members. A vacancy in offices other than President, whether occurring by reason of death, resignation, failure to elect, removal or otherwise, shall be filled for the unexpired portion of the term by appointment by the President with the approval of the Executive Committee.

Section 8. Powers and Duties of Officers

- a. President. The President shall preside at all meetings of the Association's Membership, Board of Directors and the Executive Committee. In addition, the President shall be an ex officio member of all other committees of the Board and the Association. The President shall provide general direction for the affairs of the Association in order to promote its purposes and effectiveness, and shall have all powers necessary and incident thereto. In addition, the President shall perform such other duties and have such other powers as the Board of Directors or Executive Committee may from time to time determine.

- b. President-elect. In the absence or disability of the President, the President-elect shall perform the duties and exercise the powers of the President. In addition, each Vice President shall perform such other duties and have such other powers as the Executive Committee or President may from time to time determine.

- c. Vice President. The Vice President shall perform such duties and have such other powers as the Executive Committee or President may from time to time determine.

- d Secretary. The Secretary shall give or cause notice to be given of all meetings of the Association and shall record or cause to be recorded by any reasonable means, all proceedings and meetings of the Association, and all moneys received and expended for the use of the Association. He or she shall keep or cause to be kept the records of the Association. In addition, the Secretary shall perform such other duties and have such other powers as the Executive Committee or President may from time to time determine.

ARTICLE III

MEETINGS

Section 1. Annual Meeting. An annual meeting of the Board of Directors for the election of Alumni Association Officers and Elected Directors, and the transaction of any other Association business that may properly come before the meeting shall be held at Albany Law School, Albany, New York, or such other place as the Executive Committee may designate as will be fixed by the Executive Committee.

If for any cause, the election of Alumni Association Officers and Elected Directors is not made on such day, the Board of Directors shall order the election to be held on some subsequent day, of which special notice shall be given in accordance with these bylaws.

Section 2. Regular Meetings. Regular meetings of the Board of Directors, of which a minimum of ten (10) days notice shall be required, shall be on such dates and at such times and such places as the Executive Committee may prescribe.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the Executive Committee. The notice, shall set forth the purpose of the meeting and shall be sent by mail, fax or e-mail to each Director at his or

her last recorded address or fax telephone number, or e-mail address not less than 10 days prior to the day selected for the meeting.

Section 4. Quorum. A quorum at a Board of Directors meeting shall be 15 Directors or one-third (1/3) of the Board of Directors, whichever is fewer.

Section 5. Voting. Each Director ~~and each Alumni/ae Trustee~~ shall be entitled to one vote. All matters properly presented at any meeting shall be decided by a majority of the votes cast on the matter.

Section 6. Rules. Unless otherwise specifically provided herein, Robert's Rules of Order shall prevail.

ARTICLE IV

COMMITTEES OF THE BOARD

Section 1. Executive Committee

- a. Membership. The Executive Committee shall consist of:
- (1) the officers of the Association;
 - (2) the Director of Alumni Affairs, ex officio;
 - (3) such other Directors appointed by the President, not to exceed five (5) of such other appointed Directors.
- b. Powers and Duties. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except the authority to remove any officer of the Association, or amend these bylaws. In addition, the Executive Committee shall:

- (1) Receive and consider all recommendations submitted to it by the various standing and other Committees, Directors or other alumni/ae, and in its discretion report the same to the Board of Directors.
 - (2) Arrange an agenda for Board of Directors meetings.
 - (3) Review candidates for positions on the Board of Directors and further: ((i) present a slate of candidates for Board membership and (ii) present alumni/ae awards to the Board for approval.
 - (4) Act as the Nominating Committee in the event such a Committee is not created or is not active.
- c. Tenure. Each member of the Executive Committee shall sit on the Committee until their respective Association office, or Directorship of Alumni Affairs term expires and a successor is elected and qualified.
- d. Meetings. Regular and meetings of the Executive Committee, of which no notice need be given, shall be on such dates, times and places as the Executive Committee or the President may from time to time prescribe.

- e. Telephone & Teleconference Meetings. Meetings of the Executive Committee may be held by means of a telephone conference circuit or by teleconference and connection to such circuit or teleconference shall constitute attendance at such meeting.

- f. Quorum. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee shall be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

- g. Vacancies. Any vacancy in the Executive Committee shall be filled by applying the appropriate vacancy provision cited elsewhere in these bylaws applicable to the Association officer creating the Executive Committee member vacancy. In the event of a vacancy in the position of Director of Alumni Affairs, the Acting Director will serve.

- h. Procedure. The Association President shall be Executive Committee chairperson. The Executive Committee may establish its own rules of procedure which shall not be inconsistent with these bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors, for its information, at the next Board meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President of the Association, the Director of Alumni Affairs, ex officio, and three (3) Directors selected by the President with the approval of the Executive Committee. The mission of the Nominating Committee is to nominate persons as candidates for elections as Directors and officers of the Association.

Section 3. Ad Hoc and Standing Committees. Ad hoc and standing committees shall be appointed by the President, with approval by the Executive Committee, to complete duties deemed necessary by the Executive Committee to carry out the purposes of the Association. Students are eligible to serve on committees.

ARTICLE V

AMENDMENT OF BYLAWS

Section 1. Amendment. The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors present at a duly noticed or special meeting at which a quorum is present provided that notice of the substance of the proposed repeal or amendment shall have been included in the notice of the meeting of the Board at which such repeal or amendment is acted upon.