

ALUMNI ASSOCIATION BYLAWS

ARTICLE I NAME

The name of this organization is The John Marshall Law School Alumni Association, hereinafter called the “Association.”

ARTICLE II PURPOSES

The Association is a non-profit organization created and established for non-business purposes which are charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and any subsequent Internal Revenue Code (the “Code”). The Association seeks to advance and promote the common interests of The John Marshall Law School (the “Law School”) and the alumni, students and friends of the Law School.

ARTICLE III RELATIONSHIP WITH THE LAW SCHOOL

It is contemplated that the Law School will continue to regard the Association as a “partner” of the Law School in promoting its interests, including fundraising, and effectuating the purposes of the Association. The Law School is encouraged to furnish the Association such staff and administrative assistance, clerical help and financial support as may be reasonable to carry on the activities of the Association.

ARTICLE IV OFFICES

The principal office of the Association is at The John Marshall Law School, 315 South Plymouth Court, Chicago, Illinois 60604. The Association may also have other offices as the Board of Directors may from time to time appoint.

ARTICLE V MEMBERSHIP

1. The Association has two classes of members:
 - A. All persons who have been graduated by the Law School, or received an honorary degree from either the undergraduate or the graduate division of the Law School, are general members of the Association.
 - B. All active and emeritus members of the faculty of the Law School and all administrative officers of the Law School are honorary members of the Association. The Board of Directors may also confer honorary membership in the Association to persons who have made a significant contribution to the Law School, to the field of legal education or to the legal profession.
2. It is intended by these Articles that the general membership of the Association will not pay dues. Each member of the Board of Directors (with the exception of the emeritus members of the Board who shall, as stated in Article VII below, shall pay \$50.00 per year) shall make an annual contribution to the Association in an amount and at a date determined from time to time by the Board; The monies collected shall be used to defray the costs of the Board's meetings and operating expenses. Any member who fails to make the annual contribution for more than one hundred and twenty (120) days after the date due shall be deemed a member not in good standing. The Treasurer has discretion to recommend to the Executive Board, for Executive Board approval, waivers of annual contributions after geographical or financial constraints of a member of the Board is taken into consideration. It is intended by these Articles that the general and honorary members of the Association will not pay an annual contribution. In addition, Regional Presidents who are members of the Board of Directors shall not be required to pay dues.
3. The members of the Board of Directors are expected to attend a minimum of three meetings a year, participate on at least one committee each year and buy or sell tickets to the Freedom Award Luncheon. Members of the Board who have been out of law school less than 5 years are expected to sell or buy at least one ticket for each year they have been out of school. Members of the Board who have been out of law school more than five years are expected to buy or sell tickets to fill one table to the Freedom Award Luncheon. Members of the Board are encouraged to attend two Alumni sponsored events per year.
4. The proposer of a new member shall be responsible for accompanying the new member to the Annual meeting and at least one general meeting, to introduce the new member to Board members, and to acquaint him or her with the responsibilities of the Board in general. Only a Board member in good standing can nominate a new member.
5. The Alumni Board shall endeavor to protect the name of The John Marshall Law School from misuse and shall take all action which may be deemed advisable to that end.

6. The Alumni Board Membership list is for use of the Alumni Board only and cannot be used for promotion of any activity unrelated to the Alumni Board. It shall not be used for personal gain, or made available for commercial or solicitation purposes.

ARTICLE VI AFFILIATED ORGANIZATION

1. The Association may from time to time establish new, or give recognition to already existing clubs, chapters, districts, membership sections or other subsidiary organizations composed of members of the Association; and such organizations shall be a unitary part of the Association.
2. Subsidiary organizations of the Association may be established on regional lines and such organizations are hereinafter called "Regional Chapters," although they may adopt such names or designations they may deem appropriate. Regional Chapters recognized as such by the Association shall be represented on the Board of Directors as provided in Section 1.a.of ARTICLE VII.
3. The Association shall encourage the creation and maintenance by each graduating class of the Law School of a class organization which shall be a subsidiary organization of the Association.

ARTICLE VII BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors elected by the membership as provided hereinafter.
2. The number of Directors, excluding Special Directors and Emeritus Members of the Board, constituting the entire Board shall not be less than 30 or more than 60, as may from time to time be determined by the Board of Directors. Only members of the Board in good standing may nominate a new member for Board membership.

There are three types of Directors:

1. Special Board of Directors (pay no dues and have no vote)
 - a. The President of each Regional Chapter (the "Regional President") shall, by virtue of their office, be deemed a Special Director of the Association during their tenure of office as a Regional President or as an officer of the Association.
 - b. The John Marshall Law School Student Bar Association shall be allowed to elect or appoint a non-voting liaison representative to serve on Board.

- c. The Director of Alumni Relations for The John Marshall Law School shall serve as a Special Director of the Association. The Director shall also serve as an ex-officio member of all committees.

2. Emeritus Board of Directors (pays dues but has no vote)

- a. All past presidents of the Association, after having served as immediate past President and Director of the Association, may be considered an emeritus member. An emeritus member can attend any meeting or event and participate, except that they cannot vote generally. If appointed by the President, they may serve on the Executive Committee and vote on that committee. They will be included on the Association list serve or generally notified of all meetings and are encouraged to participate as Board members in any fund-raising events.
- b. The annual contribution for an emeritus Board of Director will be \$50.00.

3. General Board of Directors (pays dues and has a vote)

- 3. Each Director shall serve for a period of three years that may expire at the third annual meeting following the annual meeting at which such Director was elected; provided, however, that a Director elected to fulfill the term of another Director shall have such term expire at the annual meeting at which the replaced Director's term would have expired. Directors may be elected for subsequent three year terms.

**ARTICLE VIII MEETING
PROCEDURES**

- 1. For purposes of a quorum, fifteen (15) voting members of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business at any meeting of the Board of Directors.
- 2. The Association shall hold an annual meeting at least once a year at such time and place as may be fixed by the Board of Directors. Notice of the annual meeting shall be given to all members of the Board of Directors and announced to the membership at large, not less than 30 days prior to the date on which such meeting is to be held.

ARTICLE IX

COMMITTEES

Except as otherwise provided in this Article IX, the President of the Board of Directors shall appoint the Chairs of the committees. The President shall also appoint a Vice Chair or Co-Chair of a Committee if, in the opinion of the President, such Vice Chair or Co-Chair is desirable or necessary. The Chair, Vice Chair, and Co-Chair of each committee shall serve a term of one year and may succeed themselves in the same Chairmanship. The Chair of each committee may request an annual appropriation from the Treasurer if necessary. The Chair of each committee is strongly recommended to keep an orderly up-to-date notebook to ensure continuity. Unless otherwise directed by the President, each committee shall have at least one meeting annually.

1. Executive Committee

The Executive Committee shall consist of all current Officers, the immediate past President, and such members of the Board of Directors as the President shall appoint. The President may appoint such Committee at the beginning of each term. The members of the Executive Committee shall serve terms compatible with the provisions of these Bylaws. The Executive Committee shall meet at such time and place as may be determined by the President. The Executive Committee shall formulate policies and act on recommendations of the committees and proposed projects of the Board of Directors.

2. Ad-Hoc Committees

The President may from time to time create ad-hoc committees. Once established, the ad-hoc committee may, after six (6) months of existence, move to have such committee established permanently as a standing committee, if warranted, and the Board shall vote upon such motion and if the Board members present at such meeting approve of such permanence, the ad-hoc committee shall become a standing committee. Except for Executive Committee, Nominating and Membership Committee, Fundraising Committee, and Scholarship Committee no other ongoing Standing Committees shall be required.

The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more additional ad-hoc committees. Such ad-hoc committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of the Directors in the management of the Organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law. At the beginning of each year of the Board, the Directors shall vote on the ad hoc committees to be in existence for that particular bar year.

3. Standing Committees - Administrative Committees

A. Finance Committee

The Treasurer will be the Chair of the Finance Committee and the Assistant Treasurer shall be the Vice Chair. The Finance Committee shall have general supervision of the finances of the Association and shall create an operating budget and present its recommendations to the Executive Committee for approval. The Finance Committee shall review requests for funds from the Board of Directors and its committees.

B. Membership and Nominating Committee

The Membership and Nominating Committee shall act on all proposals for membership in the Board of Directors and shall report its vote and recommendation to the full Board of Directors for final action. The Membership and Nominating Committee shall inform the Board of Directors of any resignations or term expirations from the Board of Directors or deaths of Officers and members of the Board of Directors. The Membership and Nominating Committee shall also be responsible for planning the orientation of new members of the Board of Directors.

The Membership and Nominating Committee shall make recommendations to the Executive Committee of candidates to fill vacancies among the Board of Directors when a vacancy arises during the year.

The membership and Nominating Committee shall propose a slate of candidates for open Officer positions and a majority vote of the Committee shall be required to place the name in nomination. The President shall automatically serve on the Membership and Nominating Committee for one year subsequent to his or her term as President.

C. Fundraising Committee

The Fundraising Committee shall be in charge of setting general fundraising goals and recommendations for the Board, as well as spearheading solicitation efforts. The Fundraising Committee shall be chaired by the President, except when the President holds an office or position in which they are not allowed to solicit donations. In that event, the Fundraising Committee shall be chaired by appointment from the President.

D. Scholarship Committee

The Scholarship Committee shall be responsible for distribution of Alumni Association funds making recommendations to the law school forto potential

scholarship recipients presented by the law school. The committee will choose the number of recipients and the amount of scholarship money to be awarded to each recipient. The amount to be awarded donated to the law school for scholarships in any given year shall be proposed determined by the Executive Committee and voted upon at a regularly scheduled Board meeting. The Treasurer shall serve as a voting member of the Scholarship committee and, be responsible for ensuring that the appropriate amount is being awarded and issue payment issuing the donation to the law school before the end of the Association's fiscal year.

ARTICLE X OFFICERS

Eligibility and Officers

To be eligible for election to office, a member must have been on the Board for one year. The elected officers of the Association shall be President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, and Assistant Treasurer. The Association shall elect a 3rd Vice President, Secretary, and Assistant Treasurer and may elect such other offices as it may determine. The Assistant Treasurer shall succeed to the office of Treasurer, 3rd Vice President shall succeed to the office of 2nd Vice President and 2nd Vice President to the office of 1st Vice President and 1st Vice President to the office of President without the necessity for a vote by the body in plenary session. The above procedure shall apply in any circumstance wherein the incumbent through death or resignation or inability to perform creates a vacancy in the office in automatic succession. In such case the holder of the office next in line may fill the vacancy. Upon the completion of an unexpired term by the succeeding officer, the succeeding officer will then fill his/her own term beginning at the next annual meeting. The 2nd Vice President shall act as Parliamentarian except when the 2nd Vice President presides and in that event the 3rd Vice President shall act as Parliamentarian.

Upon the creation of a vacancy through succession as set forth herein the Board of Directors may authorize the filling of a resulting vacancy by a majority vote within sixty (60) days of the vacancy created.

2. Term of Office

The President, the Vice Presidents, the Secretary, the Treasurer, and the Assistant Treasurer shall each hold office for a one year term expiring at the annual meeting following his or her election and until a successor has been appointed and qualified. Other officers shall hold office

for the term for which they are appointed and until their successors have been appointed and qualified. No person who is not a general member of the Association shall be eligible to serve as an officer and officers need to be Directors for at least one year before they become officers. Each Officer and Committee Chair is strongly recommended to keep an orderly up-to-date notebook of their duties. If an appropriation is needed for the execution of their responsibilities, such a request must be made to the Treasurer at the appropriate time.

3. Removal

After due notice to said officer, any officer may be removed by the Board of Directors with or without cause by a majority vote of the Directors who are then in office.

4. President

The President shall be the chief executive officer of the Association, shall preside at all meetings of the Board of Directors, shall execute the policies of the Board of Directors and shall be, ex officio, a member of all standing and special committees of the Association, except the Nominating Committee, which may be appointed by the Board of Directors. The President shall execute all contracts and agreements authorized by the Board of Directors to be entered into by the Association. He/She shall represent the Association at social functions of the Law School and the Association, and on other appropriate occasions.

5. Vice Presidents

- A. The First Vice President and Second Vice President shall serve as Chair and Co-Chair respectively of the Freedom Award Committee and shall coordinate the Freedom Award Lunch with the President.
- B. The First Vice President and Second Vice President shall assist the President in appointing the Chairs of all Committees. The Second Vice President shall act as Parliamentarian.
- C. The Third Vice President shall be in charge of the Ad Book for the Freedom Award Lunch.

6. Secretary

The Secretary shall be the clerk of the Association, shall record all of the proceedings of the Board of Directors in a book to be kept for that purpose, and shall perform the duties customarily incident to that office.

7. Treasurer

- A. The Treasurer shall be responsible for all funds of the Association and shall make regular reports to the Board of Directors and annually to the Association membership. He or she shall issue checks, drafts or other orders for payment of money in the name of the Board, and in general perform all the duties incident to the office of Treasurer. He or she shall keep or cause to be kept detailed accounts of the assets, liabilities, receipts, and disbursements of the Board. He or she shall make yearly reports to each Committee Chairman recording their transactions and will make sure that all required tax returns are filed. He or she shall be Chair of the Finance Committee and serve on the Scholarship Committee.

- B. The Assistant Treasurer shall be responsible for collecting and recording the annual dues as well as the funds from the purchase of tickets for all benefits sponsored by the Alumni Board of Directors.

8. Committees

The Board of Directors or the President may create such Standing or Special committees as may be deemed desirable and the members of such committees shall be appointed by the President of the Association. Members of such committees need not be members of the Board of Directors. Committees shall have only the powers delegated to them by the Board of Directors

**ARTICLE XI
SUPPORT OF THE LAW SCHOOL**

The Association, through its Directors, Officers and other agents, shall cooperate with the administrative staff of the Law School in fostering participation of alumni in fund-raising activities and Law School awareness and promotion. The President of the Association, with the concurrence of the Dean of the School and the Executive Director of Development, may in due time each year appoint a Campaign Chairman to structure and conduct the annual drive for contribution from alumni and to otherwise assist in developing alumni support of the School.

**ARTICLE XII
AMENDMENTS**

The Bylaws may be amended or repealed, and new By-Laws may be adopted, by the Board of Directors at any meeting duly called or held at which a quorum is present but such action shall require the affirmative vote of a simple majority, provided however that such majority consists of at least a number of directors equal to one-third of the Directors elected at large who are then in office and further provided that notice of such proposed action is specified in the notice of the meeting and further provided that Directors may by written proxy give the President or other member of the Board express authority to vote in favor or against such Bylaws amendment or repeal, and such proxy shall count for purposes of vote counts for such amendment or repeal as if the Director submitting such proxy were present in person at such vote.

**ARTICLE XIII
INUREMENT OF INCOME**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other individuals provided that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE XIV
LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of the Association shall be carried on to attempt to influence legislation. The Association shall not participate or intervene, including the publishing or distributing of statements in any political campaign on behalf of any candidate for public office.

**ARTICLE XV LIMITATION
OF PURPOSES**

The Purposes of this Association are exclusively charitable and educational within the meaning of Section 501(c) of the Code, and this organization shall perform its duties and obligations only in pursuit of such purposes.

**ARTICLE XVI OPERATIONAL
LIMITATIONS**

Notwithstanding any other provisions of these By-Laws, the Association shall not carry on any other activities not permitted by:

1. A corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code; or
2. A corporation, contributions, to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE XVII
DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner if such purpose or purposes shall be in existence and operation, or to such organization or organizations organized

and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Cook County Illinois, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These bylaws have last been amended and updated as of June 5, 2014, by appropriate resolution of the Board of Directors and unanimous approval of those present at such meeting.