

**SUBCOMMITTEE DRAFT AS APPROVED BY EXECUTIVE COMMITTEE
NOVEMBER 20, 2007**

**The Constitution and By-Laws
of the
Boston College Law School Alumni
Association**

Adopted by Substitution on _____, 2007

Table of Contents

THE CONSTITUTION

Article I: Name3
Article II: Purpose3
Article III: Membership4
Article IV: The Board of Directors4
Article V: Officers.....5
Article VI: The Assembly.....5
Article VII: Board Committees6
Article XIII: Bylaws.....7
Article IX: Amendment.....7

THE BYLAWS

Article I: The Assembly8
Article II: The Board8
Article III: Officers10
Article IV: Board Committees12
Article V: Legislative or Political Activities12
Article VI: Operation Limitations.....13
Article VII: Amendments.....13
Attachment 114

**SUBCOMMITTEE DRAFT AS APPROVED BY EXECUTIVE COMMITTEE
NOVEMBER 20, 2007**

THE CONSTITUTION

ARTICLE I

Name

The name of the organization shall be the Boston College Law School Alumni Association (~~hereinafter referred to as "BCLAA"~~ **"the BCLSAA"**). This Constitution and By-Laws were adopted by substitution of all prior and existing ~~documents~~ **By-Laws** of the ~~association~~ **Boston College Law School Alumni Association** on date xx, 2007.

ARTICLE II

Purpose

The ~~BCLA~~ **BCLSAA** is formed exclusively for non-profit, charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code, as amended, supplemented or superseded from time to time. **The foregoing is not intended as a statement of intention to form or operate as a corporation, nor is this paragraph intended to preclude any future decision of the BCLSAA so to form or operate, provided it has received the assent of Boston College Law School so to do.**

The purposes of the ~~Association shall be to~~ **BCLSAA are to further the ideals and tradition of Boston College Law School ("the Law School") through the education and involvement of alumni in the life of the Law School and to promote the tradition of service to others, consistent with the Jesuit tradition, through the development and involvement of alumni, students and faculty. To that end, the BCLSAA shall** connect and reconnect the graduates of ~~Boston College~~ **the Law School** to the institution through communication and personal experience in order to generate ever increasing, multi-faceted support for ~~Boston College~~ **the Law School**. The ~~Association~~ **BCLSAA** shall serve as a channel of mutual communication between the alumni and the Law School and shall share with the Law School responsibility for the direction of all alumni organizations and programs on behalf of the Law School.

The ~~BCLA~~ **BCLSAA** is an association of alumni enjoying such rights and powers as may be consistent with this Constitution and By-Laws. The ~~BCLA~~ **BCLSAA** shall have no power to enter into contracts, nor raise funds for itself or in its own name, or to bind the Law School or Boston College, or to conduct any business except in collaboration with the Alumni Relations Office of the Law School.

~~The Board's collaboration~~ **The BCLSAA Board of Directors ("Board"), as defined in Article IV of this Constitution, shall collaborate** with the Office of Alumni Relations ~~shall include in order to~~, among other things, ~~the establishment~~ **establish** annually of agreed-upon objectives, activities, goals and budget for the ~~BCLA~~ **BCLSAA**.

ARTICLE III Membership

All individuals who matriculate to the Law School **and are in at least their second year of legal studies**, and such other persons as the Board may from time to time determine **consistent with the provisions of this Constitution and the BCLSAA By-Laws**, shall be members of the ~~Association~~**BCLSAA** and shall be eligible for any office within the ~~Association~~**BCLSAA**, its Assembly or its Board.

~~All full-time faculty members, without regard to their alumni status, shall become members of the BCLAA as of the date of their appointment to the Law School faculty.~~

ARTICLE IV The Board of Directors

Section 1. Powers and Duties.

The Board shall be the executive body of **both** the ~~Association~~**BCLSAA and the Assembly (as defined in Article VII hereof)** and shall elect the President-, President-~~elect~~**Elect, Vice President**, Secretary and Treasurer of the Board. The Board shall have the **exclusive** power to adopt, alter or amend the ~~Association's~~**BCLSAA's** By-Laws as set forth therein-, **whereas the Assembly shall have the exclusive power to alter or amend this Constitution. Each non-officer member of the Board is elected to Chair a Board Committee (as set forth in the By-laws) and officer members of the Board shall chair Standing Committees (as set forth in Article VII hereof).** Legal and financial obligations of ~~BCLAA~~**the BCLSAA** shall be managed by the Chief Alumni Relations Officer **of the Law School.**

Section 2. Membership.

The Board shall consist of no more than twenty-~~one~~**one** and no fewer than ~~ten~~**eleven** members, including the officers of the Board, proposed by the ~~nominating committee~~**Nominating Committee** of the Board and elected from a slate presented to the Assembly and to the Board by ~~this committee~~**the Nominating Committee**, except for members ~~on~~**of** the first Board established under this Constitution. **(The method for selecting the first Board is set forth in the By-Laws, Article II, Section 1.) It is expected and shall be required in the By-Laws promulgated by the Board that these alumni leaders shall reflect insofar as possible the following without limitation: the diverse gender, geographic, racial, ethnic, year of graduation, social backgrounds and shared interests of the Law School alumni population. Ex officio members (who shall have full voting and other rights) of the Board shall include the Associate Dean for Institutional Advancement and the Assistant Dean of Chief Alumni Relations Officer (each of whom shall have full voting and other rights).** All elected members of the Board shall be elected for a three-year term except as provided in the By-Laws.

Section 3. Voting Rights

Each member of the Board ~~of Directors~~ present in person shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Voting Procedures

Election of the officers shall be by ballot. Other business may be by voice vote. All voting shall be determined by a majority vote of the members present in person and voting. To the extent feasible decisions shall be made by consensus.

ARTICLE V Officers

Section 1. Officers - Elected

The officers of ~~BCLAA~~ **the BCLSAA** shall be a President, an Immediate Past-President, a President-~~elect~~ **Elect, a Vice President**, a Secretary, and a Treasurer all of whom shall not simultaneously hold any other position on the Board and shall serve without compensation. These officers shall be elected in the manner prescribed by and perform the duties set forth in the By-Laws.

Section 2. Officers - Appointed.

There shall be a Chief Alumni Relations Officer who shall be ~~compensated and~~ appointed by the Dean of the Law School, ~~reporting after consultation with the Board.~~ **The Chief Alumni Relations Officer shall be compensated by the Law School, shall report** to the Associate Dean for Institutional Advancement in the Law School, ~~who and~~ shall perform the duties set forth in the By-Laws.

ARTICLE VI The Assembly

Section 1. Powers and Duties.

The Assembly of the ~~Association~~ **BCLSAA** shall be composed of the **members of the Board and the** leaders of groups within the ~~Association~~ **BCLSAA**, and shall have the duty of implementing the purposes of the ~~Association~~ **BCLSAA** as set forth in Article II hereof. The ~~members of the~~ Assembly ~~shall elect the~~ **of the BCLSAA through its** members ~~of the Board on shall have~~ the ~~recommendation~~ **exclusive enumerated powers to: (1) elect members** of the Board ~~Nominating~~ **from the slate of nominations offered**

by the Committee- on Nominations (as described in Article VII, Section 1 hereof); (2) nominate to the Board by petition as may be set forth in the By-Laws of the BCLSAA; and (3) amend or supplement this Constitution (as set forth in Article IX hereof). These enumerated powers are the only such powers extended to the Assembly, all further powers to conduct the business of the BCLSAA being reserved to the Board.

Section 2. Assembly Membership - General.

All leaders of ~~Boston College~~-Law School alumni organizations duly constituted, recognized and operating in accordance with the guidelines set forth by the Board of the Association shall be members of the Assembly. These shall include, but shall not be limited to members of the Board of Overseers, and the leaders of Law School classes, regional chapters and shared interest and professional organizations and the like. Each Board member will submit annually to the Board for the Board's approval the names and contact information of key volunteers to be invited to join the Assembly for that year. It is expected and shall be required in the By-Laws promulgated by the Board that these alumni leaders shall ~~represent~~**reflect** in their number the **following without limitation: the diverse** gender, geographic, racial, ethnic, **year of graduation, social backgrounds** and shared interests of the ~~Boston College~~-Law School alumni population. In order to ensure this broad representation on the Assembly, the Board shall determine if and when additional representation may be needed. The Board will then invite Boston College Law School alumni whose perspective is important to the Assembly's work to serve a renewable term of three ~~year-years~~ as ~~at-large~~**At-Large** Assembly delegates. ~~At-large~~**Large** delegates shall never constitute more than twenty-five percent of the total Assembly membership.

~~Student leaders~~**A student leader** from each ~~resident~~**second-year** Law School class and **above, and a representative of each** recognized on-campus student ~~organizations~~**organization designating such a representative,** shall be included in the Assembly. Additional Assembly members *ex officio* shall include the Dean, **the Associate Dean for Institutional Advancement, and the Chief Alumni Relations Officer as voting members,** and all senior members of the Law School administration, all full-time faculty members, and all members of the professional staff in the Law School Advancement office **as non-voting members.** Each *ex officio* delegate shall serve in this capacity during the term of office on which *ex officio* status as a delegate is based.

ARTICLE VII
-Board Committees

Section 1. Standing Committees.

There shall be the following standing committees of the Board:

~~A Committee on Nominations and Awards chaired by the President elect and consisting of three or more members selected by the President elect, whose members shall be~~

appointed by the President from among the Board, Assembly or ~~Association~~**BCLSAA** membership.;

A Committee on Nominations chaired by the President-Elect and consisting of three or more members who are not candidates for the positions ~~or awards~~ under consideration. This committee shall present annually a slate of candidates for open positions on the Board and annually shall nominate a slate of Board officers for election by the Board. ~~The~~

A Committee on Awards chaired by the Vice President and consisting of three or more members who are not candidates for the awards under consideration. This committee shall consider candidates for all awards ~~presented by the Association and shall select those to be honored, presenting the slate for Board consideration~~**accept nominations from members of the BCLSAA. Upon completion of their review of the candidates, and once annually at a minimum, the committee will present a slate of recommended award recipients to the Board for approval.**

A Committee on Finance chaired by the Treasurer of the Board and consisting of three or more members ~~of the Assembly, Board or Association~~ which shall review the budget proposed by the Chief Alumni Relations Officer, present this budget to the Board for approval to ensure that the means are provided for the successful achievement of the ~~Associations~~**BCLSAA's** objectives.

A Committee on the Assembly chaired by the Secretary of the Board and consisting of three or more members ~~of the Assembly, Board or Association~~ which shall work to set the objectives of the annual meeting of the Assembly and ensure that this meeting achieves these objectives.

Additional committees may be established from time to time by the Board in order to achieve the objectives of the ~~Association~~**BCLSAA** as reflected in the By-Laws of the ~~Association~~**BCLSAA**. In all cases, Board committees will be chaired by a member of the Board who has been elected to serve in this specific capacity. Membership on all committees is open to members of the Board, Assembly or ~~Association~~**BCLSAA** at the discretion of the committee chair.

Section 2. Committees - Membership.

Committee chairs for all the committees specified in the By-Laws shall be identified in the nominating process to fill specific leadership roles. The President, **and** the President-elect, ~~the Associate Dean for Institutional Advancement and the Chief Alumni Relations Officer-Elect~~ shall be *ex officio* members of all Board committees, with full voting privileges, with the exception of ~~the~~ Committee on Nominations ~~and Awards~~ on which the President will not serve and which will be led by the President ~~elect~~. **The Associate Dean for Institutional Advancement and the Chief Alumni Relations Officer (who shall have full voting and other rights) shall be ex officio members of all Board committees.**

ARTICLE VIII
-By-Laws

The conduct of the affairs of the ~~Association~~**BCLSAA**, its Board and Assembly shall be governed by a set of By-Laws, not inconsistent with this Constitution, which may be amended by the Board from time to time in accordance with the provisions thereof.

ARTICLE IX
Amendment

This Constitution may be amended or supplemented by a two-thirds vote of the delegates present at a regular or special meeting of the Assembly upon notice specifying the nature of such amendment mailed or electronically transmitted to each delegate at least ~~twenty~~**thirty** days before such meeting. Any such notice shall be mailed or electronically transmitted by the Chief Alumni Relations Officer at the request of the President of the Board or the Associate Dean for Institutional Advancement at the Law School.

THE BY-LAWS

Article I The Assembly

Section 1. Meetings - General

The Board of the ~~Association~~**BCLSAA** shall designate the time, place and date of the regular meetings of the Assembly, which shall be held at least once each year. **At least one regular meeting of the Assembly per year shall be held on the Law School campus, unless the Board otherwise votes for special and unusual reasons.** Special meetings of the Assembly may be called at any time by the President of the Board or by the Associate Dean for Institutional Advancement; such special meetings shall be held at such place and on such time and date as shall be fixed by the person or persons calling the meeting. (See Attachment 1 for suggested meeting schedule.)

Section 2. Meetings - Notice.

Notice of all meetings of the Assembly shall be given by the Chief Alumni Relations Officer by notice sent in hard copy or electronically to each member of the Assembly at least thirty days before any regular or special meeting. Each notice shall state the time, place and date of the meeting and, in the case of a special meeting, shall state the purpose or purposes therefore.

Section 3. Meetings - Quorum and Voting.

At all meetings of the Assembly, the presence of twenty percent of the incumbent Assembly delegates shall be sufficient to constitute a quorum for the transaction of any business. A proxy or electronic connection of a delegate to a meeting shall be included in determining a quorum. Each representative shall be entitled to one vote. A delegate's vote may be cast electronically or by proxy if the delegate is unable to attend the meeting. All elections and other questions shall be decided by a plurality of the votes cast, except as otherwise provided by the Constitution or these By-Laws.

Article II The Board

Section 1. Election and Term.

Members of the Board shall serve three-year terms as provided in the Constitution and shall be elected by the Assembly **by majority vote**, in a manner and at a time to be determined by the Board, ~~except for~~. **Notwithstanding the foregoing**, the members of the first Board established under these By-Laws ~~who~~ shall be appointed by the Dean ~~after appropriate consultation from a list of Boston College Law School Alumni Association members submitted by a Special Committee, whose membership shall be composed~~

as follows: two members appointed by the President of the Boston College Law School Alumni Association, two members appointed by the Dean, one member appointed by the Chair of the Board of Overseers of the Law School, and one member appointed by the Chair of the Business Advisory Council of the Law School. The members appointed by the President of the Boston College Law School Alumni Association shall, as part of their charge, canvass the membership of the former Alumni Council for suggestions of candidates, which may include self-nominations.

Terms for the members of the first Board shall establish a rotation whereby one third of the membership of the Board retires each year. In appointing the first Board it is understood that some members may need to serve a four--year term in order to establish, thereafter, a one-third rotation without initial one year appointments.

Approximately one-third of the total number of Board members shall be elected each year (except as may be otherwise required by Section 4 of this Article II). The Committee on Nominations ~~and Awards~~ will take into account the leadership needs of the Board in the nominating process ensuring that the slate presented fills the specific leadership vacancy left open as a result of the departure of a then current member of the Board. All terms for Board members shall terminate on May 31 and newly elected members of the Board shall take office on June 1. The term of each *ex officio* member of the Board shall extend for the time of service in the office on which *ex officio* membership is based. (see Attachment 1 for suggested meeting schedule.)

Section 2. Eligibility.

From 2010 onward, no elected member of the Board shall be eligible to serve for more than one full term except after a lapse of three years, provided that the term of the President, the Immediate Past-President, the President-~~elect~~**Elect, the Vice President**, the Secretary, and the Treasurer of the Board shall be governed by Article III of these By-Laws. The eligibility of members of the Board elected to fill vacancies shall be governed by Section 4 of this Article of these By-Laws.

Section 3. Nomination.

Nominations for election to the Board shall be made annually by the Committee on Nominations ~~and Awards. Other nominations.~~ **Assembly members may be made independently nominate candidates for positions on the Board** by petition signed by one-third of membership of the Assembly and filed with the Committee on Nominations ~~and Awards~~ at least thirty days prior to the date scheduled for distribution of election ballots. The Assembly shall elect the Board from the names presented by the committee and/or petition; no nominations for election to the Board shall be made from the floor of the Assembly.

Section 4. Vacancies.

Any vacancy in the elected seats on the Board may be filled by a majority vote of the remaining members of the Board. Board members elected in this manner will serve out

the remaining months of the term of the departed Board member. A member of the Board elected to fill a vacancy shall be eligible thereafter to be elected to a full term on the Board if nominated and elected pursuant to Sections 1 and 3 of this Article of these By-Laws. If a member of the Board is elected to be President, ~~President-elect~~ **Elect, Vice President**, Secretary, or Treasurer prior to the expiration of that member's term, the Board may consider the seat of such member to be vacant and it may be filled in the manner prescribed herein. The absence of a member of the Board for two consecutive Board meetings shall be deemed a resignation that the Board may accept.

Section 5. Quorum and Conduct of Meetings.

A majority of Board members currently in office, which must include either the President or the President-~~elect~~ **Elect**, shall constitute a quorum for the transaction of all business and, except as otherwise provided in these By-Laws, a majority of those present shall be sufficient to adopt any resolution of the Board. The Board shall meet at least three times each year, at such times and places as shall be fixed by the President or by the Board and notice of each such meeting shall be given by the Chief Alumni Relations Officer to each member, **and to each member of the Assembly**, via hard copy or electronic means not later than the tenth day prior to the meeting. ~~This notice shall contain an agenda that announces all items to be voted on at said meeting.~~

Article III Officers

Section 1. Election of the President, President-~~elect~~ **Elect, Vice President**, Secretary and Treasurer.

The President, President-~~elect~~ **Elect, Vice President**, Secretary and Treasurer shall be elected by a majority of the entire Board, from its membership or from the membership of the Assembly, exclusive of *ex officio* members. **The Committee on Nominations shall assist the Board in the conduct of these elections.** Members whose terms as members of the Board shall expire during the calendar year of the election shall nonetheless be eligible for election to such offices. Officers shall begin their term of service as President, President-~~elect~~ **Elect, Vice President**, Secretary, and Treasurer on June 1. ~~The Committee on Nominations and Awards shall assist the Board in the conduct of these elections.~~

Officers of the Board shall serve for a one year term, with the elections held in the spring of each year. All officers shall remain full voting members of the Board and of the Assembly throughout their term of service as officers, even if their term of service as officers extends beyond the original term of election to the Board. **It is explicitly recognized and intended by these By-Laws that officers may be elected to succeeding terms, so that an individual may serve full successive terms for a total period exceeding three years.**

All officers shall be ineligible for re-election to their respective offices. The **Vice President, the** Secretary and the Treasurer shall be eligible for election to President-

~~elect.~~**Elect.** At the conclusion of the President's term, that officer shall serve as the Immediate Past-President for a term of one year. The Immediate Past-President is a ~~non-~~voting member of the Board and of the Board's Executive Committee. As with the regular election process, the Committee on Nominations ~~and Awards~~ shall assist the Board in filling vacancies in the officer group.

Section 2. Officers - Duties.

The President shall be chief executive officer of the ~~Association~~**BCLSAA** and shall preside at all meetings of the Assembly and of the Board, and at any gathering sponsored by either body. The President shall perform such other duties as pertain to the office, including the power to appoint committee chairs as authorized by the Constitution. In the event of the President's absence or inability for any reason to discharge the duties of office, the order of succession shall be the President-~~elect~~**Elect, Vice President, Secretary and Treasurer.** The President-~~elect~~**Elect** also shall perform the duties as specified in the Constitution and such other duties as the Board may assign. The Secretary shall be responsible for the minutes of the Assembly and Board meetings, shall perform the duties as specified in the Constitution and such other duties as the Board may assign. The Treasurer shall perform the duties as specified in the Constitution and such other duties as the Board may assign.

Section 3. Chief Alumni Relations Officer- Duties.

The Chief Alumni Relations Officer shall:

- 1) fulfill all the duties of the Chief Operating Officer of the ~~Alumni Association~~**BCLSAA**;
- 2) represent the wishes of the alumni leadership to the Law School and the needs of the Law School to the alumni leadership;
- 3) ensure the effectiveness and efficiency of the ~~Association's~~**BCLSAA's** on-campus office and operation
- 4) manage an office of alumni relations professionals wherein a complete record of Assembly, Board and Committee activity is archived;
- 5) cause to be maintained current records of the names, mailing address and electronic address of all members of the Assembly, Board and Committees;
- 6) cause copies of the minutes of the meetings of the Assembly, Board and Committees to be made available to all interested alumni and the media;
- 7) cause timely notices of the regular and special meetings of the Assembly and Board to be sent as required by these By-Laws;

8) perform such other duties pertaining to the office as may be necessary for the success of the ~~Association's~~**BCLSAA's** mission.

Section 4. The Board's Executive Committee.

The ~~five~~**six** officers of the Board (**President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President**) and the Chief Alumni Relations Officer will act as the executive committee of the Board, ~~functioning on behalf.~~ **Between meetings** of the Board ~~between meetings. The Immediate Past President shall be a non-voting member of,~~ the Executive Committee. **shall exercise the general powers of the Board in managing the affairs of the BCLSAA.**

**Article IV
Board Committees**

Section 1. The Committees of the Board.

Members of the Board will be elected to chair committees focused on critical alumni relations functions. These committees will be created and populated by the Board members responsible for the specific alumni relations function and may involve other members of the Board, Assembly members or volunteers from among the Boston College Law School alumni ranks.

Section 2. The Formation of ~~Committees.~~

The Board, by amendment to these By-Laws, may from time to time add or subtract from the number of established Board Committees to ensure that the then key functions of the alumni relations effort at the Boston College Law School are addressed by the Board in partnership with the Boston College Law School alumni relations and/or other Law School administrative staff. Specific staff members will be assigned to work directly with the Board members responsible for each committee area.

Section 3. Committee Assignments.

Currently active Board Committees are as follows:

1. Committee on Regional Chapters
2. Committee on Class and Reunions
3. Committee on Professional Interest Groups
4. Committee on Affinity Groups
5. Committee on Communications and Marketing
6. Committee on Career Services
7. Committee on Admissions
8. Committee on Annual Giving

9. Committee on Alumni Programs
10. Committee on Student Programs
11. Committee on Advocacy Programs

ARTICLE V
Legislative or Political Activities

No substantial part of the activities of ~~BCLAA~~the **BCLSAA** shall be the communication of propaganda or otherwise attempting to influence legislation, and ~~BCLAA~~the **BCLSAA** 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 VI
Operation Limitations

Notwithstanding any other provisions of these articles, ~~BCLAA~~the **BCLSAA** shall not carry on any activity not permitted:

- a. by a corporation exempt from Federal Income Tax under Section 501(c)(3) or Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code Law); or
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VII
Amendments

These By-laws may be altered, amended or supplemented by vote of a majority of the whole Board, provided that notice thereof shall have been included in the notice of the meeting at which such action is to be considered.

Attachment 1

June 1

Board term starts

First Board meeting

Board members submit a strategic plan for the year

October

Board meeting

Board members report on progress and submit a calendar of activities for the year

February

Board meeting

Board members submit a list of key volunteers to invite to join the Assembly;
this list is approved by the Board.\

Nominating Committee submits its nominations for new Board members and officers.

April/May

Assembly meeting

Vote on nominations for new Board members and officers.

|