

# **Amended and Restated Bylaws of the Harvard Law School Association of Cincinnati**

Adopted June 4, 2016

## **Article I. Name and Purpose.**

### **Section 1. Name**

The name of this Association shall be the Harvard Law School Association of Cincinnati.

### **Section 2. Purpose.**

The purpose of this organization shall be to: (A) stimulate discussion of current legal, business and social matters; (B) promote legal, business and social relationships among area alumni; (C) bring news concerning Harvard Law School to area alumni; (D) communicate area alumni views to the Harvard Law School Alumni Center; (E) influence outstanding young men and women to apply to Harvard Law School; (F) promote continuing relationships with participants in Harvard Law School programs; (G) facilitate student relationships with prospective employers; (H) encourage community service; (I) recognize outstanding entrepreneurial and managerial achievement by area business executives; (J) provide area placement opportunities information to alumni; and (K) cooperate with the Harvard Law School Alumni Center to strengthen the Association and encourage the establishment of new clubs.

## **Article II. Members.**

### **Section 1. Eligibility for Membership.**

Active membership in the Association shall be open to all who qualify under one or more of the following categories as established by the Constitution of the Harvard Law School Association of June 3, 1947, as amended: (A) recipients of any degree awarded by the Harvard Law School; (B) full-time students currently enrolled in a degree program at Harvard Law school; (C) recipients of any certificate awarded by the Harvard Law School for completion of a program lasting at least 12 weeks; (D) faculty of the Harvard Law School during the term of their appointment; (E) emeriti or emeritae Professors of Harvard Law School; (F) individuals who completed one full year of study and research under the direction and exclusive supervision of a member of the Harvard Law School; (G) individuals who matriculated in a degree program at the Harvard Law School for at least one year and left in good standing; and (H) honorary members of the Harvard Law School Association as elected by the Executive Committee of the Harvard Law School Association.

### **Section 2. Dues.**

The amount of membership dues, if any, shall be determined by the Board of Directors. Membership shall not be contingent upon payment of dues, but access to events provided by the Association may be priced differentially in favor of dues-paying members. Each dues payment shall cover the fiscal year of the Association, which is from July 1 through the following June 30.

### **Section 3. Meetings.**

Members shall hold Bi-Annual Meetings for the purpose of conducting elections and other business. Special meetings of the members may be called and held as may be ordered by the Directors or by members holding not less than one-tenth of the voting power of the members. Notice of meetings of members shall be given to each member not less than ten days and not more than sixty days before such meeting by either email or mailing a copy of such notice to the address of such member as it appears on the membership register of the Association.

### **Section 4. Communication.**

The Association shall provide clear and regular communications to its members, constituents, and Harvard Law School. This communication may be in either print or electronic form and may consist of newsletters, email, and an Association website.

### **Section 5. Voting.**

All members shall have equal voting and other rights. Each member shall be entitled to one vote.

### **Section 6. Quorum.**

The number of members present in person shall constitute a quorum for the transaction of business at any meeting of members.

## **Article III. Officers and Board of Directors.**

The affairs of the Association shall be administered by a Board of Directors and a President, one or more Vice Presidents, a Secretary, and a Treasurer. The number and designations of Vice Presidents shall be determined by the Board of Directors. Directors and Officers shall be elected at Bi-Annual Meetings of the membership held in June.

## **Article IV. Board of Directors.**

### **Section 1. Composition.**

The governing body of the Harvard Law School Association of Cincinnati shall be the Board of Directors. The President of the Association shall serve as Chairperson of the Board and the Vice President will serve as Vice-Chairperson. The Secretary and Treasurer shall serve as Directors. The two immediate past-Presidents will also serve on the Board. The Board may consist of not more than six (6) additional elected Directors, as determined by the Board.

### **Section 2. Purpose.**

The Board of Directors will be the policy-making body of the organization and continuously observe activities of the Association to ensure adherence to approved policies. The Board will be responsible for setting immediate goals for the current administrative year and long-range goals for future Association achievement.

### **Section 3. Role of Chairperson and Vice-Chairperson.**

The Chairperson of the Board of Directors will preside at all Board meetings and perform the usual duties incumbent upon such a position. In his/her absence, the Vice Chairperson will so act.

#### **Section 4. Meetings.**

Any and all actions of the Board shall only be taken at a duly called meeting. Meetings shall require the prior electronic or written notice to the members of the Board of no fewer than five (5) days before the meeting. A majority of the Board membership constitutes a quorum for taking action. Every act or decision made by a majority of the Directors present at a meeting at which a quorum is present is an act of the Board unless a greater number is required by law or these Bylaws.

#### **Section 5. Powers.**

The Board, convened in its entirety or by a duly appointed committee of its members, will have access to all of the records, financial and otherwise, of the Association. It may require a report of his/her activities from any officer. The Board has the right to reject or cancel the actions of any officer taken in the name of the Association.

#### **Section 6. Election and Term of Office.**

At each Bi-Annual Meeting, Directors shall be elected to serve a two (2) year term, and no director may serve longer than six (6) consecutive years, unless otherwise agreed to by the majority of Directors. The outgoing President shall automatically be elected to fill one vacant seat on the board for a two (2) year term.

#### **Section 7. Vacancies.**

Any vacancy on the Board of Directors may be filled by a vote of the majority of the Directors then in office, whether or not less than a quorum, or the President or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the Directors.

#### **Section 8. Approval of Minutes.**

The transactions of any meetings of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held, if each of the Directors not present approves in writing, the minutes of such meeting. All such approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

### **Article V. Officers .**

#### **Section 1. Election and Term.**

At each Bi-Annual Meeting, Officers shall be elected to serve a two (2) year term, and no officer may serve longer than two (2) consecutive terms in the same office, unless otherwise agreed to by the majority of Directors.

#### **Section 2. President.**

The President shall be the executive officer of the Association and shall have general supervision, direction, and control of the affairs of the Association. The President shall preside at all meetings of members and meetings of the Board of Directors. The President shall oversee all of the other officers and particularly work with the Treasurer regarding Association finances. The President shall be responsible for reports to the Alumni Office.

**Section 3. Vice President.**

The Vice President shall, in the absence of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President.

**Section 4. Secretary.**

The Secretary shall maintain Association records, including these bylaws, a book of minutes of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at members' meetings and the proceedings thereof. The Secretary shall maintain a register showing the names and addresses of the members.

**Section 5. Treasurer.**

The Treasurer shall keep and maintain adequate and correct books of account showing all the receipts and disbursements of the Association, fully accounting for its cash, taxes, and all other assets. Such books of account shall at reasonable times be open to inspection by any director.

The Treasurer shall, if requested, prepare an annual budget to be approved in a timely manner annually by the Board of Directors. The Treasurer shall be responsible for monitoring actual receipts and disbursements against the approved budget and in such instances as the differences become significant, in the opinion of the Treasurer, the Treasurer shall inform the President and the Board of Directors of such discrepancies.

The Treasurer shall, if requested, routinely publish budgetary and actual Association financial statements for review by the Board of Directors. To keep the membership informed of the financial position of the Association, an annual summary financial statement may, at the direction of the Board of Directors, be prepared by the Treasurer for publication in the Association's annual report to the members and/or annually in its regular member newsletters.

The Treasurer shall ensure that adequate checks and balances and controls exist on the receipt and disbursement of Association funds. The Treasurer shall be a signer on all cash accounts of the Association.

**Section 6. Additional Officers.**

Additional Officers, if necessary, shall be appointed by the President or the Board of Directors and shall carry out the details necessary to the office to which appointed.

**Section 7. Removal and Resignation.**

Any officer may resign, or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

## **Article VI. Elections.**

### **Section 1. Nominating Committee.**

The President, with the approval of the Board of Directors, will appoint a nominating committee. The nominating committee will present a list of nominations for the positions of President, Vice President(s), Secretary, Treasurer, and any additional members of the Board of Directors to the Board of Directors. The Board of Directors will review the list and if approved present the list to the Bi-Annual Meeting of the Association for election. Members who are interested in serving on the Board are encouraged to submit themselves as candidates to the Board of Directors. Nothing in the Bylaws will prevent the nomination of members for any or all of these positions when properly made from the floor during the Bi-Annual Meeting.

### **Section 2. Elections.**

Elections shall be conducted at the Bi-Annual Meeting. Newly elected officers will assume their offices on July 1. Newly elected Directors will assume office at the next occurring meeting of the Board of Directors.

### **Section 3. Alumni Office Notification.**

Notification of such election will be transmitted at once to the Alumni Office at the Harvard Law School.

## **Article VII. Committees.**

The President from time to time may appoint such additional or special committees and committee chairs as is advisable. No committee will take any action committing the Association without the express authorization of the President. Action by any committee will be upon affirmative vote of a majority of its members.

## **Article VIII. Miscellaneous.**

### **Section 1. Execution of Documents.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

### **Section 2. Construction and Definition.**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Ohio Uniform Unincorporated Nonprofit Association Act shall govern the construction of these bylaws.

### **Section 3. Rules of Order.**

The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Association, except in instances of conflict between said Rules of Order and the bylaws of the Association or provisions of law.

**Section 4. Ethics/Conflicts of Interest.**

Officers, Directors, and volunteers of the Association shall operate in a professional/ethical manner that does not allow for the mixing of personal or commercial business with Association activities or communications.

No Officers, Directors, or volunteers should benefit financially from involvement with the Association. Association communications should not contain “advertisements” for, or listings of any businesses, unless those businesses have a formal Association Board of Directors’ approved sponsorship agreement.

**Section 5. Confidentiality.**

Membership and alumni data shall not be used for commercial purposes. This data is only available for Association-related purposes and this should be indicated on all materials, whether in physical or electronic form, through which alumni or others can access membership data. The Association shall take reasonable efforts to protect this data from theft with passwords, firewalls, and other financially feasible, appropriate measures.

**Article IX. Amendments.**

The Board of Directors and the members of the Association shall each have the power to make, adopt, alter, amend, and repeal from time to time provisions in these Bylaws. The members shall take such action by a vote of a majority of a quorum present at a meeting called for such purpose. The authority of the Board of Directors to take such action is subject to the power of the members to change or repeal the bylaws.