

**BYLAWS  
OF THE UNIVERSITY OF ST. THOMAS SCHOOL OF LAW  
ALUMNI ASSOCIATION**

*As Amended through December, 2008*

**ARTICLE I  
MEMBERSHIP**

All graduates of the University of St. Thomas School of Law will belong to the University of St. Thomas School of Law Alumni Association (Alumni Association). Any graduate from the University of St. Thomas who is a graduate of an accredited law school other than St. Thomas School of Law shall become a member of the Alumni Association following written request to the School of Law's Dean of External Relations. No dues shall be charged for membership.

**ARTICLE II  
ALUMNI ADVISORY BOARD OF DIRECTORS**

Section 1.       General Powers, Goals, Objectives

The Alumni Advisory Board of Directors (Advisory Board) shall direct and conduct the business and affairs of the Alumni Association, advance the UST Law mission, and further the goals and objectives of the Alumni Association. The goals and objectives of the Alumni Association are as follows:

- Advising and informing the Dean, the administration and the faculty in matters important to the School of Law and its community;
- Fostering a spirit of public service within the communities in which its members live and work;
- Recognizing the personal and professional accomplishments of the members of the School of Law community;
- Promoting and participating in the activities and academic programs of the School of Law;
- Maintaining and supporting relationships among alumni;
- Contributing to the long-term financial success of the School of Law;
- Recruiting and supporting the candidacies of excellent prospective students, faculty and staff for the School of Law;
- Assisting the School of Law alumni and students with career opportunities and development; and
- Promoting the highest aspirations for the profession and the practice of law.

From time to time, the goals and objectives of the Alumni Association may be reviewed and amended by a majority vote of the members of the Advisory Board.

Section 2.       Number

The voting directors shall consist of each of the officers of the Advisory Board, the UST School of Law Student Government President (Student Government President), and fifteen (15) directors. The officers of the Advisory Board are outlined in Article IV below.

Section 3.       Selection

All voting members shall be named to the Board in accordance with the nominating and appointment procedures outlined in Article V below, with the exception of the Student Government President, who is elected annually by the School of Law's current students.

Section 4. Terms of Office

Each director, who is not also an officer of the Advisory Board or the Student Government President, shall hold office for two years or until his or her successor is selected through the nominating and appointment process (with the exception of the 2007 board year when seven directors will be named to a one-year term). The Advisory Board officers and the Student Government President shall hold one-year terms concurrent with their terms as Advisory Board officers or Student Government President, as the case may be. With the exception of the Student Government President, the term of office for an officer and a director shall begin on January 1 following the nomination and appointment process and shall conclude on December 31, or until his or her successor is selected through the nominating and appointment process.

Section 5. Regular Meetings

The Advisory Board will hold no less than three, but typically four regular meetings each year with a suggested time frame of: January, April, July, October. The meetings will take place at the University of St. Thomas School of Law. The President may call other meetings as necessary. Board members shall receive notice at least seven (7) days in advance by mail, e-mail, telephone, or other suitable means of communication.

Section 6. Quorum; Voting

At all meetings of the Advisory Board, one-third (1/3) of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Advisory Board. Each director shall have one vote.

Section 7. Vacancies

If any director or officer position becomes vacant for any reason, the Dean will select a successor. The successor shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 8. Removal

In addition to the method provided for the removal of a director or the entire Board by Section 317A.223, Subdivision 4, Minnesota Statutes, or any successor statute(s), any director may be removed as follows:

- (a) The Advisory Board shall have the discretion to consider removal of an absent director at the first Board meeting following the third absence during a given board year. The Advisory Board shall consider extenuating circumstances prior to voting on such matters.
- (b) If the Advisory Board votes against the removal of a director, it shall determine the conditions under which such director shall continue to serve as a member of the Advisory Board.
- (c) If the Advisory Board votes in favor of the removal of such director, the Dean shall, as soon as possible, fill the vacancy.
- (d) A director may also be removed at any time for cause by the affirmative vote of a majority of the Advisory Board. Cause includes, but is not limited to, suspension or disbarment from the practice of law, the commission of a felony, or the commission of any other act which is substantially unbecoming of a member of the Alumni Association or which bears adversely upon the reputation of the School of Law.

Section 9. Annual Fund

Each member of the Advisory Board shall contribute to the Annual Fund. Each member of the Advisory Board shall exercise his or her discretion in determining the amount of the contribution. Each member of the Advisory Board shall assist with the fundraising efforts for the Annual Fund.

### **ARTICLE III** **COMMITTEES AND DEPARTMENT LIAISONS**

#### Section 1.       Establishment

Between December 15 and January 1, the Alumni Association President will assign each director to serve as either a member of an Alumni Association committee or as a Department Liaison to a School of Law Department. The President will also name a Chair and Co-chair, from the Advisory Board, to each committee.

The Alumni Association Committees shall include:

- (a)     Annual Fund Committee
- (b)     Program Committee
- (c)     Social Committee
- (d)     Reunion Committees (beginning in January, 2008)

Department Liaisons shall include:

- (a)     Office of Career and Professional Development
- (b)     Admissions
- (c)     Mentor Externship Program
- (d)     Communications (Alumni Newsletter and Alumni Magazine)
- (e)     Any other School of Law Department as deemed necessary by the President.

The Advisory Board shall approve any new committees or taskforces as it deems necessary and appropriate to fulfill the purposes of the Alumni Association, and consistent with the mission of the School of Law. Each committee or task force shall be subject at all times to the control and direction of the Advisory Board and shall perform such functions and undertake such responsibilities as shall be established from time to time by the Alumni Association President. Following the formation of any new committee or taskforce, the Alumni Association President will appoint members of the Advisory Board to serve on the committee, along with other members of the Alumni Association who express an interest in the committee or task force.

#### Section 2.       Committee Chairs

Each Chair shall serve for a term of one year, beginning on January 1, or until his or her successor is appointed. The Alumni Association President may remove any Chair or Co-Chair if he or she is not performing his or her duties effectively or has engaged in conduct that reflects adversely on the School of Law.

#### Section 3.       Membership

Committee membership is open to any member of the Alumni Association who expresses an interest in the committee.

#### Section 4.       Committee Responsibilities

Each committee may have special responsibilities delegated to it each year by the President. All committees are responsible for promoting the mission of the School of Law, heightening its visibility and the visibility of its alumni. Each committee shall prepare and submit to the President an annual action plan on or before February 15. The action

plan shall include the Committee's proposed actions for the year, budget requests, and other such things as the Alumni Association President shall require. The Alumni Association President will make the action plans available for Advisory Board review and discussion. Each committee shall also prepare and submit to the Alumni Association President by the October meeting a year-end summary. The year-end summary shall include committee recommendations to assist in succession planning, and to carry forward any necessary work of the committee.

**ARTICLE IV**  
**OFFICERS AND EXECUTIVE COMMITTEE**

Section 1.        Nomination and Appointment: Term of Office

The Officers of the Alumni Association shall include the immediate Past-president, the President, the President-elect and the Secretary/Treasurer.

- (a) The Appointments Committee shall name a Secretary/Treasurer in accordance with the nominating and appointment procedures outlined in Article V below. In the event of a removal or resignation, the Appointments Committee shall name such officers as to fill any open offices not filled by the succession outlined in this Article IV.
- (b) At the conclusion of the term as Secretary/Treasurer, the Secretary/Treasurer shall automatically succeed to the office of President-elect of the Alumni Association.
- (c) At the conclusion of the term as President-elect, the President-elect shall automatically succeed to the office of President of the Alumni Association.
- (d) The President shall, concurrently, serve a one-year term on the Board of Governors for the University of St. Thomas School of Law.
- (e) The immediate Past-president shall, concurrently, serve a one-year term on the Board of Governor for the University of St. Thomas School of Law.
- (f) Each officer shall hold a one-year term as a director on the Advisory Board, beginning January 1 and ending on December 31.

Section 2.        Past-President

The Past-President shall attend all meetings of the Advisory Board and the Executive Committee. In the event of the absence or disability of both the President and the President-elect, the Past-President shall perform the President's duties. In addition, the President-elect shall perform such other duties as the Advisory Board shall prescribe.

Section 3.        President

The President shall be the chief executive officer of the Alumni Association, and shall lead the general direction of the affairs of both the Advisory Board and the Alumni Association. The President shall undertake the following responsibilities:

- (a) Preside at all meetings of the Advisory Board;
- (b) See that all orders and resolutions of the Advisory Board are carried into effect;
- (e) Appoint and discharge people to specific roles, including but not limited to, committees, taskforces and as department liaisons;
- (f) Serve as a member of any committee;
- (g) Perform all such other duties as are incident to the office or are properly required by the Advisory Board;
- (h) Attend all meetings of the Board of Governors.

Section 4. President-elect

The President-elect shall succeed to the office of the President. In the event of the absence or disability of the President, the President-elect shall perform the President's duties. If the office of the President should become vacant during the board year, the President-elect shall fill the vacancy and complete the unexpired term. The President-elect shall then become President for a full term after the completion of such unexpired term. In addition, the President-elect shall perform such other duties as the Advisory Board shall prescribe.

Section 5. Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the Advisory Board and the Executive Committee, and record all votes and minutes of all proceedings. In the event the Secretary/Treasurer is unable to attend a meeting, he or she shall be responsible for securing a Board member, Executive Committee member or Staff member to undertake the recording responsibilities.

The Secretary/Treasurer shall have knowledge of the budget and the monetary affairs of the Alumni Association as disclosed by the Dean for Administration.

In the event of the absence or disability of the President-elect, the Secretary/Treasurer shall perform the President-elect's duties. If the office of the President-elect should become vacant during the board year, the Secretary/Treasurer shall fill the vacancy and complete the unexpired term. The Secretary/Treasurer shall then become President for a full term after the completion of such unexpired term. In addition, the Secretary/Treasurer shall perform such other duties as the Advisory Board shall prescribe.

Section 6. Executive Committee

The Executive Committee shall consist of the Alumni Association Officers, the Assistant Dean for External Relations and Programs (or his or her designee) and the Dean of the School of Law.

**ARTICLE V**  
**NOMINATING PROCESS AND APPOINTMENTS COMMITTEE**

Section 1. Formation

The School of Law Dean shall appoint an Appointments Committee. No member of the Appointments Committee shall be a candidate for President-elect, Secretary/Treasurer or open board position. Deliberations of the Appointments Committee shall remain confidential.

The Appointments Committee shall:

- (a) Be chaired by the immediate Past-President;
- (b) Include the School of Law Dean and the Assistant Dean for External Relations and Programs;
- (c) Include one full-time faculty member or member of the School of Law senior staff;
- (d) At the Dean's discretion, include two School of Law alumni.

Section 2. Announcement and Nomination Procedure

No later than the July 15<sup>th</sup> (with the exception of 2006), the Appointments Committee shall be announced to the membership. Such announcement shall also solicit from the membership names of candidates for the various offices and other director positions to be filled. Furthermore, such announcement shall include:

- (a) A list of the various offices and other director positions for which candidates are sought, indicating the length of terms;
- (b) A request that names of potential candidates be given to either the Office of the Dean of External Relations or the Chair of the Appointments Committee by a specified date; and
- (c) A specification of the qualifications appearing in Section 3 below.

Section 3. Qualifications

All nominated individuals shall be current members in good standing of the Alumni Association.

Section 4. Appointment Procedure

The Appointments Committee shall select a Secretary/Treasurer to serve as an officer, and shall fill all vacancies on the Advisory Board. The names of the individuals who seek an open position but are not named to the Advisory Board shall remain confidential to the Alumni Association. At the conclusion of the nomination and appointment process, the Dean shall announce all new appointments no later than December 15.

**ARTICLE VI**  
**LEGISLATIVE OR POLITICAL ACTIVITIES**

Section 1. Legislative or Political Activities

The Alumni Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE VII**  
**MISCELLANEOUS**

Section 1. Amendments to Bylaws

The Advisory Board, by a two-thirds vote may adopt, amend, or repeal these bylaws. Notice of proposed bylaw amendments shall be provided to all members of the Alumni Association at least three weeks prior to the meeting at which the Advisory Board will consider the proposed amendments.

The Advisory Board may not, however, adopt, amend, or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies on the Advisory Board, fixing the number of directors or their classifications, qualifications, or term of office or changing the procedures for selecting the Officers. Such adoptions, amendments or repeals must be approved by the Dean of the School of Law.