

**Northeastern University
School of Law
Alumni/ae Association, Inc.**

BY-LAWS

Article I – General

Section 1.1 Name. The name of this corporation shall be the Northeastern University School of Law Alumni/ae Association.

Section 1.2 Purpose. The goals of the Association shall be to encourage and maintain relations between the School of Law and its alumni/ae; to assist the alumni/ae in promoting the general interests, public image and well-being of the School of Law; and to insure that alumni/ae programs exist for the benefit of the general alumni body.

Section 1.3 Offices. The principal office of the corporation shall be in Boston, Massachusetts.

Section 1.4 Seal. The seal of the corporation shall be in the form of a circle inscribed with the name of the corporation, the year of its incorporation and the word "Massachusetts."

Section 1.5 Fiscal Year. The fiscal year of the corporation shall be the twelve months ending June 30th of each year.

Article II – Members

The corporation shall not have any members. Any action or vote required or permitted under Chapter 180 of the General Laws to be taken by members of the corporation shall be taken by action or vote of the same percentage of the directors of the corporation.

Article III - Directors

Section 3.1 Powers. Except as otherwise provided by law, the Articles of Organization or these By-laws, the business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation.

Section 3.2 Number, Election and Term of Office. The Board of Directors shall consist of no fewer than two (2) nor more than fifty (50) directors who shall all be alumni/ae of the law school. Notwithstanding the foregoing, the Board of Directors may also consist of up to six (6) nonvoting student representatives who shall all be students of the law school at the time they serve on the Board of Directors. Within the limits specified, the number of directors and student representatives shall be determined by a vote of the Board of Directors. Except for the initial directors and except as provided in Section 3.13, the directors shall be elected at an annual meeting of the Board of Directors or at a special meeting. Each director shall serve for a three-year renewable term ending on the date of the third annual meeting following the annual meeting at which such director was elected.

Section 3.3 Place of Meeting. Meetings of the Board of Directors may be held at any place within or without the Commonwealth of Massachusetts.

Section 3.4 Annual Meetings. An annual meeting of the Board of Directors, shall be held on the second Tuesday in June of each year., or if a legal holiday, on the next succeeding full business day, or at such date and time as determined by the Board. At the annual meeting, the directors shall elect officers and a Board of Directors and shall transact such

other business as may properly be brought before such meeting. At the annual meeting any business may be transacted whether or not the notice of such meeting shall have contained a reference thereto, except where such a reference is required by law, the Articles of Organization or these By-laws. If the annual meeting is not held on the date determined in accordance with this Section, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 3.5 Regular Meeting. Regular meetings of the Board of Directors may be held, at such time and place as the Board of Directors may determine.

Section 3.6 Special Meetings. Special meetings of the Board of Directors, may be held upon notice at any time upon the call of the President and shall be called by the President or the Secretary/Clerk.

Section 3.7 Notice of Meetings. Whenever notice of any meeting of the Board of Directors is required by these By-laws or by vote of the Board of Directors, such notice shall state the place, date and hour of the meeting and shall be given to each director under the direction of the President, Secretary/Clerk, or other officer calling the meeting at least two days prior to such meeting if given in person, by telephone or by e-mail or other means of electronic communication or at least four days prior to such meeting if given by mail.

Section 3.8 Quorum. At all meetings of the Board of Directors, a quarter of the directors then in office, but in no event less than two directors, shall constitute a quorum. If a quorum is not present, in person, by telephone or by other communications equipment, those

present may, by a majority vote, adjourn the meeting from time to time until a quorum is obtained. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted if the meeting had been held as originally called.

Section 3.9 Voting. At any meeting of the Board of Directors at which a quorum is present, in person, by telephone or by other communications equipment, the vote of a majority of the directors present shall decide any matter except as otherwise provided by law, the Articles of Organization or these By-laws.

Section 3.10 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action in writing or by e-mail or other means of electronic communication and the consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.11 Resignations. Any director may resign by giving written notice to the President or Secretary/Clerk. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 3.12 Removal. A director may be removed from office with or without cause by the vote of a majority of the directors then in office. A director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 3.13 Vacancies. In the event of a vacancy on the Board of Directors, by reason of an enlargement of the Board of Directors or otherwise, the remaining directors, by majority vote, may elect a director to fill such vacancy, subject to nominating procedures set forth in Article VI, and may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 3.14 Compensation of Directors. Directors shall not be paid compensation for their services.

Section 3.15 Committees. The Board of Directors may, by vote of a majority of the directors then in office, establish one or more committees and delegate to such committees some or all of their powers to the extent permitted by law, the Articles of Organization and these By-laws. Except as the Board of Directors may otherwise determine, any such committee shall be governed in the conduct of its business by the rules governing the conduct of the business of the Board of Directors contained in these Bylaws and may, by majority vote of the entire committee, make other rules for the conduct of its business. The President, with the approval of the Executive Committee, shall designate the chair(s) of each committee. The Board of Directors shall have power at any time to fill vacancies in any such committee, to change its membership or to discharge the committee. The only Standing Committee shall be the Nominating Committee.

Article IV - Officers

Section 4.1 Officers. The officers of the corporation shall be all alumni/ae of the law school and shall all be serving on the Board of Directors. The officers shall consist of a President, a Vice

President, a Treasurer, and a Secretary/Clerk. Any two offices may be held by the same person except that the Secretary/Clerk shall not also serve as President or Treasurer.

Section 4.2 Election of Officers. Except for the initial officers and except as provided in Section 4.10, the President, Vice President, Treasurer and Secretary/Clerk shall be elected by the Board of Directors at its annual meeting or at the special meeting held in lieu of the annual meeting and shall hold office until the following annual meeting of the Board of Directors or the special meeting in lieu of said annual meeting and until their successors are chosen and qualified. Other officers may be chosen by the Board of Directors at the annual meeting or at any other meeting and shall hold office for such period as the Board of Directors may prescribe.

Section 4.3 President. The President shall be the chief executive officer of the corporation. He or she shall have the general control and management of the corporation's business and affairs. The President need not be a director. The President shall preside at all meetings of the Board of Directors.

Section 4.4 Vice President. The Vice President, shall perform such duties on behalf of the corporation as may be respectively assigned to him or her, by the Board of Directors or the President.

Section 4.5 Treasurer. The Treasurer shall be the principal financial officer of the corporation. He or she shall have custody and control over all funds and securities of the corporation, maintain full and adequate accounts of all moneys received and paid by him or her on account of the corporation and, subject to

the control of the Board of Directors, discharge all duties incident to the office of Treasurer.

Section 4.6 Secretary/Clerk. The Secretary/Clerk shall be the principal recording officer of the corporation. He or she shall discharge all duties incident to the office of the Secretary/Clerk. The Secretary/Clerk shall record all proceedings of the Board of Directors.

Section 4.7 Resignation. Any officer may resign by giving written notice to the President or Secretary/Clerk. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 4.8 Removal. An officer may be removed from office for cause, after reasonable notice and opportunity to be heard, or without cause, in either case, by vote of a majority of the directors then in office.

Section 4.9 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary/Clerk

Article V – Executive Committee

Section 5.1 Composition. The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary/Clerk. The Director of Development and Alumni/ae Relations may be an ex-officio member of the Executive Committee without vote.

Section 5.2 Responsibilities. The Executive Committee may exercise the powers of the Board of Directors between meetings of the Board of Directors on all matters requiring immediate action and not otherwise delegated herein, except the power to fill vacancies in its own membership, and shall carry out such other responsibilities as may be designated by the Board of Directors. The Executive Committee's good faith determination as to what matters require immediate action shall be binding on all concerned.

Section 5.3 Meetings. Meetings of the Executive Committee may be called by the President between meetings of the Board of Directors or shall be called by the President at the written request of at least two (2) members of the Executive Committee.

- a. Meetings of the Executive Committee shall be held at such time and by such method as shall be determined by the President.
- b. All actions taken by the Executive Committee shall be reported to the next following meeting of, and ratified by, the Board of Directors.

Section 5.4 Action Without a Meeting. Any action which could be taken at any meeting of the Executive Committee may be taken without a meeting provided that all members of the Executive Committee shall consent to the action in writing, or by e-mail, or other means of electronic communication, and provided that the record of such action and the result of such vote shall be filed with the minutes of the meetings of the Executive Committee. Such vote shall be treated for all purposes as a vote at a meeting.

Section 5.5 Quorum. A quorum at any meeting of the Executive Committee shall consist of a majority of its Committee, but the affirmative vote of a majority of the whole committee shall be necessary to take action.

Article VI – Nominating Procedure

A Nominating Committee of not fewer than five directors shall seek nominations from the alumni/ae body for any vacancy in the Board of Directors or in the slate of officers. The Nominating Committee shall file with the Secretary/Clerk a complete list of nominees for officer(s) and/or director(s) at least two weeks prior to the vote to elect officer(s) and/or director(s). Additional nominations may be made by written petition of five or more directors when submitted to the Secretary/Clerk not later than a week prior to the vote to elect officer(s) and/or director(s).

Article VIII – Miscellaneous Management Provisions

Section 8.1 Execution of Instruments. Except as otherwise provided in these By-laws or as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President and also by the Vice President,

Section 8.2 Corporate Records. The original, or attested copies, of the Articles of Organization, Bylaws, and records of all meetings of incorporators and directors shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation. They

shall be available at all reasonable times for inspection by any director for any proper purpose.

Section 8.3 Conflict of Interest.

No contract or other transaction of the corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder or member may be a party to, or may have an interest, pecuniary or otherwise, in, any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. Except in the case of any contract or other transaction between the corporation and any other corporation controlling, controlled by or under common control with the corporation, any director of the corporation who is also a director, officer, stockholder or member of any corporation, firm or association with which the corporation proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, may not be counted in determining the existence of a quorum at any meeting of the Board of Directors that shall authorize any such contract or transaction, and such director shall not participate in the vote to authorize any such contract or transaction. Any such contract or transaction may be authorized or approved by a majority of the directors then in office and not disqualified by this Section 8.3 to vote on such matters, even though the disinterested directors do not constitute a quorum.

Section 8.4 Indemnification. The corporation shall, to the extent legally permissible, indemnify each person serving, or who has served,

as a director or officer of the corporation, against all liabilities, judgments, fines, penalties, settlement payments and expenses, including reasonable attorneys' fees, paid or incurred in connection with any claim, action, suit or proceeding, civil, criminal or administrative, to which he or she may be made a party, or with which he or she may be threatened, by reason of his or her serving or having served as a director or officer of the corporation. Any such indemnification may be provided although the person to be indemnified is no longer an officer or director of the corporation or an officer, director, employee or other agent of such other organization,

No indemnification shall be provided for any person hereunder (a) with respect to payments and expenses incurred in relation to any matter as to which he or she shall be finally adjudged in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation.

Article IX - Personal Liability

The directors 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 any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation. No officer or director of the Corporation shall be personally liable to the Corporation or its directors for monetary damages for breach of fiduciary duty as an

officer or director notwithstanding any provision of law imposing such liability, provided, however that this paragraph shall not be construed to eliminate or limit the liability of an officer or director (i) for any breach of the officer's or director's duty of loyalty to the corporation or its directors, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transactions from which the officer or director derived an improper personal benefit. This paragraph shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which this paragraph becomes effective.

Article X - Amendments

These By-laws may be amended, added to or repealed, in whole or in part, by vote of a majority of the directors then in office.

Article XI - Dissolution

The Board of Directors, by vote of a majority of the directors then in office, may authorize a petition for the dissolution of the corporation to be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts setting forth in substance the grounds of the application for dissolution and requesting the said court to authorize the administration of the funds of the corporation for such public charitable purposes similar to those of the corporation as the court may determine. The provisions of this Article shall constitute the sole method for the voluntary dissolution of the corporation.