

**AMENDED AND RESTATED BY-LAWS OF
RUTGERS SCHOOL OF LAW-NEWARK ALUMNI ASSOCIATION**

Article I-General

A. **Name.** The name of the corporation is Rutgers School of Law-Newark Alumni Association (the “Corporation”), and such other assumed names as the Board of Trustees (the “Board”) shall determine from time to time.

B. **Offices.** The principal office of the Corporation shall be located at such location as the Board may hereafter designate from time to time.

Article II-Purpose

The purpose of the Corporation shall be to strengthen relationships among alumni and between alumni and the community of Rutgers School of Law - Newark (the “School”), and to advance the ideals, reputation, and educational goals of the School.

Article III - Membership

A. **The Members.** The members (the “Members”) of the Corporation shall be every graduate, member of the faculty and administrative officer of, and holders of an honorary degree in law from, the School; provided, however, the Board may elect honorary Members who shall (i) become Members for life; (ii) have all of the privileges of other Members, except the right to vote or serve as an officer, a member of the Board of Trustees (a “Trustee”) or a member of the Executive Committee, as such term is defined later herein.

B. **Dues.** Dues shall not be charged.

C. **Meetings.** The Members shall hold an annual business meeting (the “Annual Member Meeting”) at which time they shall elect the Trustees. The date, time and place of the Annual Member Meeting shall be determined by the Executive Committee, but in no event shall the meeting be held (i) later than June 30 of each year or (ii) on the same date as the Annual Alumni Recognition Dinner (“Annual Dinner”). Notice of the date, time and place of the Annual Member Meeting shall be provided to the Members in writing by electronic mail to Members with known email addresses and by posting on the Corporation’s web site (“Written Notice”) no less than thirty (30) days prior to the date of the Annual Member Meeting. Other regular meetings may be provided for at the Annual Member Meeting, and special meetings of the Members may be called, on ten (10) days Written Notice, by the Executive Committee, or by the President when requested to do so in writing by at least five (5) Members. Twelve (12) Members at any meeting of the Members shall constitute a quorum for the transaction of business. There shall be no voting by proxy or representative at any meeting of the Members.

Article IV - Management

A. **Board of Trustees.** The policies, activities and affairs of the Corporation shall be determined and managed by the Board, which shall consist of (1) the officers of the Corporation, (2) the Corporation's representatives to the Rutgers University Alumni Association, (3) the Corporation's representatives to the Rutgers Board of Trustees or Rutgers Board of Governors, if any, (4) up to twenty-five Trustees elected by the Members, (5) the three most recent past Presidents of the Corporation, and (6) one representative from each "Regional Section," as defined in Article IV Section E, of the Corporation, if any.

1. **Term of Office.** The term of office for any Trustee shall begin on July 1 of the year he or she is elected to the Board pursuant to Section A (2) of Article IV and end on June 30th in the third calendar year after such election to the Board ("Trustee Terms"). If elected, Trustees may serve an infinite number of Trustee Terms. Trustees who wish to serve a consecutive Trustee Term shall notify the Board of their intention no later than March 31st of the third calendar year of such term.

2. **Election of Trustees.** Trustees shall be elected by the Members voting at the Annual Member Meeting pursuant to Article IV Section D(2).

3. **Responsibilities of Trustees.** Each Trustee shall: (a) attend Regular Meeting in person, or by telephone; (b) attend and promote events hosted or sponsored by the Corporation and/or the School; (c) serve as a member of and actively participate in at least one (1) committee during his or her Trustee Term; and (d) serve as a member of and actively participate in the Annual Dinner Committee every year of his or her Trustee Term.

4. **Removal of Trustees or Vacancy.** At any meeting of the Board, duly called and at which a quorum is present, the Trustees may, by a vote of two-thirds (2/3) of those Trustees who vote at such meeting, vote to remove any Trustee from the Board in the event that such Trustee fails to (a) attend more than three (3) consecutive Board meetings without providing good cause to the Board, (b) fails to actively participate in at least one committee, or (c) otherwise fails to discharge his or her responsibilities to the Board. The Board shall notify the removed Trustee in writing and note the removal in the minutes. The Board may elect a successor to serve for the balance of the term of the removed Trustee. Vacancies occurring on the Board for any reason may be filled by a vote of a majority of the Trustees, with the advice of the Nominating Committee, who shall convene to recommend a new Trustee(s) or Officer(s). A Trustee elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

5. **Board Meetings.**

(a) **Annual Board Meeting** The Board shall hold an annual business meeting (the "Annual Board Meeting"). The date, time and place of the Annual Board Meeting shall be determined by the Board, but in no event shall the meeting be held (i) later than June 30 of each year or (ii) on the same date as the Annual Dinner. In all cases, the

Annual Board Meeting shall precede the Annual Member Meeting and may be held on the same date and at the same place as the Annual Member Meeting. The Secretary shall provide Written Notice to each Trustee of the date, time and place of the Annual Board Meeting at least thirty (30) days in advance.

At each Annual Board Meeting, the following officers of the Corporation shall be elected by a majority vote of the Trustees voting at such meeting, President-Elect, Vice-President, Treasurer, and Secretary.

(b) **Regular Meetings** The Board shall hold meetings other than the Annual Board Meeting (“Regular Meetings”) at least four (4) times per year. The dates for Regular Meetings shall be established by the Executive Committee and posted on the Corporation’s web site.

(c) **Special Meetings** Meetings of the Board, other than the Annual Board Meeting and Regular Meetings (“Special Meetings”) may be called, on ten (10) days Written Notice, by the Executive Committee, or by the President when requested to do so in writing by at least five Trustees. Written Notice of a Special Meeting shall state the business to be transacted.

6. **Quorum.** Twelve (12) members of the Board, excluding vacancies, shall constitute a quorum for the transaction of business.

(a) **Voting at Board Meetings.** Except in cases in which it is by statute, by the certificate of incorporation, or by these by-laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Trustees present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

(b) **Voting by Email.** Except in cases in which it is by statute, by the certificate of incorporation, or by these by-laws otherwise provided, if a measure is presented by email to all Trustees, and if at least fifty percent (50%) of Trustees respond by email, then a vote by the majority of such responding Trustees shall be sufficient to pass any measure. That email vote shall be reflected in the minutes of the subsequent Board Meeting.

7. **Committees.** By resolution, adopted by a majority of a duly constituted quorum of the Trustees, the Board may provide for such standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of, and chairpersons of, all such committees shall be appointed by the President. In addition to at least one Trustee, any Members may serve as members of such committees. Each committee shall meet at the call of the chairperson of the committee or any two members of the committee. Each committee shall keep full and fair accounts of any financial transactions and

provide the Board with an oral report of its activities, including its recommendations at every Regular Meeting attend by a quorum of Trustees. Vacancies on any committee shall be filled by the President.

8. **Personnel.** The Board may hire and/or retain an administrator, manager, staff and/or consultants as necessary to achieve the purposes of the Corporation.

9. **Finances.** The funds of the Corporation shall be managed under the supervision of the Board and shall be derived from:

- (a) profits from events;
- (b) revenue sharing with the Rutgers University Alumni Association, if any;
and
- (c) gifts, donations and contributions from other sources.

10. **Compensation.** Trustees shall not receive any compensation for their services as such, but by resolution of the Board, individual Trustees may be recompensed for any actual expenditures that may be incurred while engaged in the Corporation's business.

B. **Officers.** The President, President-Elect, a Vice President, a Treasurer, and Secretary are the officers of the Corporation ("Officers"). Officers serve for one (1) year starting on July 1st of the year of their election pursuant to Article IV Section D(2) and ending on June 30th of the following year ("Officer Term"). Officers may be re-elected to additional Officer Terms and only Members may serve as Officers. Any two or more of the above-mentioned Officers, except those of President and Secretary, may be held by the same person provided that no Officer shall execute, acknowledge or verify any instrument in more than one capacity. All Officers shall serve on the Annual Dinner Executive Committee. Other duties of the Officers are as follows:

1. **President and President-Elect.**

(a) The President shall preside at all meetings of the Board at which he or she shall be present. He or she shall have and may exercise such powers as are from time to time assigned to him or her by the Board. The President shall have general charge and supervision of the activities and affairs of the Corporation; when authorized by the Board, he or she may sign and execute in the name of the Corporation all authorized instruments, except in cases in which the signing and execution thereof shall have been expressly delegated by resolution of the Board to another Officer or agent of the Corporation. The President shall be the Chief Executive Officer of the Corporation. He or she shall perform all duties incident to the office of a chief executive of a Corporation and such other duties as, from time to time, may be assigned to him or her by the Board.

(b) The President-Elect shall take office at the expiration of the President's Officer Term(s) The President-Elect, at the request of the President, or in his or her absence, or during his or her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The President –Elect shall serve as the chair of Nominating Committee.

2. **Vice-President**. The Vice-President shall perform all duties traditionally performed by the Vice-President and, if the President and the President-Elect are absent or are otherwise unable to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice President shall have such other duties as may be assigned to him or her by the President.

3. **Secretary**. The Secretary shall keep the minutes of the meetings of the Board in books provided for the purpose; he or she shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; he or she shall be custodian of the records of the Corporation; he or she shall see that the corporate seal is affixed to all documents which require said seal and which he or she has been authorized to execute on behalf of the Corporation and when so affixing may attest to the same; and, in general, he or she shall perform all duties as, from time to time, may be assigned to him or to her by the Board or the President. The Secretary shall maintain a listing of the length of service of all Trustees.

4. **Treasurer**. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as shall, from time to time, be selected by the Board. Whenever requested, he or she shall provide an account of the financial condition of the Corporation and, in general, shall perform all duties incident to the office of a treasurer of a Corporation and such other duties as may be assigned to him or to her by the Board or the President.

5. **Subordinate Officers**. The Board may from time to time appoint such subordinate officers as it may deem desirable in the manner provided herein. Each such officer shall perform such duties as the Board or the President may prescribe.

C. **The Executive Committee**. The Executive Committee (the "Executive Committee") shall consist of the Officers of the Corporation, the immediate past President of the Corporation, the Corporation's current representatives to the Rutgers University Alumni Association, and any other Trustee or Member selected by the President. The Executive Committee shall meet at least once during each month that the Board does not meet, on reasonable notice given by the President, and shall meet at other times as it may determine or in such special sessions as may be required to conduct the affairs of the Corporation. The Executive Committee shall have all powers of the Corporation when the Corporation is not in session, except that it shall not have the power to amend these by-laws or the certificate of incorporation.

D. **Elections**

1. **Nominations.**

(a) **Nominations of Officers.** No later than March 31st, prior to the Annual Meeting, the Executive Committees shall convene to make nominations for the offices of (a) President-Elect, (b) Vice President, (c) Secretary, and (d) Treasurer. The Executive Committee shall present such nominations to the Trustees at the Regular Meeting held immediately prior to the Annual Board Meeting. At such Regular Meeting nomination for any office may be made from the floor by any Trustee, which nomination must be duly seconded. The Executive Committee shall forward all nominations for Officers to the Trustees in writing at least ten (10) days prior to the Annual Board Meeting.

(b) **Nominations of Trustees.** No later than March 31st, prior to the Annual Meeting the President shall form a committee (“Nominating Committee”). Within thirty (30) days of the formation of the Nominating Committee, the Secretary shall give Written Notice to all Members that nominations for the office of Trustee are being solicited by the Nominating Committee and shall contain the name and address of the chairman of the Nominating Committee so that the names of proposed nominees may be forwarded to the Nominating Committee for consideration by that committee in connection with the nominations to be made at the Annual Member Meeting. The Nominating Committee shall report to the Board the names of those persons nominated to serve as Trustees at the Regular Meeting held immediately prior to the Annual Board Meeting. At such Regular Meeting nominations for Trustees may be made from the floor by any Trustee, which nomination must be duly seconded. The Nominating Committee shall forward all nominations for Trustees to the Members by Written Notice at least ten (10) days prior to the Annual Member Meeting.

2. **Voting.** Officers and Trustees shall be elected by the majority of Members present at the Annual Board Meeting and the Annual Member Meeting, respectively. If a candidate fails to receive a majority of the total votes, a run-off election shall be held, at such respective meeting, between the nominees who received the two (2) highest vote totals in the initial vote.

E. **Regional Sections.** A minimum of ten (10) Members who reside and/or work in the same region and desire to function as a regional section of the Board (“Regional Section”) may solicit the approval of the Board to establish such Regional Section. Regional Sections may be established by majority vote of a duly constituted quorum of Trustees. Each Regional Section shall be responsible for activities of special interest and concern to the Members of that region in accordance with the purposes set forth in Article II above. Each Regional Section may establish an executive committee as determined by the Members of the section. The officers of the Regional Section shall be members of the region’s Executive Committee, and the President of such Regional Section shall act as chairman of such Executive Committee. Regional Sections may hold their annual meetings at such time and under such regulations as the respective Regional Sections may determine. Regional Sections shall establish regulations for meetings, voting, selection of officers, and the general management of the regional section. These

regulations must be approved by majority vote of a duly constituted quorum of Trustees. Each Regional Section shall select one (1) representative to serve on the Board.

Article V-Miscellaneous

A. **Checks, Drafts, Etc.** All checks, drafts and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such of the Officers and/or Trustees as may from time to time be provided by resolution of the Board.

B. **Annual Reports.** There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and statement of operations for the preceding fiscal year, which shall be submitted at a regular meeting of the Board and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the President or such other officer of the Corporation as may be designated by the Board.

C. **Fiscal Year.** The fiscal year of the Corporation shall be the year ending June 30th, unless otherwise provided by the Board by resolution.

D. **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

E. **Seal.** The Board shall provide a suitable seal, bearing the name of the Corporation, which shall be in the custody and charge of the Secretary.

F. **Amendments.** A motion to amend, alter, repeal, or enact a new by-law may be introduced, considered, discussed and voted on at any meeting of the Board, provided that at least twenty (20) days prior to such meeting a full written statement of the exact language of the motion and the time, place and date of the meeting when the motions will be introduced as been forwarded to every member of the Board by electronic mail. An affirmative vote of two-thirds (2/3) of the Trustees voting at such meeting shall be required to carry said motion. Any such amendment to these by-laws may be repealed by a vote of two-thirds (2/3) of all Members at any regular or special meeting of the Members. The procedures and notice of requirements of this section shall apply irrespective of any contrary provisions which may be contained in these by-laws.

G. **Contracts and Service.** The Trustees and Officers of the Corporation may have an interest directly or indirectly in any contract relating to, or incidental to, the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they also may be acting as individuals, or a trustee of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, members, trustees, or otherwise. Notwithstanding the foregoing, any contract, transaction, or act on behalf of the Corporation in a matter in which any Trustee or officer personally has an interest as a stockholder, trustee, director, or otherwise must be disclosed to the Trustees, conducted at arm's length, shall not violate any prohibition against the Corporation's use or application of its funds for private benefit and shall be approved in accordance with N.J.S.A. 15A:6-8 as same may be amended or modified and any successor statute thereto. Common or interested Trustees may be counted in determining the presence of a quorum at a Board meeting at which such a contract or transaction is authorized, approved or ratified; however, such authorization, approval or ratification shall only be effective by affirmative vote of a majority of the disinterested Trustees present and voting.

H. **Indemnification.** Indemnification of any person who is a Trustee, officer, employee or corporate agent of the Corporation shall be provided to the fullest extent permitted by N.J.S.A. 15A:3-4 as same may be amended or modified and any successor statute thereto or any other applicable provision of law. Such indemnification shall include, without limitation, indemnification against the actual amount of net loss including counsel fees, reasonably incurred by or imposed upon him or her in connection with such action, except as to matters for which he or she shall be ultimately found in such action to be liable for gross negligence or willful misconduct. In the event of any settlement of such a case, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified had not been guilty of gross negligence or willful misconduct.

I. **Writing.** Where these by-laws require notice to be served in writing, such notice may be forwarded by regular mail, facsimile or electronic format, unless expressly provided otherwise herein.