

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

As Amended April 12, 2022

**ARTICLE I
MEMBERSHIP**

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

**ARTICLE II
ALUMNI ADVISORY BOARD OF DIRECTORS**

Section 1. Purpose

The Alumni Association Advisory Board of Directors (Advisory Board) exists to carry forward the School of Law mission by serving our alumni and the School of Law. The Advisory Board will do this through mission-driven programming around service, social activities, and professional development, resulting in strong relationships in, and long-term financial support for, the School of Law community.

Section 2. Number

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

Section 3. Selection

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

Section 4. Terms of Office

Each director, who is not also an officer of the Advisory Board or the Student Government President, shall hold office for three years or until a successor is selected through the nominating and appointment process. The Advisory Board officers and the Student Government President shall hold one-year terms concurrent with their terms as Advisory Board officers or Student Government President, as the case may be. The term of office for an officer and director shall begin on July 1 following the nomination and appointment process and shall conclude on June 30, or until a successor is selected through the nominating and appointment process.

Section 5. Regular Meetings

The Advisory Board will hold four regular meetings each year with a suggested time frame of: January, April, July, October. The meetings will take place at the School of Law with an option for virtual attendance for those Board members who cannot attend in-person meetings. The President may call other meetings as necessary. Board members shall receive notice at least seven (7) days in advance by mail, e-mail, telephone, or other suitable means of communication.

Section 6. Quorum; Voting

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

Section 7. Vacancies

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

Section 8. Removal

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

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

Section 9. Annual Fund

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

ARTICLE III
COMMITTEES AND DEPARTMENT LIAISONS

Section 1. Establishment

The Alumni Association shall establish and maintain such committees as necessary to fulfill its purpose as set forth under Article I. Committee structure and department liaisons shall be determined by the Director of Alumni Engagement in consultation with the Alumni Association President. The Alumni Association President will assign each director to serve as either a member of an Alumni Association committee or as a department liaison to a School of Law Department. The President will also name a Chair and Co-chair to each committee.

The Advisory Board shall approve any new committees or taskforces as it deems necessary and appropriate to fulfill the purposes of the Alumni Association, and consistent with the mission of the School of Law and Article I. Each committee or task force shall be subject at all times to the control and direction of the Advisory Board and shall

perform such functions and undertake such responsibilities as shall be established from time to time by the Alumni Association President. Following the formation of any new committee or taskforce, the Alumni Association President will work with the Director of Alumni Relations to appointment members of the Alumni Association who express an interest in the committee or task force to said committee or task force.

Section 2. Committee Chairs

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

Section 3. Membership

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

Section 4. Committee Responsibilities

Each committee may have special responsibilities delegated to it each year by the President. All committees are responsible for promoting the mission of the School of Law, heightening its visibility and the visibility of its alumni. Each committee shall prepare and submit to the President an annual action plan on or before September 1. The action plan shall include the Committee's proposed actions for the year, budget requests, and other such things as the Alumni Association President shall require. The Alumni Association President will make the action plans available for Advisory Board review and discussion. Each committee shall also prepare and submit to the Alumni Association President by the April meeting a year-end summary. The year-end summary shall include committee recommendations to assist in succession planning, and to carry forward any necessary work of the committee.

ARTICLE IV
OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Nomination and Appointment: Term of Office

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

- (a) The Appointments Committee shall name a Secretary in accordance with the nominating and appointment procedures outlined in Article V below. In the event of a removal or resignation, the Appointments Committee shall name such officers as to fill any open offices not filled by the succession outlined in this Article IV.
- (b) At the conclusion of the term as Secretary, the Secretary shall automatically succeed to the office of President-elect of the Alumni Association.
- (c) At the conclusion of the term as President-elect, the President-elect shall automatically succeed to the office of President of the Alumni Association.
- (d) The President shall, concurrently, serve a one-year term on the Board of Governors for the School of Law.
- (e) The immediate Past-president shall, concurrently, serve a one-year term on the Board of Governors for the School of Law.
- (f) Each officer shall hold a one-year term as a director on the Advisory Board, beginning July 1 and ending on June 30.

Section 2. Past-President

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

Section 3. President

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

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

Section 4. President-elect

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

Section 5. Secretary

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

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

Section 6. Executive Committee

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

ARTICLE V
NOMINATING PROCESS AND APPOINTMENTS COMMITTEE

Section 1. Formation

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

The Appointments Committee shall:

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

Section 2. Announcement and Nomination Procedure

No later February 1, an announcement shall solicit from the membership names of candidates for the various offices and other director positions to be filled. Such announcement shall include:

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

Section 3. Qualifications

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

Section 4. Appointment Procedure

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

ARTICLE VI
LEGISLATIVE OR POLITICAL ACTIVITIES

Section 1. Legislative or Political Activities

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

ARTICLE VII
MISCELLANEOUS

Section 1. Amendments to Bylaws

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

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