

**BY-LAWS
OF
AMERICAN LAW DEANS ASSOCIATION, INC.**

ARTICLE FIRST

ORGANIZATION

Section 1. Name. The name of the corporation shall be: American Law Deans Association, Inc.

ARTICLE SECOND

PURPOSES

The Corporation shall have as its purposes the following:

- (1) To form an association exclusively of law school deans as a forum for discussion of issues of mutual interest to enhance and improve legal education;
- (2) To provide a vehicle for advancing views on which there is consensus among deans, or approval by two-thirds of the directors, before other venues; and
- (3) To engage in any other activity permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under M.G.L. chapter 180 and the Internal Revenue Code.

ARTICLE THIRD

DIRECTORS

Section 1. Number. The property, affairs and business of the corporation shall be managed by a Board of Directors which shall consist of such number of persons, not less than three (3) nor more than fifteen (15), provided however that the number of Directors may be less than three (3) but not less than two (2) whenever there shall be only two (2) members, and that the number of Directors may be less than three (3) but not less than one (1) whenever there shall be only one (1) member. The corporation's most recent past President shall automatically become a member of the Board of Directors upon the end of his or her term as President. If a vacancy or vacancies shall occur in the membership of the Board for any reason, the remaining Director or Directors may fill such vacancy by the affirmative vote of a majority of the Directors then in office.

Section 2. Increase or Decrease. The Directors of the corporation may increase or decrease at any meeting the number of Directors, within the limits provided in Section 1, above. If the number of Directors is so decreased, the decrease shall become effective to the extent made possible by vacancies in the office of Directors or by resignations and no Director may be removed solely for the purpose of effecting such decrease.

Section 3. Removal. Directors may be removed from office with cause by the Board of Directors. Removal may be effected with cause only after reasonable notice to each Director proposed to be removed, and the opportunity to be heard.

Section 4. Term of Office. The term of office of a Director shall be one (1) year provided, however, that he shall hold his office until his successor shall be elected and qualified. Directors may be elected by the Board to successive terms.

Section 5. Meetings. The Board of Directors shall meet at the principal office of the corporation or at such other place within the United States as may from time to time be fixed by resolution of the Board or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such time as the Board may fix by resolution; special meetings may be held at any time upon the call of the President or the Clerk, or of any two (2) Directors, by written (including telegraphic) notice specifying the date, place and hour (but not necessarily the purpose) of the meeting served on or sent or mailed to each Director so that it is received by each Director not less than seventy-two (72) hours before the meeting. At the annual meeting, the Board of Directors shall elect the new Board of Directors.

An annual meeting of the Board of Directors may be held without notice immediately after the annual meeting of members. Notice need not be given of any regularly scheduled meeting of the Board. Proper notice of a meeting need not be given to a Director if a written waiver of proper notice, executed by him before or after the meeting, is filed with the records of the meeting. Proper notice need not be given to any Director attending a meeting without protesting the lack of proper notice prior to or at the commencement of the meeting.

Section 6. Committees. The Board of Directors may elect from the Board an Executive Committee or other committee or committees which shall have and exercise such powers of the Board as may be permitted by law and as shall be conferred upon such committee by the Board. A majority of any such committee may fix the time and place of its meetings and approve any action as the act of the committee, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee.

Section 7. Management. The Board of Directors shall have the entire charge, control and management of the corporation and its property and business and may exercise all or any of its powers, except such as are conferred exclusively upon the members by law, by the Articles of Organization or by these By-Laws. Among other things, the Board may: (1) appoint and at its discretion remove or suspend such subordinate Officers, agents and employees as it from time to time thinks fit, and determine their duties; (2) appoint any Officer, permanently or temporarily, as it sees fit, to have the power and to perform the duties of any other Officer; (3) appoint any persons to be agents of the corporation (with the power to sub-delegate) upon such terms as it sees fit; and (4) appoint any person or persons to accept and hold in trust for the corporation any property belonging to the corporation or in which it is interested, and cause such instruments to be executed, and do and cause to be done such things as it may deem requisite, in relation to any such trust.

Section 8. Quorum and Voting. A majority of the members of the Board of Directors acting at a meeting duly assembled shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. If at any meeting of the Board of Directors a quorum shall not be present, a majority of the Directors present may adjourn the meeting without further notice, from time to time, until a quorum shall have been obtained. Each Director shall have one (1) vote and such voting may not be done by proxy.

Section 9. Chairman. The Directors may elect from their number a Chairman of the Board who shall preside at all meetings of the Board of Directors and may have such additional powers and responsibilities, executive or otherwise, as may from time to time be vested in him by resolution of the Board of Directors.

Section 10. Compensations. No Director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation from the corporation for duties other than as a director or officer.

Section 11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all members of the Board, and such written consent is filed with the records of proceedings of the Board.

ARTICLE FOURTH

OFFICERS

Section 1. General. The Board of Directors, as soon as is practicable after its election in each year, shall elect a President, a Clerk and a Treasurer, and from time to time may appoint one or more Vice Presidents and such Assistant Clerks, Assistant Treasurers and such other Officers, including a Secretary to the Board of Directors, agents and employees as it may deem proper. The President may, but need not, be chosen from among the Directors.

Section 2. Term of Office. The term of office of the President shall be two (2) years; the term of office of all other Officers shall be one (1) year and until their respective successors are elected and qualify, but any Officer may at any time be removed from office, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors then in office at a meeting called for this purpose. If removal of any Officer be proposed for cause, reasonable notice shall be provided such Officer and he shall be provided an opportunity to be heard by the Board. A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. President. The President may, but need not be, a Director. The President when present shall preside at all meetings of the members and, if a Director, unless a Chairman of the Board has been appointed and is present, at all meetings of the Board of Directors. He shall be the Chief Executive Officer of the corporation and shall have general operating charge

of its business. As soon as reasonably possible after the close of each fiscal year, he shall submit to the Board a report of the operations of the corporation for such year and a statement of its affairs. The President shall perform such duties and have such powers additional to the foregoing as the Board may designate.

Section 4. Vice President. In the absence or disability of the President, his powers and duties shall be performed by the Vice President, if only one (1), or, if more than one (1), by the Vice President designated for this purpose by the Board. Each Vice President shall have such other powers and perform such other duties as the Board shall from time to time designate. The Vice President shall serve as President-elect and shall become President at the end of the presiding President's term in office. If no one has been elected to the position of Vice President, the Treasurer shall perform the President's powers and duties in the absence or disability of the President. In the event of a vacancy in the office of President the Vice President shall assume all duties and powers of the President.

Section 5. Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as shall be authorized by the Board. He or she shall disburse the funds of the corporation as ordered by the Board, taking proper vouchers for such disbursements. He or she shall promptly render to the President and to the Board such statements of his transactions and accounts as the President and Board respectively may from time to time require. If required by the Board, he or she shall give bond in such amount, with such security and in such form, as the Board shall determine. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate.

Section 6. Assistant Treasurer. In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one (1), or, if more than one (1), by the one designated for this purpose by the Board. Each Assistant Treasurer shall have such other powers and perform such other duties as the Board shall from time to time designate.

Section 7. Clerk. The Clerk shall record in books kept for the purpose all votes and proceedings of the members and, if there is no Secretary, of the Board of Directors. The Clerk shall perform such duties and have such powers additional to the foregoing as the Board shall designate. The Assistant Clerk, if one be elected or appointed, shall perform the duties of the Clerk during the Clerks absence or disability, as well as such other duties as may be assigned to him by the Board. In the absence of the Clerk or Assistant Clerk at any meeting of members or, if there is no Secretary, in the absence of the Clerk or Assistant Clerk at any meeting of Directors, a Clerk pro tempore shall be chosen by the meeting to perform the duties of the Clerk for that meeting.

Section 8. Secretary. The Secretary, if there is one, shall attend all meetings of the Board of Directors and shall record the proceedings thereat in books provided for the purpose.

Section 9. Resignation. Any Officer and any Director may resign at any time by delivering his resignation to the corporation at its principal office or to the President. Such

resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition shall be specified, upon its receipt.

Section 10. Compensation. No Officer shall solely for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the corporation for duties other than as an Officer.

ARTICLE FIFTH

MEMBERS

Section 1. Membership. Membership in this corporation shall be open to all who:

(a) are deans of law schools approved by the American Bar Association, including interim and acting deans; and

(b) pay the annual dues.

There shall be only one class of members. Any individual, without regard to race, creed, color, national origin or sex, who complies with both paragraphs (a) and (b) of this Article Fifth, Section 1 shall be a member.

Section 2. Membership Fee. The annual membership fee of this corporation shall be set by the Board of Directors from time to time. Until otherwise set by the Board, it shall be one hundred dollars (\$100) per annum.

Section 3. Meetings. The annual meeting of the members of the corporation shall be held every year in January on such date in January, at such hour and place within or without the Commonwealth of Massachusetts as are fixed by the Board of Directors or the President. Notice of such meeting shall be given in the manner set forth in Section 5. At such annual meeting the members shall hear the reports of the Officers and transact such other business as may properly come before the meeting. In the event that for any reason the annual meeting shall not be held as herein provided, a subsequent special meeting of the members shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting and for such other purposes as may be specified in the notice of said special meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President or by a majority of the Directors. Special meetings shall be called by the President, or in the event of his death, absence, incapacity or refusal, by any other Officer. Notice shall be given in the manner set forth in Section 5, below, and shall state the time, place and purpose of the meeting. Special meetings of members may be held at such hour and such place within or without the Commonwealth of Massachusetts as shall be fixed by the Board of Directors.

Section 5. Notice of Meetings. Written notice of the place, date and hour, and specifying the purpose of every meeting of members, shall be given by the Officer designated by the Directors or these By-Laws, at least seven (7) days before the meeting, to each member entitled

to vote at such meeting or entitled to receive written notice thereof. Such notice may be delivered in hand to each member entitled to notice, at his residence or usual place of business or mailed to him, postage prepaid, addressed to his address as it appears in the records of the corporation. It shall be the duty of each member to notify the corporation of his post office address. No notice of any meeting need be given to a member if a written waiver of notice executed before or after the meeting by the member, or his attorney thereunto authorized, is filed with the records of the meeting; and, if notice of a special meeting shall be waived by all members entitled to notice thereof, no call of such special meeting shall be required.

Section 6. Quorum. Except for those transactions which by law require a higher percentage, at all meetings of members a quorum for the transaction of any business shall consist of twenty percent (20%) of the members.

Section 7. Action Without Meeting. Any action to be taken by members may be taken without a meeting, without prior notice, and without a vote if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 8. Voting. Every member entitled to vote at a meeting of members shall have one (1) vote. At all membership meeting votes shall be by voice.

ARTICLE SIXTH

MAINTENANCE AND INSPECTION OF RECORDS

The corporation shall maintain in the Commonwealth of Massachusetts a copy of its Articles of Organization, By-Laws and records of all meetings of incorporators and Board of Directors and members as well as its records which shall contain the name of all members. Such copies and records shall be maintained at an office located in the Commonwealth of Massachusetts of the corporation and shall be open at all reasonable times to the inspection of any member for a proper purpose.

ARTICLE SEVENTH

CHECKS. NOTES. CONTRACTS AND OTHER INSTRUMENTS

Checks, notes, drafts, bonds, deeds, leases, transfers contracts and other instruments drawn, endorsed or executed in the name of and on behalf of the corporation may be signed by any Officer or Officers or person or persons authorized by the Board of Directors to sign or execute the same. No Officer or person shall sign or execute any such instrument as aforesaid unless authorized by said Board to do so.

ARTICLE EIGHTH

OFFICES AND SEAL

Section 1. Location. The corporation shall have such offices in addition to its principal office in Massachusetts as the Board of Directors or members may from time to time designate.

Section 2. Seal. The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. Until otherwise determined by said Board, said seal shall be circular and there shall appear thereon the name of the corporation and the year and state of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other Officer, if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE NINTH

FISCAL YEAR

Unless otherwise fixed by the Board of Directors, the fiscal year of the corporation shall be the year ending with the last day of July in each year.

ARTICLE TENTH

EARNINGS AND ACTIVITIES

Section 1. Earnings. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

Section 2. Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 ELEVENTH

MISCELLANEOUS

Section 1. Bonds. The Board of Directors may from time to time require any one (1) or more of the Officers, employees, or other agents of the corporation to give bond for the faithful performance of duties. Any such bond shall be in such form and with such sureties as the Board of Directors determines. The premiums for all such bonds may be paid by the corporation.

Section 2. Execution of Certifications. Any action taken by the members, Board of Directors, or Executive Committee at any meeting may be certified by the Officer or Director

keeping the records thereof or presiding thereat; and any such certification shall be conclusive evidence for all purposes that the action so certified was taken.

Section 3. Articles of Organization. The term “Articles of Organization” as used herein shall mean the original Articles of Organization of the corporation and any and all amendments, additions and supplements thereto in force and effect at the relevant time.

ARTICLE TWELFTH

ALTERATION, AMENDMENT OR REPEAL OF BY-LAWS AND ADOPTION OF NEW BY-LAWS

These By-Laws may be altered, amended or repealed and any new By-Laws adopted at any annual or special meeting of the Directors. Notice of a proposal to alter, amend or repeal these By-Laws or adopt new By-Laws shall be included in the notice of any meeting at which such alteration, amendment, repeal or adoption is considered.

ARTICLE THIRTEENTH

EFFECT OF PROVISIONS OF LAW AND ARTICLES OF ORGANIZATION

Each of the provisions of these By-Laws shall be subject to and controlled by any specific provisions of law or provisions of the Articles of Organization which relate to its subject matter, and also shall be subject to any exceptions, or more specific provisions, dealing with the subject matter appearing elsewhere in these By-Laws, as amended from time to time.