

Code of Regulations  
of  
University of Dayton School of Law  
Alumni Association, Inc.

**(Revised 02/21/2013)**

Article I

General Provisions

Section 1 – Name: The name of this organization shall be the University of Dayton School of Law Alumni Association, Inc. (hereinafter the “Association”).

Section 2 – Status: The Association shall be an incorporated association and not-for-profit under the laws of the State of Ohio. The Association shall be a tax-exempt organization under the Internal Revenue Code of the United States.

Section 3 – Principal Office: The principal office of the Association shall be at such place within the greater Dayton, Ohio area as may be determined and designated, from time to time, by the Board of Trustees.

Section 4 – Interpretation: The Board of Trustees, when necessary, shall determine the interpretation of this Code of Regulations by majority vote.

Section 5 – Gender: Where necessary or appropriate to the meaning of this Code of Regulations, the masculine shall be deemed to include the feminine and neuter, the feminine to include the masculine and neuter, and the neuter to include the masculine and feminine.

Section 6 – Corporate Seal: The Association shall have no corporate seal.

Article II

Purpose/Mission

The mission of the Association shall be to foster strong alumni relationships, encourage personal and financial support for the University of Dayton School of Law (hereinafter the “School of Law”), and to assist in recruitment, retention, bar passage and placement of a skilled and diverse body of students and lawyers.

### Article III

#### Membership

Section 1 – General Membership: All graduates of the University of Dayton School of Law are members of the Association.

### Article IV

#### Board of Trustees (Powers, Qualifications, Election and Meetings)

Section 1 – Powers of the Board: Except as otherwise provided in the non-profit corporation law of Ohio, the Articles of Incorporation of the Association, or in these Code of Regulations, all the capacity of the Association shall be vested in, and all its authority shall be exercised by, the Board of Trustees (hereinafter the “Board”).

Section 2 – Number of Trustees: The number of Trustees of the Association at any one time shall not exceed fifty (50).

Section 3 – Term of Office: Trustees shall hold office from a period of one (1) year from the time of their election. Trustees may serve multiple and successive terms.

Section 4 – Qualifications of Trustees: Trustees of the Association shall be regular members of the Association as defined in Article III. No person shall be disqualified from serving as a Trustee by reason of sex, religion, economic status, race, creed, color, age, disability, ethnic or national origin or sexual orientation. The Association encourages a wide geographical representation of the Trustees.

Section 5 – Election of Trustees: The election of Trustees shall take place at the annual organizational meeting of the Board, which shall be held each year during the School of Law’s Alumni Weekend, on such dates and at such times and places as the Board may designate.

Members of the Association may self-nominate or be nominated by a fellow member for election as a Trustee. Nomination forms will be sent to each Member once a year. Nominations of Trustees shall be by written nomination and shall be submitted at such time as the Board designates. Nominations of Trustees must be signed.

Election of Trustees shall be tabulated in such manner as is designated by the Board. The number of votes received by each candidate shall not be announced unless the election is contested.

Section 6 – Vacancies: The remaining Trustees may at any time, by vote of a quorum of their number, fill any unexpired term or any vacancy on the Board. A Trustee elected to fill a vacancy shall have the qualifications set forth in Article IV, Section 4 and shall be elected to fill the unexpired term of the predecessor.

Section 7 – Meetings of the Board: Regular meetings of the Board shall be held on such dates and at such times and places as the Board may designate. Generally, regular meetings shall be held every other month, or six (6) times per year.

Special meetings of the Board may be held at any time upon call of the President or any three (3) Trustees.

Meetings of the Board may be held at any place within the greater Dayton, Ohio area. Written notice of the time and place of each meeting, regular or special, shall be given by mailing (regular and/or electronic) to each Trustee at his/her last known address (regular and/or electronic) at least five (5) days prior to the date of such meeting, or such notice may be delivered by telephone, electronic mailing or faxing in substance to each Trustee not less than one hundred twenty (120) hours before the meeting. Notice shall specify the purposes of the meeting in the case of a special meeting. Such notice may be waived in writing, either before or after the holding of such meeting, by any Trustee.

Section 8 – Quorum: Seven Trustees in office at the time shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at any time or place appointed for a meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present. The act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board.

Section 9 – Action Without a Meeting: Any action which may be authorized or taken at a meeting of the Executive Committee (described hereinafter) or Board may be authorized, or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Executive Committee or Trustees, which writing or writings shall be filed with or entered upon the records of the Association. In place of such writing, actions may be authorized by e-mail, but if e-mail authorization is used, the required unanimous consent shall be memorialized in writing or writings (such as e-mail printouts) which shall be filed with or entered upon the records of the Association and retained for a reasonable period.

Section 10 – Regulations of the Board: The Board may adopt regulations for the government of its actions consistent with the Articles of Incorporation and this Code of Regulations.

## Article V

### Officers (Election and Duties)

Section 1 – Officers: The Officers of the Association shall be a President, a President-Elect (as described in Article V, Section 3), one or more Vice-Presidents, a Secretary and such other officers, subordinate officers and assistant officers as the Board may determine from time to time.

Section 2 – Timing of Elections: Each Officer of the Association shall be elected by the Board at the annual organizational meeting. All Officers shall hold office through their respective terms until the next annual organizational meeting of the Board, or until their successors are elected and qualified. The Board may remove any Officer at any time, with or without cause, by a majority vote. The Board may at any time fill any vacancy in any office occurring from whatever cause.

Section 3 – Election of President and President-Elect: The President of the Association shall be elected by the Board for a term of office of two (2) years at the annual organizational meeting of the Board in odd numbered years commencing in 1993. At the end of his/her first year in office for each term, the President shall report to the Board his/her intent to run for another term. If the President does not elect to run for another term, the Board shall then elect a President-Elect to assume the office of President automatically at the completion of the current President's term of office. If the President elects to run for another term, then no President-Elect shall be selected.

Section 4 – Election of Vice-President and Secretary: The offices of Vice-President and Secretary of the Association shall be elected by the Board for a term of one (1) year at the annual organizational meeting of the Board.

Section 5 – Duties of President: The President shall preside at all meetings of the Board, shall have authority to execute in the name of the Association all contracts, deeds, notes, mortgages, bonds, other obligations, and other papers not requiring specific Board approval or the execution of which the Board has not specifically delegated to another individual. The President shall have general supervisory administrative responsibility for the direction of the Association's affairs, shall communicate the thoughts and ideas of the Association to the School of Law and/or University administration and shall perform such other duties as may be assigned him by the Board.

Section 6 – Duties of Vice-President: The Vice-President shall preside at meetings of the Board in the absence of the President, shall perform all duties of the President in the case of his absence or disability, and shall perform such other duties as may be assigned him by the Board.

Section 7 – Duties of Secretary: The Secretary shall keep minutes of all the proceedings of the Board, and shall make proper record of the same, which shall be attested by him; sign all contracts, deeds, notes, mortgages, bonds, other obligations, and other papers executed by the Association requiring his signature; give notice of meetings of trustees; keep such records as may be required by the Board and perform such other and further duties as may from time to time be required of him by the Board.

Section 8 – Assistant Officers and Other Officers: Assistant Officers and Other Officers shall act as assistants to and under the direction of their superior Officers, and shall be vested with all the powers and be required to perform any of the duties of their superior

Officers in their absence. They shall perform such other and further duties as may from time to time be required of them by the Board.

## Article VI

### Committees

Section 1 – Committees of the Board: The Board may create one or more committees of Trustees, in addition to the Executive Committee created pursuant to Article VI, Section 2, each of which shall be comprised of three or more Trustees. The Board may delegate to any such committee any of the authority of the Board, however conferred, other than the authority of filling vacancies on the Board or in any committee of the Trustees. The Board may likewise appoint one or more Trustees as alternate members of any such committee, who may take the place of any absent member at any meeting of the particular committee. Each such committee shall act on such dates and at such times and places as each such committee may designate, and shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. A committee may, at the discretion of the Trustee members of that committee, include non-trustees in their discussions of the committee. However, non-trustees may act only in an advisory capacity and shall exercise no vote in the affairs of the committee. A majority of the whole committee shall constitute a quorum. The act of a majority of the members at a meeting at which a quorum is present at the time of completing the vote on such act shall be the act of the committee.

Section 2 – Executive Committee: The Executive Committee shall be comprised of the officers of the Association, the chairs of all standing committees, the Dean of the School of Law, and other such persons, if any, as approved by the Board of Trustees and the Dean of the School of Law. Each member of the Executive Committee shall have one vote. The Executive Committee shall be entitled to exercise the entire authority of the Board in the intervals between meetings of the Board.

The purpose of the Executive Committee is to assist the Association and the School of Law in communicating the thoughts and ideas of the Association and the School of Law to further the missions of the Association and the School of Law.

Section 3 – Standing Committees: The following shall be standing committees of the Board. The Board may create additional standing committees in accordance with Article VI, Section 1. Ad Hoc committees may also be created by the President to investigate, review, organize and initiate matters relating to the Association and its mission.

*Alumni Weekend Planning Committee:* The committee will assist in the organization and planning of Alumni Weekend activities. The committee will review award nominees and present candidates to the Board for a vote. Annual Awards will include, but are not limited to, the Distinguished Alumni Award, the Hon. Walter H. Rice Honorary Alumni Award, the Steven E. Yuhas Alumni Special Service Award and the

Francis J. Conte Special Service Award. The President, in his sole discretion, may nominate an individual(s) to receive the President's Award in a given year.

*Fundraising and Development Committee:* The committee will assist the School of Law in its fundraising efforts.

*Service Committee:* The committee encourages and facilitates active service to the School of Law and/or the Association by all members of the Association. Service opportunities may include, but are not necessarily limited to, assistance with admissions, career services, bar passage, and community service projects.

*Alumni/Student Relations Committee:* The committee helps initiate and coordinate alumni/student events such as alumni/SBA reception and other events involving alumni and students. The committee will also assist in the organization and planning of the annual free alumni CLE.

*Kessler Golf Committee:* The committee will assist in the organization and planning of the annual Carl D. Kessler Scholarship Golf Outing.

## Article VII

### Chapters

The Board may recognize the establishment of chapters of the Association and may establish rules and regulations for the government of such chapters.

## Article VIII

### Dissolution

In the event of a dissolution of the Association for any cause, all monies and property shall be paid to the University of Dayton; or should the University not qualify for exempt status, then any other organization having the same educational uses or purposes and having exempt status as provided for in Section 501 (c)(3) of the Internal Revenue Code.

No part of the net earnings of the Association, if any, shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose/mission clause hereof. No substantial part of the activities of the Association shall be the promotion of propaganda, or any attempt to influence legislation, and the Association 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 IX

Amendments

The Code of Regulations may be amended or repealed at any meeting of the Board called for that purpose, by the affirmative vote of two-thirds of the Trustees present at such meeting.