

BY-LAWS  
OF THE  
DREXEL UNIVERSITY THOMAS R. KLINE SCHOOL OF LAW  
ALUMNI NETWORK

BY-LAWS of the Drexel University Thomas R. Kline School of Law Alumni Network, formerly the Earle Mack School of Law at Drexel University Alumni Network, an association formed in 2011, its inaugural Council elected in 2011, and its initial by-laws adopted on Tuesday, August 9, 2011.

**Article 1: Name**

- 1.1 The name of this organization is the DREXEL UNIVERSITY THOMAS R. KLINE SCHOOL OF LAW ALUMNI NETWORK also known as the KLINE SCHOOL of LAW ALUMNI NETWORK (“KSLAN”).

**Article 2: Statement of Purpose**

- 2.1 To foster and promote the interests of the Drexel University Thomas R. Kline School of Law (“Kline School of Law”) and the professional growth of its graduates through alumni programming.

**Article 3: Membership**

- 3.1 Kline School of Law Alumni Network. All graduates of the Kline School of Law, and those who graduated under the institution’s the prior names the Earle Mack School of Law at Drexel University and Drexel Law, were and are members of the KSLAN upon graduation. Hereinafter, it shall be understood that any reference to the Kline School of Law and the KSLAN shall include all those who graduated under the institutions prior iterations. There is no fee for membership. However, registration or the signing of a release may be required for participating in KSLAN benefits and events.
- 3.2 Kline School of Law Alumni Network Council (the “Council”). The Council is a panel of Kline School of Law graduates, elected by the KSLAN, which represents the interests of Kline School of Law graduates and works with Kline School of Law faculty and administration in the development of alumni programming. The Council consists of an Executive Committee and a contingent of Class Representatives.
- 3.2.1 Executive Committee. The Executive Committee is staffed with the following positions:

President:

- Opens and closes meetings;
- Prepares the Executive Committee's meeting agenda with input from other Council members and distributes prior to meetings;
- Directs Council policy
- Provides leadership to the Executive Committee
- Makes sure the Executive Committee adheres to the bylaws
- Chairs meetings of the Council
- Communicates and works with the Kline School of Law Administration on alumni issues.
- Issues statements to KSLAN on behalf of the Council
- Keeps the Executive Committee's activities focused on the organization's mission
- Chairs meetings of the Executive Committee
- Makes sure that committee chairpersons are appointed
- Serves as ex officio member of committees and attends their meetings when needed
- Makes sure there is a process to evaluate the effectiveness of Executive Committee members, using measurable criteria
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications
- Plays a leading role in supporting fundraising activities on behalf of the KSLAN
- Promotes the organization's purpose in the community and to the media
- Prepares a report for the Annual General Meeting

Vice-President:

- Assists President in President's duties
- In the President's absence, opens and closes meetings and sets meeting agendas;
- Serves on the Executive Committee along with the President
- Learns the duties of the President and keeps informed on key issues
- Works closely as consultant and advisor to the President
- Chairs at least one major committee
- Acts as a signing officer for cheques and other documents in the absence of the President
- Orients the new Vice-President

Secretary:

- Records, distributes, and maintains minutes of Council meetings

Treasurer:

- Maintains the Council's finances
- Performs the Secretary's duties in the Secretary's absence

- 3.2.2 Class Representatives. Until 2013 and including the Class of 2013, the Council is staffed with 3 Representatives from each graduating class of Kline School of Law. From 2014 to 2016, the Council will be staffed with 2 Representatives from each graduating class. From 2017 and onward, the Council will be staffed with 1 Representative from each graduating class.
- 3.2.3 Election. The President, Vice-President, Secretary, and Treasurer are elected by all Earle Mack Law alumni. The Class Representatives are elected only by members of their own class. Elections are run by the Membership Committee on a yearly basis.
- 3.2.4 Term. The term of each position in the Council is 2 years and follows Kline School of Law's fiscal year, beginning 1 July and ending 30 June, except that the inaugural Council's term began in February, 2011, and will end at the end of fiscal year 2012-13. The Council holds its first meeting of the term in August, after the July bar examinations have taken place.
- 3.2.5 Committee membership. Each member of the Council is a member of at least 1 standing committee and should participate in at least 1 ad-hoc committee.
- 3.2.6 Meetings. The Council will meet every 4 to 6 weeks. Members may attend in person, by proxy, or via telephone or Internet. The Council anticipates that it will hold meetings of the entire Council on a quarterly basis after fiscal year 2012-13.
- 3.2.7 Attendance. Each Council member is expected to attend, in-person or by telephone, two-thirds of the scheduled meetings in each six-month period of the fiscal year, from July 1 to December 31 and January 1 to June 30. The Secretary will maintain attendance records and notify the President when any Council member fails to meet these attendance requirements. Should a Council member fail to attend at least two-thirds of the scheduled meetings in a given six-month period, that member will receive a warning from the President. Should that Council member not meet attendance requirements during the subsequent six-month period,

the remaining Council members may terminate that Council member pursuant to the involuntary termination procedure set forth in Section 3.2.8.

### 3.3 Termination of Council Membership.

Voluntary. A Council member may terminate his or her membership voluntarily for any reason by submitting written notice to the Executive Committee in advance of the termination. Executive Committee members shall provide the Executive Committee with 30 days' written notice.

Involuntary. The Council may terminate the membership of any member of the Council when it determines that there is sufficient cause for termination. Examples of cause include but are not limited to failure to attend Council meetings as set forth in Section 3.2.7, non-participation in committees, noncompliance with KSLAN written policies (including any Policy adopted or approved under Section 6.4 of the By-laws), malfeasance, or conduct that harms the reputation of the Council. To terminate a member, the Council must give the member 10 days' written notice of the meeting where the member's termination is on the agenda, and the written notice must include the cause for termination. The meeting must be attended by a quorum of the Council, either in person or by telephone or Internet or by proxy. The member under consideration of possible termination will be given an opportunity to be heard either by attending the meeting in person or by submitting a written statement. The termination must be approved by 2/3 of the Council members attending the meeting.

#### 3.3.1 Replacement of Executive Committee Member.

Replacement of the President. Upon the termination of the President, the Vice-President assumes the role of President for the remainder of the President's term. The Secretary would then assume the role of Vice-President. At the next Council meeting, or at a special meeting called by the Executive Committee, the Council shall hold an election for the vacant Secretary position. Any current Class Representative can nominate him or herself for the Secretary position. The Council will hold a vote for the new Secretary. There must be a quorum at the meeting at which the election is held.

- Opting Out. If the Vice-President opts out of assuming the role of President, the Secretary assumes the role of President. If both the Vice-President and Secretary opt out of assuming the role of President, the Treasurer may assume the role of President. If the

Secretary or Treasurer assumes the role of Vice-President, the Council shall hold an election for the vacant position at the next Council meeting or at a special meeting called by the Executive Committee. Any current Class Representative can nominate him or herself for the vacant position, and the Council will hold a vote for that position. There must be a quorum at the meeting at which the election is held. In the event that none of the remaining Executive Committee members wants to assume the role of President, the Executive Committee shall hold an election for the vacant President position, which will be held at the next Council meeting or at a special meeting called by the Executive Committee. In such circumstances, any current Class Representative can nominate him or herself for the President position, and the Council will hold a vote for the new President by secret ballot. There must be a quorum at the meeting at which the election is held.

Replacement of the Vice-President. Upon the termination of the Vice-President, the Secretary assumes the role of Vice-President for the remainder of the Vice-President's term. At the next Council meeting or at a special meeting called by the Executive Committee, the Council shall hold an election for the vacant Secretary position. Any current Class Representative can nominate him or herself for the position. The Council will hold a vote for the new Secretary. There must be a quorum at the meeting at which the election is held.

- Opting Out. If the Secretary opts out of assuming the role of Vice-President, the Treasurer may assume the role of Vice-President. If the Treasurer assumes the role of Vice-President, the Council shall hold an election for the Treasurer position at the next Council meeting or at a special meeting called by the Executive Committee. Any current Class Representative can nominate him or herself for the Treasurer position, and the Council will hold a vote for that position. There must be a quorum at the meeting at which the election is held. If both the Secretary and Treasurer opt out of assuming the role of Vice-President, the Executive Committee shall hold an election for the Vice-President position, which shall be held at the next Council meeting or at a special meeting called by the Executive Committee. Under such circumstances, any current Class Representative can nominate him or herself for the Vice-President position, and the Council will

hold a vote for the Vice-President by secret ballot. There must be a quorum at the meeting at which the election is held.

Replacement of the Secretary or Treasurer. Upon the termination of either the Secretary or the Treasurer, an election for the vacant position will be held at the next Council meeting or at a special meeting called by the Executive Committee. Any current Class Representative can nominate him or herself for the vacant position, and the Council will hold a vote for that position. There must be a quorum at the meeting at which the election is held.

3.3.2 Replacement of Class Representative. Upon the termination of a Class Representative, the Council may choose to leave the seat unfilled until the next regular election of Class Representatives, or may direct the Membership Committee to hold an election as soon as practicable to replace the Class Representative.

#### **Article 4: Standing Committees**

- 4.1 General. Every standing committee must include at least one member of the Council. Membership in standing committees is not limited to members of the Council but is open to membership and attendance by any member of the KSLAN. The involvement of the non-Council members of the KSLAN in standing committees is encouraged. Members of standing committees should make efforts to recruit alumni to become members of the committee. All standing committees will develop their own governance documents, goals, and tasks as needed for the efficient operation of the committee, in accordance with the KSLAN's Statement of Purpose. Committee members will designate one person to report back on the committee's activity at Council meetings; this person is not required to be a Council member, nor the President of the committee itself. The Council may ask a standing committee to accomplish a task that is not specifically part of its description; in such a situation, the committee may choose to take on the task, or it may suggest and the Council may agree to form an ad-hoc committee for the task.
- 4.2 Membership, Social and Networking Committee. The Membership, Social and Networking Committee (1) seeks to increase active, participatory membership in the KSLAN by promoting the KSLAN to each year's new graduates as well as to alumni who have not yet acted upon their automatic membership by: (a) organizing regular events for EMLAN members, including at least one yearly event involving that year's Kline School of Law graduates; (b) maintaining KSLAN's Internet presence via social media and e-mail; (c) liaising with other

standing committees and Kline School of Law's website administrator to provide content for the Kline School of Law website; and (d) liaising with the Kline School of Law alumni office to implement and publicize an online system for KSLAN members to contact one another; and (2) runs the Council elections using substantially the same method used by the Kline School of Law administration for the inaugural Council election. The Committee will determine its process for conducting the inaugural Council's term (i.e., ending at the end of fiscal year 2012-13) and may amend the process, from time to time, as it sees fit.

- 4.3 Career Advancement. The Career Advancement Committee seeks to help Kline School of Law graduates find employment in professional positions and works with the Kline School of Law Career Strategies Office to fulfill that office's mission.
- 4.5 Strategic Plan. The Strategic Plan Committee develops the KSLAN's 3- to 5-year plan for advancement, including but not limited to modifying the KSLAN's Statement of Purpose when or if necessary; proposing a modified Council structure to accommodate new graduation year classes; and raising funds.
- 4.6 Inn of Court. The Inn of Court Committee coordinates with the Kline School of Law administration to establish and maintain the Kline School of Law Inn of Court, a general Inn offering programs in practical lawyering skills.

**Article 5: Ad-hoc Committees**

- 5.1 Creation. The Council will create ad-hoc committees as needed by decision at meetings.
- 5.2 By-Laws. The By-Laws Committee will draft revisions to the by-laws as needed. Revisions may include but are not limited to changing the length of Council positions' terms; adding positions such as "President-Elect" or "Immediate Past President"; and staggering some positions' terms so that the entire Council is not removed in a single election. After the Council adopts the revised by-laws, this committee may be dissolved or may become a standing committee.
- 5.3 Outstanding Alumni Award. The Outstanding Alumni Award Committee identifies one Kline School of Law alumna or alumnus, or a group of alumni; recognizes them at graduation in May; and recognizes them with a permanent display at the Law School building. An Outstanding Alumni Award is given yearly.

- 5.4 Dissolution. Ad-hoc committees may be dissolved by the committee's members or by a decision at a meeting of the Council.

**Article 6: Parliamentary Process and Amendment**

- 6.1 Consensus where possible. To make decisions based on the will of the Council's entire membership, the Council uses a consensus-based process to make decisions.

6.1.1 Participants accept all relevant input to a discussion.

6.1.2 To come to decisions and end meetings in a timely manner, participants will not prolong discussion with irrelevant input and will not seek to block consensus in an adversarial manner.

6.1.3 The President will direct discussions to facilitate consensus-based decisions while keeping meetings efficient and purposeful.

6.1.4 In the event that the Council must make a decision and is unable to reach complete consensus in a timely manner for a particular question, the Council will use *Robert's Rules of Order* and the Vice-President will serve as parliamentarian.

- 6.2 Quorum. A quorum of the Council consists of 2/3 of its members present at a meeting, whether attending in person, by telephone or Internet, or by proxy.

- 6.3 Amendment. The Council may amend these by-laws, repeal them, or adopt new ones at any time ("Change"). Notice of amendment, repeal, or new adoption, including the full text of the Change, will appear on the agenda of the Council meeting immediately previous to the Council meeting at which the Change will be voted upon. There must be a quorum at the meeting at which the Change is voted upon. No Change will be effective unless 2/3 of the quorum votes in favor of the Change. The Council will liaise with the appropriate standing committee or Kline School of Law contact person to post any Change on the Kline School of Law website.

- 6.4 Adoption of Policies. The Council may adopt a policy deemed to be necessary for the efficient, orderly and/or professional operation of the Council (the "Policy"). The Policy does not change, modify or otherwise be in conflict with any By-law. Notice of a new Policy will be given in the same manner as notice of amendment as set forth in Section 6.3. There must be a quorum at the meeting at which the approval and/or adoption of a Policy is voted upon. No Policy will be effective

unless a majority of the quorum votes in favor of the Policy. Each KSLAN Policy will be recorded and kept in the same manner as the KSLAN By-laws.

Drafted by the Council's By-Laws Committee:

Michele Grant	Jennifer Tatum Root
Patrick Horan	Cory A. Thomas
Leo M. Mulvihill, Jr.	Raheem S. Watson

Ratified by the Alumni Council:

Stephanie Cieslak	Jackie Lowthert	Cory A. Thomas
Melissa Dale	George J. Matz	Raheem S. Watson
Marla D. Gaglione	Leo M. Mulvilhill, Jr.	Racheal White
Michele Grant	Jennifer Tatum Root	
Patrick Horan	James L. Rosica	

Tuesday, August 9, 2011

### **Amendment History**

Tuesday, September 13, 2011: The Council added the new standing committee, Inn of Court, creating Section 4.7.

Thursday, April 5, 2012: The Council added Section 3.2.7 regarding Attendance, combined Membership and Social and Networking committees, revised Section 4.1 regarding the involvement of non-Council members in committees, revised Section 4.2 regarding the statement of the Membership, Social and Networking committee's duties and objectives, deleted the Development committee; and revised Section 5.2 by providing that the By-Laws committee will draft revisions to the by-laws as needed.

Thursday, June 7, 2012: The Council added Section 6.4 regarding the adoption of Policies; and revised Section 3.2.8 regarding involuntary termination and noncompliance with EMLAN policies.

Thursday, July 19, 2012: The Council changed the name of the organization from the Earle Mack School of Law at Drexel University Alumni Association ("EMLAA") to the Earle Mack School of Law at Drexel University Alumni Network ("EMLAN"), as required by the Drexel University

Office of Alumni Relations and revised the by-laws accordingly. Additionally, the “Board” was renamed as the “Executive Committee.”

Thursday, September 7, 2012: The Council changed the title of Chair to President and the title of Vice-Chair to Vice-President; revised Section 3.2.1 by further detailing and expanding the roles of the President and Vice-President; changed Termination of Council membership to Section 3.3 and adopted a detailed procedure for the replacement of Executive Committee members.

Thursday, December 18, 2014: The Council revised the Bylaws to reflect the Law School’s name change to the Thomas R. Kline School of Law.