

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

Restated as of July 1, 2020



ALBANY LAW SCHOOL

INTRODUCTION, PURPOSE, AND DEFINITIONS

The National Alumni Association of Albany Law School was organized to promote the welfare of the School. The Alumni 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 Alumni 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 Alumni Association.

Section 2. Composition

- a. Initially, the Board of Directors shall be composed of all voting and non-voting members of the Alumni Association 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 until the directorship becomes vacant.
- b. The Board of Directors shall be composed of:
 - (1) Up to thirty-five (35) voting Directors elected by the Board of Directors;
 - (2) The Dean of the Law School, non-voting, ex officio;
 - (3) The Director of Alumni Engagement and Institutional Events, non-voting, ex officio;
 - (4) The President of the Albany Law Student Bar Association, non-voting, ex officio; and
 - (5) Emeriti and President's Council, non-voting, ex officio.

Section 3. Classification and Terms of Elected Directors

- a. Elected Directors. There shall be up to thirty-five (35) who shall serve a term of three (3) years. There is no limitation on the number of terms a Director can serve.
- b. Alumni/ae Board of Trustees. Unless otherwise provided in these bylaws or the bylaws of the Albany Law School Board of Trustees, the President of the Alumni Association Board of Directors shall serve for a term of two (2) consecutive years on the Albany Law School Board of Trustees. The Alumni Association Board of Directors President-Elect will serve on the Albany Law School Board of Trustees for a term of one (1) year.

Section 4. Election of the Board of Directors. A majority of the Board of Directors present at the annual meeting shall elect the vacancies of the Board of Directors to fill any expired terms.

- Section 5.** Qualifications of Directors. All Elected Directors shall be an alumna/us of Albany Law School and exhibit an interest in and provide service to Albany Law School.
- Section 6.** Nomination of Elected Directors. Nominations for candidates to Elected Director positions shall be made at the annual meeting, as brought forth by the Nominating Committee.
- Section 7.** Appointment of Directors Emeriti. Directors Emeriti shall be appointed by a majority of the Executive Committee and voted on by the full Elected Board of Directors at the annual meeting.
- Section 8.** Resignation. The resignation of any Director shall be in writing and addressed to the President of the Alumni Association. Such resignation shall be effective upon receipt by the President of the Board of Directors.
- 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 or work group shall be deemed attendance at a Board of Directors meeting. Virtual 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 AND EXECUTIVE COMMITTEE

- 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), the Director of Alumni Engagement, and the Director of Board Operations.
- Section 2.** Qualifications. All officers of the Alumni Association shall have received a degree from Albany Law School, with the exception of the Director of Alumni Engagement and the Director of Board Operations. In addition, the President, President-Elect, and Vice-President(s), 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 annual meeting.
- a. The President of the Alumni Association will consecutively serve a term of two (2) years, as well as a term of one (1) year as President-Elect. The Alumni Association President and President-Elect will sit as voting members on the Albany Law School Board of Trustees.
 - b. Other officers shall be elected for a term of one (1) year. The President-Elect shall succeed to the office of President, unless the Board of Directors determines that he or she will not do so for good cause.
- Section 4.** Nomination of Officers. Nominations for candidates to officer positions shall be made by the Nominating Committee at the annual meeting of the Board of Directors. Unless instructed otherwise by the Board of Directors or the Executive Committee, the Nominating Committee 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. Any such resignation shall take effect on the date the notice is received 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 a special meeting called for that purpose.
- Section 7.** Vacancies
- a. Vacancy of the Office of 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. If the office of

President-Elect is vacant, the most senior Executive Committee Officer will fill the vacancy.

- b. Vacancy of Other Offices. A vacancy in offices other than the 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 the President's appointment 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 Alumni 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 of Directors and the Alumni Association. The President shall provide general direction for the affairs of the Alumni 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(s). The Vice President(s) shall perform such duties and have such other powers as the Executive Committee or President may from time to time determine.
- d. Director of Alumni Engagement. The Director of Alumni Engagement will serve as an ex-officio, non-voting member of the Board of Directors and the Executive Committee. The Director of Alumni Engagement acts as the Director of Board Operations of the Alumni Association and provides strategic planning and collaboration with the President and Executive Committee. In the absence of the Director of Alumni Engagement, the Associate Director of Alumni Engagement will serve as the Director of Board Operations.
- e. Director of Board Operations. The Director of Board Operations shall give or cause notice to be given of all meetings of the Alumni Association. The Director of Board Operations shall record or cause to be recorded, by any reasonable means, all proceedings and meetings of the Alumni Association and all moneies received and expended for the use of the Alumni Association. He or she shall keep or cause to be kept the records of the Alumni Association.

ARTICLE III

MEETINGS

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

If, for any cause, the election of Executive Committee 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 scheduled 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, fax telephone number, or e-mail address not less than ten (10) days prior to the date of the meeting.

Section 4. Quorum. A quorum at a Board of Directors' meeting shall be one-third (1/3) of those Directors currently elected to serve.

Section 5. Voting. Each Director 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 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:

The Executive Committee shall consist of the officers of the Alumni Association and such other Directors appointed by the President, not to exceed five (5) such Directors.

- b. Powers and Duties. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except the authority to remove any officer of the Alumni Association or amend these bylaws. In addition, the Executive Committee shall:

- (1) Receive and consider all recommendations submitted 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: (i) present a slate of candidates for Board of Directors membership and (ii) present alumni/ae awards to the Board of Directors for approval; and
- (4) Act as the Nominating Committee in the event that such a committee is not created or is inactive.

- c. Tenure. Each member of the Executive Committee shall sit on the Committee until his or her respective term as an officer or as Director of Alumni Engagement expires and a successor is elected and qualified.

- d. Meetings. Regular meetings of the Executive Committee, of which no notice need be given, shall be scheduled as the Executive Committee or the President may from time to time prescribe.

- e. Virtual Meetings. Meetings of the Executive Committee may be held virtually, and virtual attendance of a member at any meeting 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 where a quorum is present.

- g. Vacancies. Any vacancy on the Executive Committee shall be filled by applying the appropriate vacancy provision set forth previously in these bylaws applicable to the officer creating the Executive Committee vacancy. In the event of a vacancy in the position of Director of Alumni Engagement, the Acting Director of Alumni Engagement will serve.
- h. Procedure. The President shall be Executive Committee chairperson. The Executive Committee may establish its own rules of procedure that 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 of Directors meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President, the Director of Alumni Engagement, 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 candidates for election as Directors and officers of the Alumni Association.

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

ARTICLE V

AMENDMENT OF BYLAWS

Section 1. Amendment. These bylaws may be amended or repealed by a two-thirds vote of the Board of Directors present at a duly noticed, regular or special meeting at which a quorum is present, provided that notice of the substance of the proposed amendment or repeal was included in the notice of such Board of Directors meeting.