

**AMENDED BYLAWS
OF THE
THOMAS JEFFERSON SCHOOL OF LAW ALUMNI ASSOCIATION**

ARTICLE I: NAME AND LOCATION

Section 1. NAME

The name of this association shall be the Thomas Jefferson School of Law Alumni Association (“TJSLAA” or “Association”).

Section 2. PRINCIPAL OFFICE

The principal office of the Association is located at 701 B Street, San Diego, California, or at such other place as the Association’s Board of Directors (“Board of Directors”) designates from time to time within the County of San Diego, State of California.

ARTICLE II: PURPOSE

Section 1. PURPOSE

The Association is a school-sponsored association established for the purpose of providing social, business, networking and marketing events that are designed to enhance community awareness of the Thomas Jefferson School of Law (“School of Law”) and its alumni. Through the combined efforts of the alumni and the School of Law, the Association seeks to enhance the image of both the alumni and the School of Law in the local community, throughout the State of California and the United States, and abroad in foreign countries. By providing and sponsoring social and business events and continuing education (“MCLE”) seminars, the Association will facilitate opportunities for the alumni to network and socialize with other alumni and practitioners from the legal community. The Association’s activities will be a vehicle for the alumni to facilitate potential employment opportunities, obtain a greater awareness of the legal profession, and gain information that will assist them in the practice of law. In addition, the Association will assist the School of Law with its development efforts.

Section 2. OTHER ACTIVITIES

As determined by the Board of Directors, the Association may also engage in such other activities as are deemed appropriate in carrying out, enhancing, or adding to its purpose.

ARTICLE III: MEMBERSHIP

Section 1. CATEGORIES

The categories of membership in the Association shall be:

(a) **Alumni Members.** Any person who has received a Juris Doctor degree from the Western State University College of Law, San Diego Campus, or any of the following degrees from the School of Law: Juris Doctor (JD), Bachelor of Laws (LL.B.), Master of Laws (LL.M.), Master of Science in Law (JSM), and Doctor of Juridical Science (JSD);

(b) **Student Members.** All students who are enrolled at the School of Law and who have successfully completed at least one (1) year of their course of study; or in the case of graduate program students, all students who are enrolled at the School of Law and who have successfully completed at least one quarter of their course of study;

(c) **Affiliate Members.** All existing faculty and staff members of the School of Law; and

(d) **Honorary Members.** Persons who are elected honorary members for their outstanding contributions to the School of Law and/or the Association (i.e. Friends of the School of Law, parents, guest speakers). Honorary Members shall be affirmed at any stated meeting of the Board of Directors or the Association by a two-third (2/3) vote of the Board of Directors or active members of the Association present at such a meeting.

Alumni Members, Student Members, Affiliate Members, and Honorary Members shall be collectively referred to herein as “Association Members.”

Section 2. TERMS

Membership in the Association shall be for life.

Section 3. DUES

No Dues shall be charged for the privilege of being a member of the Association.

Section 4. VOTING

Only Alumni Members as defined in Article III, Section 1(a) may vote and hold office in the Association. Voting may be conducted either by paper, electronically or a combination thereof, as long as the method is approved by a majority vote of the Board of Directors.

Section 5. TRANSFER OF MEMBERSHIP

Membership in the Association or on the Board of Directors is not transferable or assignable.

Section 6. REGIONAL ALUMNI CLUBS

(a) **Regional Alumni Clubs.** Regional alumni clubs shall be chartered by the Board of Directors through this Association on a geographical basis to help serve the alumni and help promote and enhance the objectives of the School of Law.

(b) **Regional Alumni Club Bylaws.** Any and all bylaws approved by regional alumni clubs shall incorporate the Bylaws of the Association and any rules approved by the Board of Directors. In the event of a conflict among provision(s) of the Bylaws of the Association and the bylaws of any regional alumni club, the Bylaws of the Association shall apply and supersede such conflicting provision(s) of the bylaws of any regional alumni club.

ARTICLE IV: DIRECTORS

Section 1. NUMBER

The Alumni Members who are duly elected to the Board of Directors according to the Bylaws are referred to herein as the “Directors.” The authorized number of Directors to serve on the Board of Directors shall be twenty-five members.

Section 2. QUALIFICATIONS

Only Alumni Members who are in good standing with the Association may serve on the Board of Directors. Good standing means the person has complied with all of his or her or the Associations explicit obligations and having unabated powers to conduct his or its activities, which includes having graduated prior to the election from Thomas Jefferson School of Law or Western State University College of Law, San Diego campus.

Section 3. TERM LIMITS

With the exception of the Immediate Past President, all Directors shall be elected to two- year terms. Staggered elections: There shall be eighteen or seventeen seats up for election during every November Board election.

~~**Note:** Going forward, in odd number years: 2015, 2017, 2019, etc., there will be eighteen seats up for election. In even number years: 2016, 2018, 2020, etc., there will be seventeen seats up for election. As a result of the staggered election process, the 2015-2016 Board shall have thirty members, while beginning with the 2016-2017 Board and going forward, there shall be thirty-five members.~~

In the event a Director resigns or otherwise vacates his or her seat on the Board of Directors prior to the expiration of the term, the vacancy may be filled by a majority vote of the Board of Directors, consistent with Article IV, Section 4. Where prior to the swearing-in ceremony, a candidate for the Board of Directors resigns or is unavailable to serve the required two-year term, the candidate with the next most votes in the most recent election shall replace that person on the Board of Directors and shall be sworn-in immediately at the scheduled ceremony.

Section 4. COMPOSITION

The Board of Directors shall include at least four (4) seats for Alumni Members practicing or residing outside of San Diego County, and at least one (1) seat for an Alumni Member practicing or residing outside of California. Five (5) seats on the Board of Directors shall be occupied by

Alumni Members who have graduated fifteen (15) years or more prior to election to the Board of Directors. Two seats on the Board of Directors shall be occupied by Alumni Members who graduated within the immediate preceding five (5) years prior to election to the Board of Directors. If there are no Alumni Members that fit these qualifications, Alumni Members at large may be appointed to fill the open position(s) on the Board of Directors by an internal vote of the Board of Directors.

Section 5. RESERVED

Section 6. POWERS

Subject to the limitations set forth in the Bylaws or in the policies and procedures of the Board of Directors and the School of Law or applicable laws, all powers of the Association shall be exercised by, or under the direction of, the Board of Directors. It is expressly declared that the Board of Directors shall:

- (a) Establish the mission and policies of the Association and oversee their implementation;
2. (b) Establish other rules and regulations for the operation of the Association;
3. (c) Establish the powers and duties of the Officers and Directors of the Association;
4. (d) Delegate to an Executive Committee any of the powers and authority of the Board

of Directors in the management of the Association's business and other affairs as reasonably determined by, and in the discretion of, the Board of Directors; and

- (e) Adopt, amend and repeal these Bylaws.

Section 7. ELECTION

The Directors of the Board of Directors shall be nominated and voted on annually by the Alumni Members.

(a) **Nomination Procedure.** The Election Committee shall draft nomination forms for the nomination of proposed directors to be included on the election form for the election of Directors. Such nomination forms shall be distributed to all Alumni Members in a manner approved by a majority vote of the Board of Directors. Returning Directors who wish to be elected to the Executive Committee must submit their intent to run to the Alumni Relations Director at least eight days prior to the first convened meeting of the Board of Directors. The complete list of nominees for the Executive Committee shall be distributed to the Board of Directors seven days prior to the first convened meeting of the Board of Directors. The process shall be overseen and implemented by the Alumni Relations Director employed by the law school.

(b) **Nomination and Election Timetable.** Elections take place during the month of November.

(c) **Election Procedure.** The Bylaws & Election Committee shall administer the election by allowing all Alumni Members one vote for each Director seat in a manner approved by a majority vote of the Board of Directors. The process shall be overseen and implemented by the Alumni Relations Director employed by the law school.

(d) **Immediate Past President.** The Immediate Past President is automatically placed on the following year's Board of Directors for a one-year term and does not need to be elected.

(e) **Tie Vote.** In the event of a tie vote for an Executive Committee or Committee Chair position on the Board of Directors, there shall be a run-off election between the two top vote getters. However, Committees may be co-chaired if the two top vote getters decide to do so.

Section 8. COMPENSATION

The Directors shall serve without compensation, except for reimbursement of reasonable and pre-approved expenses incurred by them on behalf of the Association.

Section 9. LIABILITY

The Directors and other Association Members shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Section 10. INSURANCE

The Board of Directors may, in its discretion, adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the Directors, Officers, other Association Members, and agents of the Association against liability arising out of such status.

Section 11. CONFLICT OF INTEREST AND SELF-DEALING

Directors shall identify, prior to their election, potential areas of conflicts of interest and possible self-dealing, as defined by applicable law, and shall refrain from voting on an such matters involving a potential conflict of interest or self-dealing. While Directors may bid on the provision of products or services to the Association, the Director shall notify the Board of Directors in writing in advance of any such bidding and/or agreement and the Board of Directors must approve the transaction, as required by law. The interested Director shall not vote on such transaction.

Section 12. RESPONSIBILITIES

Directors are expected to:

(a) Provide leadership and financial support through fund-raising and negotiation for the Association;

- (b) Provide a personal financial contribution to the School of Law annually during the term serving as a Director;
- (c) Attend monthly meetings. Each Director shall attend at least seven (7) monthly meetings during a one-year period and are subject to removal for failure to adhere to this policy under Section 14 of these Bylaws.
- (d) Participate actively on at least one standing committee of the Board of Directors.
- (e) Attend events throughout the Directors term in office. Each Director shall attend at least three (3) events during a one-year period. These events may include Alumni Events (Padres Alumni Events, CLEs, Alumni Golf Tournament, etc.), Law School Events (Graduation, Orientation, etc.) and/or Student Organization Events (Barristers Ball, Monte Carlo Night, Networking Events, etc.).
- (f) Work with fellow Committee members to prepare monthly updates for the Board.
- (g) Read, review, and respond to all emails in a timely fashion; as well as vote when called to do so.

Section 13. RIGHTS OF INSPECTION

All Directors are entitled to inspect the Association's records upon seventy-two hours' prior written notice to the President and the Secretary of the Board of Directors. Such inspection of the Association's records shall take place at the principal office of the Association and during the Association's regular business hours.

Section 14. ABSENCES, CORRECTIONS, RESIGNATIONS AND REMOVALS

There shall be no difference between excused and unexcused absences. A Director shall be subject to the removal process if the Director misses more than two (2) monthly meetings during a one-year period, where there are eight (9) meetings during the one-year period.

Attendance at Monthly Meetings shall be recorded and reported by the Secretary and/or Alumni Relations Director. Such report of the Monthly meeting attendance shall be reported on the Minutes Cover Sheet at each meeting. If a Director wishes to correct a mistake or dispute an absence, the Director shall send an immediate email to the Secretary, Alumni Relations Director, President, and another Director who may support or dispute the claim that the Director was in attendance, and the matter shall be resolved promptly.

Any Director may resign at any time by giving written notice to the President of the Board of Directors. Resignations are effective upon receipt, unless a later date is specified in the notice itself. In the event a Director resigns or otherwise vacates his or her seat on the Board of Directors prior to the expiration of the term, the vacancy may be filled by a majority vote of the Board of Directors, consistent with Article IV, Section 4 above.

The removal process for a Director shall consist of a recommendation to the President or a Director on the Executive Committee, by a Director, the Alumni Relations Director, or directly from the President or an Executive Committee Director that a Director be removed for lack of meeting attendance. The Director will be notified by the President of such recommendation for removal proceedings and the Director may (1) resign as a Director, (2) challenge the removal by proving meeting attendance, or (3) provide a showing of 'extreme circumstances' to the President before the next Board Meeting and before the entire Board of Directors votes to remove such Director. Extreme circumstances include the birth or death in a family, health emergency of self or significant other, and/or situation deemed appropriate for non-attendance by the Executive Committee.

Where there is a recommendation for removal of a Director by the President described in the process above, the Director will be removed from the Board of Directors after a majority vote of a quorum of the Board of Directors at the most immediate upcoming scheduled Board of Directors meeting. The Director subject to removal shall be afforded the opportunity to speak for five (5) minutes at their choosing before the vote to make their case for continued participation on the Board of Directors as a Director. If the Board of Directors votes to remove the Director, an immediate replacement Director may be elected according to existing procedures, and the removed Director shall have no obligation to attend further Board of Directors Meetings throughout the remainder of their term. A removed Director may again run for a Board of Directors position in the next scheduled election.

Section 15. REGULAR MEETINGS

(a) In person meetings: **January, February, March, April, and May**; (out of county and state Directors may still call in; local Directors may call in without abusing the process as currently stated in the bylaws);

(b) *No meetings*: June and July (Committee Chairs report to the President on the first of month during the non in-person meeting break; June 1 and July 1);

(c) In person meetings: **August, September, October, and November**; (out of county and state Directors may still call in; local Directors may call in without abusing the process as currently stated in the bylaws).

(d) Unless otherwise determined by the Board of Directors, the Board of Directors shall meet nine (9) times per year with a Board Retreat counted as one meeting in February of every year (the retreat month and date may be changed from time to time as determined by the Directors). Newly Elected Directors shall be installed (sworn-in) at the January meeting. There is no Board Meeting during the month of December. However, both existing and newly elected Board Members may attend a Board Dinner in December. Unless otherwise determined by the Board of Directors, regular meetings of the Board of Directors shall be held at the School of Law or principal office of the Association and at the times designated by the Board of Directors.

(e) Directors must make at least seven (7) meetings per year (two (2) absences allowed); The Secretary will keep track of attendance, handle roll call, and send notifications and initiate the removal process.

(f) Notice of each regular meeting will be sent to each Director at the email address appearing on the books of the Association. All such notices, together with an agenda and related materials, will be sent to each Director at least twenty-four hours before the regular meeting. The notice will specify the location, date and time of such meeting, as well as the matters of business to be discussed.

(g) Directors who either (i) reside outside of San Diego County or (ii) reside within San Diego County but are temporarily out of town during the regular meeting may participate in regular meetings through the use of conference telephone or similar communications so long as all of the members at the meeting can hear each other. However, Directors who reside in San Diego County shall not abuse the Teleconference process and must attend monthly meetings in person, except for extreme circumstances detailed in Section 14 of these Bylaws.

(h) Directors will be notified as soon as possible of any changes to the location, date and time of any noticed regular meeting.

Section 16. SPECIAL MEETINGS

A special meeting of the Board of Directors may be held upon the call by the President or, if the President is absent, unable or unwilling to act, by the Immediate Past President or one of Vice Presidents.

(a) Notice of each special meeting will be sent to each Director at the email address appearing on the books of the Association. All such notices, together with an agenda and related materials, will be sent to each Director at the earliest opportunity before the special meeting. The notice will specify the location, date and time of such meeting, as well as the matters of business to be discussed.

(b) Directors who either (i) reside outside of San Diego County or (ii) reside within San Diego County but are temporarily out of town during the special meeting may participate in special meetings through the use of conference telephone or similar communications so long as all of the members at the meeting can hear each other. However, Directors who reside in San Diego County shall not abuse the Teleconference process and must attend monthly meetings in person, except for extreme circumstances detailed in Section 14 of these Bylaws.

(c) Directors will be notified as soon as possible of any changes to the location, date and time of any noticed special meeting.

(d) Any action required or permitted to be taken by the Board of Directors at a special meeting may be taken without a meeting if the Directors consent by a majority of the Board of Directors to such action. Such consent shall have the same force and effect as the unanimous vote of the Board of Directors.

Section 17. TRANSACTING BUSINESS

(a) A majority of the then-serving Directors shall constitute a quorum of the Board of Directors. The Board of Directors, at a meeting at which a quorum of the Board of Directors is initially present, may continue to transact business notwithstanding the withdrawal of any Directors and so long as any action thereafter taken is approved by at least a majority of the remaining Directors.

(b) Unless otherwise provided in these Bylaws, any action to be taken by the Board of Directors shall be taken by a majority vote of the quorum of the Board of Directors.

(c) All Directors are entitled to vote in person or by proxy. When voting by proxy, such proxy must be submitted in writing to the Director of Alumni Relations or his/her designee or the President of the Board of Directors prior to the meeting of the Board of Directors, and the issue to be voted on by proxy shall have been previously discussed at a meeting of the Board of Directors. Any action taken as a result of the proxy shall have the same force and effect as a vote made in person and shall be recorded in the minutes of that meeting of the Board of Directors. Proxy votes may be sent by e-mail.

Section 18. STANDING COMMITTEES

The Alumni Association supports the current goals and mission of the law school and its alumni. Goals, committee structure, and activities should reflect the primary law school priorities, such as student recruitment, career placement, fund development, and alumni and community engagement. Prior to every Board meeting, Standing Committees shall be placed on the Agenda automatically. Standing Committees shall also report at each Board meeting. Non-Standing Committee items shall be placed on the Agenda by communicating the request to the Alumni Relations Director and the President at least one-week prior to the scheduled Board meeting date.

The standing committees of the Association shall be:

1. **Admissions Committee:**

Goal: Assist in recruiting the best and brightest law students.

Activities: Host/attend events for accepted applicants, make calls to encourage attendance; working directly with the TJSL Admissions Department.

2. **Alumni Events Committee:**

Goal: Assist in engaging and involving alumni in life of TJSL.

Activities: Annual Alumni Weekend, Monthly Alumni Mixers, Annual Alumni Tailgate, etc; work directly with the TJSL Student Services and Alumni Relations Departments, and the Student Bar Association.

3. **Bylaws and Election Committee:**

Goal: Assist the Alumni Association Board of Directors with implementing bylaws and changes as needed and to facilitate elections.

Activities: Acting as parliamentarian, enforcer of rules, and seeing that election,

appointment, and other Board processes are followed properly, setting up annual elections; working directly with the Alumni Relations Department.

4. **MCLE Committee:**

Goal: Plan and execute MCLEs for alumni.

Activities: Provide networking opportunities for both students and alumni by planning and presenting MCLEs; working directly with the TJSL Career Services and Alumni Relations Departments.

5. **Communications Committee:**

Goal: Assist TJSL's Communications Department in publicizing alumni achievement, field expertise, and philanthropic involvement that sheds positive light and improves public relations on behalf of TJSL and its alumni.

Activities: Prepare, disseminate, and promote news and information that sheds a positive light on TJSL and its alumni. Endeavoring to streamline communications efforts between TJSL alumni, faculty, and staff to reach stated goals.

6. **Financing Committee:**

Goal: Assist law school staff with efforts to increase financial support.

Activities: Make phone calls, send emails to classmates and colleagues, identify prospects and assist with outreach efforts; working directly with the TJSL Alumni Relations Department.

7. **Judicial Mixer Committee:**

Goal: Assist law school staff with planning and executing the Annual Judicial Mixer.

Activities: Solicit and collect nominations for the Outstanding Service to the Community and Judicial Service Awards, facilitate and count votes for awards, notify award recipients, host, plan and execute the event in conjunction with TJSL school staff; working directly with the TJSL Alumni Relations Department.

8. **Student Outreach Committee:**

Goal: Assist TJSL with building and maintaining a close relationship with current students and alumni.

Activities: Provide networking opportunities for students and mentoring opportunities for recent graduates studying for the bar exam; working directly with the TJSL Alumni Relations Department, SBA, and TJSL Bar Candidate Program staff.

Committee Chairs shall be elected according to process described in Article V, Section 1, Subsection (f). Committee members shall be selected primarily from the Directors, but other Association Members may and should be included on the Committee(s). Association Members may attend monthly meetings, but shall not have the powers afforded to the Directors, including voting power. Committee Chairs shall have the power to appoint subcommittees to carry out its various tasks with the approval and oversight by the Executive Committee.

Section 19. ADDITIONAL COMMITTEES

The President may appoint additional committees or task forces on an as-needed basis.

Section 20. ANNUAL MEETING

The membership of the Association shall be invited to meet once a year at an annual general meeting of the Association, at which meeting the election results for the Board of Directors will be announced. The date and time of the annual general meeting shall be set by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. POSITIONS AND ELECTIONS

- (a) The Board of Directors shall include the following six Executive Committee positions: President, two (2) Vice Presidents, Treasurer, Secretary, and the Immediate Past President. Other officer positions may be established by the Board of Directors as determined necessary, within the limitations specified in these Bylaws.
- (b) The Executive Committee members shall be Directors.
- (c) The Executive Committee shall be nominated and voted on by the Directors at the first convened meeting of the Board of Directors. See Section 7(e) of these bylaws in case of a tie vote.
- (d) All nominees for Executive Committee positions shall have served on the Board of Directors for a minimum of one (1) term immediately preceding his or her nomination. In the event there is no Board of Director who self-nominates or is nominated for the position of Treasurer or Secretary, the minimum of one (1) term requirement can be waived with an internal vote of the entire Board of Directors.
- (e) Executive Committee members, except the Immediate Past President, shall be elected every year to one-year terms by an internal vote of the entire Board of Directors.
- (f) Committee Chairs shall be elected every year to one-year terms by an internal vote of the entire Board of Directors at the first convened meeting of the Board of Directors. See Section 7(e) of these bylaws in case of a tie vote.
- (g) Each Director shall have no more than two minutes to make their own speech supporting their candidacy. Only one speech can be made regardless of the number of positions a Director seeks (i.e., where a Director is unsuccessful in obtaining a position). The internal elections for Executive Committee and Committee Chair positions begins with the President, then Vice-Presidents (top two are elected), Treasurer, Secretary, and Committee Chairs. Time and vote
- ~~Section 2. MAJORITY VOTES~~ Alumni Relations Director or a representative of the Bylaws and Election Committee not being considered for a position in the current election.

A vacancy in any Officer position shall be filled by a majority vote of the Board of Directors. Such vacancy shall be filled for the remaining term of the position being filled. The replacement Officer will be eligible for the same rights and privileges as full term Officers.

Section 3. PRESIDENT

The President shall provide general supervision over and direction of the Board of Directors in its role as the policymaking body of the Association. The President shall preside over all meetings of the Board of Directors and shall have all of the general powers and duties of management usually vested in the office of a President of an organization.

Section 4. VICE PRESIDENTS

In the absence or disability of the President, one of the Vice Presidents shall perform all the duties of the President, and in so acting shall have all the powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. TREASURER

The Treasurer shall be responsible for reporting the income and expenses of the Alumni Board by working directly with the Alumni Relations Director. A monthly report shall be prepared jointly by the Treasurer and Alumni Relations Director.

Section 6. SECRETARY

The Secretary of the Board of Directors shall be responsible for preparing and reviewing the minutes of all meetings of the Board of Directors prior to such minutes being submitted to the Board of Directors for formal approval.

ARTICLE VI: FINANCIAL MANAGEMENT

Section 1. NOTES, LEASES & EXTRAORDINARY CONTRACTS

Notes, leases and extraordinary contracts shall require prior approval by a majority vote of the Board of Directors.

Section 2. BONDING

The Board of Directors may determine which, if any, Directors, Officers, Association Members or agents should be bonded.

Section 3. BUDGET AND PROGRAM

Development and other programs may and should bring in additional funding that goes toward the Alumni Association budget. The Board of Directors shall have the authority to approve funding toward such other programs as necessary and advisable during the period of its operating

year. Any Board of Director requesting funding from the Alumni Board budget, must do so by completing the 'Request for Allocation of Funds' form. The Alumni Relations Director employed by the law school shall keep track of expenses and work with the Treasurer to present a report at each Board meeting.

Section 4. FISCAL YEAR

The Association shall operate on the same fiscal year as the School of Law.

ARTICLE VII: INDEMNIFICATION

Section 1. DEFINITIONS

For the purposes of this Article VII, the following words shall have the following ascribed meanings:

- (a) **“Agent”** means any person who is, or was, serving as a Director or an Officer of the Board of Directors or who is, or was, authorized to act for, or on behalf of, the Board of Directors or the Association at the request of the Board of Directors.
- (b) **“Proceeding”** means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.
- (c) **“Expenses”** includes without limitation costs, attorneys' fees, and any expenses (including expenses incurred as a result of establishing a right to indemnification under Article VII, Section 5).

Section 2. INDEMNIFICATION AGAINST EXPENSES

The Association shall have the power to indemnify any Agent who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an Agent of the Association, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding; provided, however, that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and in the case of a criminal proceeding, that such person had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful. No indemnification shall be made under this Section 2 in connection with any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person's duty to the Association, unless and only to the extent that the court or other tribunal in which such

Proceeding is or was pending shall determine upon application therefor that, in view of all the circumstances involved, such person is fairly and reasonably entitled to indemnification.

Section 3. RESERVED

Section 4. RESERVED

Section 5. REQUIRED DETERMINATIONS FOR INDEMNIFICATION

Any indemnification under this Article VII shall be made by the Association only if authorized in the specific case upon a determination that indemnification of the Agent is proper in view of all the circumstances involved and the Agent has met the applicable standard of care and conduct set forth in Article VII, Section 2 above, and upon the following:

- (a) A majority vote of a quorum of the Board of Directors with such person to be indemnified not being entitled to vote thereon;
- (b) The approval or consent of a majority of the Association Members present at a duly called and noticed annual or special meeting of the Association Members, at which a quorum is present, with such person to be indemnified not being entitled to vote thereon; or
- (c) The determination of the court or other tribunal in which such Proceeding is or was pending shall determine upon application therefor that, in view of all the circumstances involved, such person is fairly and reasonably entitled to indemnification.

Section 6. ADVANCE OF EXPENSES

Expenses incurred in defending any Proceeding may be advanced by the Association prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Agent to repay such amount, unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VII.

Section 7. OTHER INDEMNIFICATION

No provision made by the Association to indemnify an Agent in the defense of any Proceeding involving the Agent, whether contained in these Bylaws, a resolution of the Association Members or the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect the right to indemnification to which persons may be entitled by contract or by applicable law.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED

No indemnification or advance shall be made under this Article VII, except as provided in Sections 4 or 5 above, in any circumstances where it appears that:

(a) It would be inconsistent with a provision of these Bylaws, a resolution of the Association Members or the Board of Directors, or an agreement in effect at the time of the accrual of the alleged claim or cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) It would be inconsistent with any condition expressly imposed by a court or other tribunal in approving a settlement.

Section 9. INSURANCE

The Association shall have the power to purchase and maintain insurance on behalf of any Agent of the Association against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Association would have the power to indemnify the Agent against such liability under the provisions of this Article VII; provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any Agent of the Association for self-dealing as defined by applicable law.

ARTICLE VIII: RULES OF ORDER

Section 1. RULES OF ORDER

Meetings of the Association and the Board of Directors shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent or in conflict with these Bylaws and applicable law.

ARTICLE IX: DISSOLUTION

Section 1. DISSOLUTION

The terms for dissolution of the Association shall be consistent with the rules and regulations of the School of Law and applicable law.

ARTICLE X: AMENDMENTS; REPEAL AND ADOPTION

Section 1. AMENDMENTS AND ADOPTION

The Bylaws of the Association may be amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the Board of Directors at an official meeting of the Board of Directors.

ARTICLE XI: EFFECTIVE DATE

Section 1. EFFECTIVE DATE

(a) The effective date of these Bylaws shall be upon the affirmative vote of a majority of the Board of Directors at an official meeting of the Board of Directors and upon the subsequent

ratification of these Bylaws by the affirmative vote of a majority of the Alumni Members who voted in a special balloting process.

(b) The effective date of the Bylaws, as may be amended or adopted by the Board of Directors in the future, shall be upon the affirmative vote of a majority of the Board of Directors at an official meeting of the Board of Directors.

ARTICLE XII: STANDING ORDER

Section 1. STANDING ORDER

Standing orders and rules of practice consistent with these Bylaws may be prescribed from time to time by the Board of Directors in order to facilitate and expedite the carrying on of the business of the Association. The Secretary shall cause to be kept such orders and rules in permanent written form, properly indexed, and the same shall be a part of the permanent records of the Association. Such orders and rules shall govern and control the administration of the business and other affairs of the Association.