

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

BY-LAWS of the Drexel University Thomas R. Kline School of Law Alumni Council, 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 COUNCIL also known as the "ALUMNI COUNCIL."

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 Alumni Network. All graduates of the Kline School of Law, and those who graduated under the institution's prior names the Earle Mack School of Law at Drexel University and Drexel Law, were and are members of the Alumni Network upon graduation. Hereinafter, it shall be understood that any reference to the Kline School of Law and the Alumni Network 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 Alumni Network benefits and events.
- 3.2 Alumni Council. The Council is a panel of Kline School of Law graduates, elected by the Alumni Network, 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, a contingent of Class Representatives, and Geographical 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 the Alumni Network 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 Alumni Network
- 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 Law alumni. The Class Representatives are elected only by members of their own class. Geographical Chapter Representatives are elected by the members of their Geographical Chapter in accordance with Article 7. 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 Alumni Network's 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 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 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 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 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 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 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 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 or Geographical Representative. Upon the termination of a Class or Geographical Representative, the Council may choose to leave the seat unfilled until the next regular election of Representatives, or may direct the Membership Committee to hold an election as soon as practicable to replace the Representative.

3.3.3 Filling Vacant Positions

In the event that a position on the Council is vacant as a result of no candidates applying for that position, the Council, by majority vote, may fill that position with a willing alumnus. In the case of a class representative, the alumnus must represent the class year for the position he or she will fill.

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 Alumni Network. The involvement of the non-Council members of the Alumni Network 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 Alumni Network'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 Alumni Network 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 Alumni Network members, including at least one yearly event involving that year's Kline School of Law graduates; (b) maintaining the Alumni Network'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 Alumni Network 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 Alumni Network's 3- to 5-year plan for advancement, including but not limited to modifying the Alumni Network'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 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 Methods of Voting. Each Council member shall have the right to vote on any proposed amendment or policy. He or she may vote in person, by telephone, by Internet, or by proxy. If a Council member abstains or

otherwise fails to vote, his or her abstention will not be counted against the total number of votes necessary to carry a proposed amendment or policy, and the vote will be counted as if that person was not a voting member of the Council (the remainder of non-abstaining, voting members shall hereinafter be referenced as "Participating Members").

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, and in no event less than seven (7) days prior to the intended vote. No Change will be effective unless 2/3rds of the Participating Members vote in favor of the Change. For example, if the Council consists of eighteen (18) members, and three (3) abstain or do not otherwise vote, the total number of votes necessary to carry the amendment would be 2/3rds of the fifteen (15) members who voted, or ten (10) 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"), so long as the Policy does not change, modify or otherwise 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. No Policy will be effective unless a majority of the Participating Members vote in favor of the Policy. For example, if the Council consists of eighteen (18) members, and three (3) abstain or do not otherwise vote, the total number of votes necessary to carry the amendment would be one-half of the fifteen (15) members who voted, or eight (8) votes in favor of the Policy. Each Alumni Network Policy will be recorded and kept in the same manner as the Alumni Network By-laws.

Article 7: Geographical Chapters

7.1 Geographical Chapters. Geographical chapters shall consist of alumni who reside or work in a city, region or area outside of the Philadelphia region, and who opt to join the chapter.

7.2 Activities. Each geographical chapter shall have the ability to hold events, develop programming, and otherwise perform activities in accordance with the furtherance of Article 2 of these Bylaws. A geographical chapter seeking funding shall submit a proposal or budget to the Treasurer for approval by the Executive Committee.

7.3 Geographical Representative. Each Geographical Chapter shall elect a member of that Chapter to serve as a Representative on the Council. During the first term that a Geographical Chapter is formed, the Geographical Representative for that Chapter may be appointed by the Council following the procedures set forth in Article 3.3.3.

7.4 Formation. Geographical Chapters shall be formed in accordance with an Amendment as outlined in Section 6.3 of these Bylaws, requiring a 2/3rds vote of participating members. The Council recognizes the following geographical chapters:

- Central PA Chapter

7.5 Membership of Geographical Chapters. The membership of each Geographical Chapter will be determined by the Membership Committee, which has authority to accept or reject members of a chapter. All alumni may be offered the option of joining a Geographical Chapter. A list of members for each Geographical Chapter shall be maintained by the Membership Committee.

Article 8: Outstanding Alumni Award (“OAA”)

8.1 Outstanding Alumni Award. The OAA recognizes one Kline School of Law alumna or alumnus, or a group of alumni, for his/her/their exceptional representation of the law school, thereby enhancing its reputation and furthering its core values and goals, and recognizes him/her/them at an alumni associated event and with a permanent display at the Law School building.

8.2 Criteria. To qualify for the OAA, the Council may rely on the following non-exclusive criteria for awarding the OAA: professional success; community engagement; connection to the law school; civic engagement; and, perseverance.

- 8.3 Timing and Frequency. The Council may establish how often and when the OAA is given by adopting policies in accordance with these Bylaws. Only one OAA may be awarded in any fiscal year.
- 8.4 Nomination of Candidates. Any member of the law school community may nominate an alumna, alumnus, or group of alumni to the Council for the OAA. . Nominations must include a statement describing why the nominee deserves the award. The Council may form an ad hoc committee to select nominees and to provide recommendations with regard to nominees. For the purposes of this Section 8.4, “law school community” means law school alumni, faculty, and staff.
- 8.5 Voting. Nominations will be distributed to all alumni, and a general election within the alumni body will be held. The Council will award the OAA to the nominee receiving the most votes. In the event of a tie, there will be subsequent run-off elections featuring only those tied nominees.

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.

Thursday, December 10, 2015: The Council passed three (3) amendments. First, the Council amended Sections 6.2, 6.3, and 6.4, by eliminating the requirement for a quorum being present for a vote to occur. Second, the Council deleted former Section 5.3, dealing with the Outstanding Alumni Award, and passed Article 8. Third, the Council passed Article 7, instituting Geographical Chapters.

Thursday, March 30, 2017: The Council revised Sections 8.4 and 8.5 related to the Outstanding Alumni Award. The following additions were made to the text of Section 8.4:

Any member of the law school community may nominate an alumna, alumnus, or group of alumni to the Council for the OAA. Nominations must include a statement describing why the nominee deserves the award. The Council may form an ad hoc committee to select nominees and to provide recommendations with regard to nominees. For the purposes of this Section 8.4, "law school community" means law school alumni, faculty, and staff.

Section 8.5 was substantially re-written:

~~A 2/3rds vote of the participating Council members is required for a nominee (either an alumna, alumnus, or group of alumni) to be awarded the OAA. If there are multiple nominees, the Council will vote on each nominee. If more than one nominee obtains the required 2/3rds vote, the Council will determine, by majority vote of participating members, which alumna, alumnus, or group of alumni should receive the award in the fiscal year at issue. The alumna, alumnus, or group of alumni who is not given the OAA in the fiscal year at issue may be given the award in a future fiscal year.~~

To:

Nominations will be distributed to all alumni, and a general election within the alumni body will be held. The Council will award the OAA to the nominee receiving the most votes. In the event of a tie, there will be subsequent run-off elections featuring only those tied nominees.

The impetus for this change was to promote greater transparency in the process of the award of the OAA.

January 24, 2018: The Council changed its name from the “KSLAN” to the “Alumni Network” and the “Alumni Council.” The Council also added Section 3.3.3 related to filling vacant positions.

March 12, 2019: The Council added provisions for Geographical Representatives. These provisions included the re-writing of Section 7.3 related to Geographical Representatives, the addition of Section 7.5 related to membership in Geographical Chapters, and alterations to the following sections of the Bylaws to recognize the existence of Geographical Representatives on an equal basis with Class Representatives: 3.2; 3.2.3; 3.3.1; and, 3.3.2.