

Case Western Reserve University School of Law
Law Alumni Association Board
ARTICLES OF GOVERNANCE
As Adopted on August 7, 2009

These Articles of Governance restate and replace Articles V through and including Article X of the second revised “Constitution” of the Law Alumni Association Board of the Case Western Reserve University School of Law, last revised on October 8, 1994. These Articles of Governance being duly adopted at a meeting of the Law Alumni Association Board on August 7, 2009 in accordance with the terms of Article X, Section 1 of the last revised Constitution shall stand apart from the Constitution of the Law Alumni Association to serve as the governing document of the Law Alumni Association Board.

ARTICLE I. NAME AND PURPOSE

This organization shall be known as the Law Alumni Association Board of Case Western Reserve University School of Law (hereinafter referred to as the LAAB).

The legislative power of the Law Alumni Association (the “Alumni Association”) shall be vested in the LAAB and it shall represent the membership of the entire Alumni Association in determining all matters of policy.

The mission of the LAAB is to marshal the Alumni Association as a unique resource for helping the School of Law succeed in its mission and to facilitate the mission of the Alumni Association. The mission of the Alumni Association is to provide assistance with student recruitment, mentoring and placement, and to support the School of Law publicly and financially.

ARTICLE II. COMPOSITION AND MEMBERSHIP

Section 1. Membership. The LAAB shall consist of twenty-four (24) representatives at large of the active membership of the Alumni Association or any other such number of representatives at large of the active membership of the Alumni Association as the LAAB may determine from time to time in accordance with these Articles of Governance, each serving for a term of three (3) years or until their successors are duly elected and qualified. One third (1/3) of the total number of the at large members of the LAAB shall be so elected at each Annual Meeting of the Alumni Association to serve for a term of three (3) years. A LAAB member may be removed by the President, acting in consultation with the Executive Committee, for consistent non-performance of the duties of LAAB members as set forth herein.

In addition to the representatives at large, the LAAB shall also consist of all of the duly elected officers of the Alumni Association, the immediate past president, and three (3) ex-officio members serving by direction and appointment of the Dean of the School of Law, which ex-officio members shall include the Chair or co-Chairs of the Annual Fund. The Annual Fund Chair or co-Chairs ex-officio members shall have limited voting rights.

The officers shall continue to be a member of the LAAB for the length of the term of their respective offices. The term of the immediate past president shall be for two (2) years. The ex-officio LAAB members shall be members of the LAAB as long as he or she serves in the position as appointed by the Dean. The ex-officio members of the LAAB are not officers, but board members with special status and responsibilities and shall vote as any LAAB member votes except as expressly set forth in these Articles of Governance.

Section 2. Board Composition:

LAAB members shall be nominated through procedures initiated and conducted by the Nominating Committee of the LAAB, and a slate of proposed LAAB members shall be recommended to the LAAB as a whole for approval at the LAAB meeting preceding the Alumni Association Annual Meeting. A slate so approved shall be nominated to the Alumni Association for election by a majority of the Alumni Association in attendance, in person or by proxy (as the Constitution permits), at the Annual Meeting.

LAAB members may serve for a limit of two (2) consecutive terms, but with no lifetime limit. Thus, a LAAB member may not be nominated for election to a third consecutive term, but, after serving two consecutive terms such person may be eligible for nomination and election in the future to a non-consecutive LAAB term.

Section 3. Board Membership and Responsibilities:

LAAB members commit to the mission and goals of the LAAB. To be considered, the individual must demonstrate a proven track record of leadership and volunteerism through personal and professional affiliations, and community involvement.

LAAB members attend three (3) Board meetings each year during a Board member's three-year term;

LAAB members actively serve on and support at least one (1) committee of the Board;

LAAB members provide input regarding, and contribute expertise with respect to, the development of the LAAB and the Alumni Association;

LAAB members attend School of Law alumni events, including the annual Alumni and Faculty Luncheon, Alumni Weekend and regional events, when possible and/or practicable; and

LAAB members contribute to the School of Law Annual Fund on a personally significant level.

ARTICLE III. OFFICERS

Section 1. The Officers of the LAAB shall be a President, a Vice President, and a Secretary/Treasurer who shall be elected from the active membership of the Alumni Association at its annual meeting. Each officer shall hold office for a term of two (2) years or until their successors are duly elected and qualified. Their term of office shall commence upon election.

a. President. The President shall preside over the Board meetings and shall have executive power of the LAAB as relating to these Articles of Governance and matters of policy. In consultation with and approval of the Executive Committee, the President shall appoint the chairpersons of all standing committees, and any special committees, and shall make all other appointments as may be necessary by the LAAB but not otherwise provided for herein. The President shall serve as a member of the Executive Committee and an ex-officio member of all committees. After the President's term has expired, he/she will continue serve on the LAAB for a period of two (2) additional years and shall assist with transitional matters. If called upon to make such an appointment, the President shall appoint an active member of the LAAB to represent the Alumni Association on the Case Western Reserve University Alumni Council for a term as designated for in the Articles of Association of the Case Western Reserve University Alumni Association.

b. Vice President. The Vice President shall, in the event of the absence, disability or resignation of the President, perform the duties of the President, and shall otherwise serve as the administrative assistant to the President. The Vice President may serve as the chairperson of a committee.

c. Secretary/Treasurer. The Secretary shall approve the record of minutes of the board meetings and shall preserve copies of publications and documents of special importance of to the Alumni Association.

Section 2. The Vice President and the Secretary/Treasurer shall perform such powers and duties as ordinarily pertain to their respective offices or such additional powers and duties as may be delegated to them by the

LAAB. Upon the expiration of the term of such office, the Vice President and the Secretary/Treasurer shall be eligible for election to another officer position.

Section 3. Vacancies. In the event that a vacancy shall occur in the office of President, the Vice President shall assume that office for the unexpired term. The LAAB may in the case of a vacancy occurring in both offices simultaneously, by action of the LAAB taken in accordance with these Articles of Governance, declare what officer shall act as President or elect another LAAB member to serve as President and Vice President, and such officer shall act accordingly until the term expires or until his or her successor shall be duly elected and qualified. In the event of any other vacancy on the LAAB, the President in consultation with Executive Committee of the LAAB shall fill said vacancy for the unexpired term from the active membership of the Alumni Association.

ARTICLE IV. COMMITTEES

Committee Composition and Duties. The LAAB has the following standing committees, designed to promote LAAB member participation and effectiveness:

Section 1. Executive Committee

- A. A committee consisting of the three (3) Officers of the LAAB, and the Chairs of each standing committee, shall be members of the executive committee. The executive committee shall meet on a regular basis, in person or by telephone or video conferencing, as necessary in order to carry out the business of the Board between Board meetings, to interface with the Dean of the School of Law and his/her leadership team (Deans of Students, Admission, Development and Career Services) and to assist and support the Dean and his or her leadership team regarding the administration and operation of the School of Law based on input from the Board Committees.
- B. This committee will serve as the board governance for LAAB.
- C. This committee will assist and support the Dean of the School of Law relative to the identification of preferred alumni candidates for special service to the School of Law, as needed.
- D. The President shall report on the actions and meetings of the Executive Committee at each of the regular meeting of the LAAB.

Section 2. Nominating Committee

- A. The Nominating Committee is a committee serving to conduct activities relative to identifying, vetting and advancing the nomination of members and officers of the LAAB from the active members of the Alumni Association, as well as candidates for the Centennial Award Medal, Distinguished Recent Graduate Award and Distinguished Teacher Award recipients.
- B. The Nominating Committee will actively seek candidate suggestions from the LAAB, and the nominations made by the Nominating Committee will be subject to approval of the LAAB.
- C. The Nominating Committee will be responsible for conducting the preparations for the Alumni Association Annual Meeting each year.
- D. The Chair of the Nominating Committee shall be appointed by the President acting in consultation with the Executive Committee.
- E. The Chair of the Nominating Committee shall call meetings of the committee as necessary to conduct its business and shall make reports of the committee's work at each of the three or more regular meetings of the LAAB held annually.
- F. All members of the LAAB are encouraged to assist and facilitate the Nominating Committee's work in nominating candidates for the Centennial Medal, the Distinguished Recent Graduate Award and the Distinguished Teacher Award, as well as identifying candidates for membership to the LAAB and Officer candidates.

Section 3. Academic Services Committee

The Academic Services Committee serves:

- A. To assist and support the Dean of Career Services relative to activities that may benefit students and alumni of the School of Law with respect to potential law firm, corporate, government, community service and other career options for law students and key attributes of positions applicants being sought by employers of School of Law students and alumni.
- B. To assist and support the Dean of Admissions relative to his or her strategies for the attraction of the highest possible quality applicants for admission to the School of Law, including the potential involvement of alumni in the student recruitment and admissions process.
- C. To assist and support the Dean of Students relative to his or her efforts to make the School of Law experience as pleasant and productive as possible while recognizing the inherent competitiveness associated with School of Law studies.
- D. To actively engage with the Deans and other representatives of Career Services, Admissions and Student Affairs to best engage the LAAB and provide counsel and assistance as needed.
- E. The Chair of the Academic Services Committee shall be appointed by the President acting in consultation with the Executive Committee. The Chair of the Academic Services Committee shall call meetings of the committee as necessary to conduct its business and shall make reports of the committee's work at each of the three or more regular meetings of the LAAB held annually.

Section 4. Development Committee

- A. The Development Committee is a committee which assists and supports the Dean of Development and Development staff of the School of Law relative to his or her efforts designed to increase financial support by School of Law alumni, including with respect to the potential effectiveness of various alternative approaches to alumni fundraising. The Development Committee will support general fundraising efforts on behalf of the School of Law.
- B. The Annual Fund Chair or Co-Chairs will serve on this committee, and the Annual Fund Chair, or at least one of them if co-Chairs, shall serve as a co-Chair of the Development Committee.
- C. This committee is created to conduct activities relative to helping with the School of Law's various development initiatives, including assisting with annual class reunions.
- D. To the extent that a reunion class has representation on the LAAB, that LAAB member with the assistance of the Development Committee shall engage on the reunion committee for such class and help to coordinate events.
- E. Members of the Development Committee who live out of town will also serve as a local liaison for the School of Law.
- F. Chair of the Development Committee will be involved to encourage 100% LAAB participation in annual giving.
- G. The Development Committee may have one Chair or two co-Chairs; at least one such Chair being the Annual Fund Chair ex-officio LAAB member appointed by the Dean. If the Dean has appointed Annual Fund co-Chair ex-officio members, one of the Annual Fund co-Chairs, as selected by the President, shall also serve as a Chair or co-Chair of the Development Committee. The other co-Chair of the Development Committee, if any, shall be appointed by the President acting in consultation with the Executive Committee as they may direct. The Chair/co-Chairs of the Development Committee shall call meetings of the committee as necessary to conduct its business and shall make reports of the committee's work at each of the three or more regular meetings of the LAAB held annually.

Section 5. Committee Meetings - the business of the standing committees shall be conducted in meetings held in person, by telephone or by video conferencing, at such times as designated by the committee chairs. Voting as necessary to the work of the committees may be in person, by proxy or by electronic communications, at the direction of the committee chair.

ARTICLE V. - MEETINGS

Section 1. Frequency of meetings. The LAAB shall meet at least three (3) times each year, usually in May, August and November (following the annual Alumni and Faculty Luncheon, being the annual meeting of the Alumni Association). The meetings shall be held at such time and place as shall be determined by the President in consultation with the Dean and senior staff of the School of Law. Notice of such meeting shall be by publication to the LAAB members of the Association at least fifteen (15) days in advance. The President shall also call special meetings at the written request of at least five (5) LAAB members.

Section 2. Voting. - At all properly convened meetings of the LAAB, a quorum shall consist of those LAAB members who shall be present, in person or by telephone or video conferencing. A majority vote of those LAAB members present (in person or by telephone or video conferencing) shall be necessary to take any action except as may be otherwise specifically prescribed herein. In the event of a tie in voting by the LAAB, the Dean of the School of Law may cast the deciding vote. The Annual Fund Chair or co-Chair ex-officio members of the LAAB, serving by direction of the Dean, shall not vote on any matters other than matters relating to the actions and affairs of the Development Committee.

Section 3. Consent to Action. Any action required or permitted to be taken at any meeting of the LAAB or any Committee thereof may be taken without a meeting if a majority of the members of the LAAB or Committee thereof, as the case may be, consent thereto in writing or by electronic transmission (including via email), and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the LAAB or Committee thereof.

ARTICLE VI. - MISCELLANEOUS

Section 1. Amendments. All proposed amendments to these Article of Governance of the LAAB shall first be presented in writing to the LAAB for its consideration. By the vote of a majority of all LAAB members, the LAAB may adopt or reject any such proposed amendments. Any amendment adopted by the LAAB (and approved by the Dean as set forth below) shall thereafter be presented to the members of the Alumni Association present at any annual or special meeting of the Alumni Association.

Section 2. Activities. The Association shall not engage in any activities not permitted to be engaged in by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

Section 3. Dissolution. In the event of dissolution of the Alumni Association, all books and records and assets shall be transferred to its successor organization, and if no such successor organization exists, then they shall revert to and become the property of Case Western Reserve University.

Section 4. University Approval. These Articles of Governance, and any amendments hereto, shall take effect after adoption by the LAAB and the approval by the Dean of the School of Law.

APPROVED

by the

Interim Dean of the Case Western Reserve University School of Law

On _____

Robert H. Rawson, Jr.