

Bylaws of the Harvard Law School Association of New Jersey
Date of Last Revision: March 16, 2016

Article I. Name, Purpose, and Powers

Section 1. Name

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

Section 2. Purposes

The Harvard Law School Association of New Jersey is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purposes of the Association are: (a) to promote communication, fellowship, and professional relationships among alumni of Harvard Law School who live or work in New Jersey; (b) to foster alumni involvement in and support of the activities of the Law School; (c) to encourage students and recent graduates of the Law School to consider careers in New Jersey; (d) to sponsor educational and social activities, including an annual address on a substantive legal issue of interest to alumni in New Jersey; (e) to support public service and pro bono activities in New Jersey by alumni and current students; and (f) to recognize alumni who have made substantial contributions in law, government, business, or other endeavors affecting New Jersey.

Section 3. Powers

The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the collecting of dues from members and acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Article II. Nonprofit Status

Section 1. Nonprofit Legal Status

The Harvard Law School Association of New Jersey may seek to become a New Jersey non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Section 2. Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no Trustee, Officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any Trustee, Officer, employee, member, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenses or amounts advanced, and to make payments and distributions, in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article III. Membership

Membership in the Association shall be open to anyone who qualifies under one or more of the following categories: recipients of any degree awarded by Harvard Law School; full-time students currently enrolled in a degree program at Harvard Law School; recipients of any certificate awarded by Harvard Law School for completion of a program lasting at least 12 weeks; faculty of Harvard Law School during the term of their appointment; emeriti or emeritae professors of Harvard Law School; individuals who completed one full year of study and research under direct and exclusive supervision of a member of the Harvard Law School faculty; individuals who matriculated in a degree program at Harvard Law School for at least one full year and left in good standing; and honorary members as elected by the Board of Trustees. Members of the Association who have paid Association dues for the current calendar year shall be considered Active Members of the Association.

Article IV. Board of Trustees, Officers, and Elections

Section 1. Board of Trustees and Officers

The affairs of the Association shall be administered by a Board of Trustees composed of between 12 and 20 Active Members of the Association. The Board of Trustees shall be the policy-making body of the Association and continuously observe activities of the Association to ensure adherence to approved policies. It is responsible for setting immediate and long-range goals. The Board of Trustees shall include the following Officers: a President, a Vice President, a Secretary, and a Treasurer. The Board of Trustees shall also include all past Presidents, if they are Active Members of the

Association and inform the President that they desire to serve as Trustees. The Board of Trustees shall have access to the books, records, and mailing list of the Association.

Section 2. Terms of Trustees

Trustees shall serve 4-year terms. Newly elected Trustees shall take office on January 1st of the year following their election.

Section 3. Election of Trustees

Any Active Member of the Association may nominate an Active Member of the Association to serve as a Trustee by transmitting the nomination to the President and the Secretary. Any nomination transmitted to the President and Secretary shall be circulated to the Board of Trustees within 30 days from the date of submittal. Elections shall take place at a time and in a manner determined by the President, no fewer than 14 days after a nomination has been circulated to the Board of Trustees and no less frequently than once each calendar year.

Section 4. Terms of Officers

The President, Vice President, Secretary, and Treasurer shall serve 2-year terms, which shall not be staggered. The President may not serve more than 2 consecutive terms of office. Officers other than the President may serve no more than 3 terms in succession at the same position. Newly elected officers will take office on January 1st of the year following their election.

Section 5. Election of Officers

The President, Vice President, Secretary, and Treasurer shall be elected by a majority vote of the Board of Trustees at a time and in a manner determined by the President, between September 1st and December 15th of the year prior to which they will take office. The President shall give no less than 14 days' notice to the Board of Trustees of an upcoming election. Such notice shall include a list of nominees for each position. Notification of such completed election shall be transmitted, by the President presiding at the time of the election, to the Alumni Office of Harvard Law School no later than 14 days following the election.

Section 6. Unexpected Vacancies

In the event the Vice President, Secretary, or Treasurer are unable or unwilling to complete their term, the President shall appoint a replacement within 30 days to complete the balance of the term. In the event the President is unable or unwilling to complete his or her term, the Vice President shall serve as President for the balance of the term, or if the Vice President declines to so serve, the Vice President, Secretary, and Treasurer shall

appoint, by majority vote, a replacement within 30 days to complete the balance of the term.

Section 7. Removal of Trustees & Officers

A Trustee, including an Officer, may be removed by a vote of two-thirds or more of the Active Members or of the Board of Trustees if: (a) the Trustee is no longer an Active Member or is absent and unexcused from two or more meetings of the Board of Trustees in a 12-month period, provided, that the President (or in the case of absence by the President, the Vice President) may exercise his or her discretion to excuse Trustees from attendance; or (b) for cause or no cause, if before any meeting of the Board of Trustees at which a vote on removal will be made, the Trustee or Officer is given electronic or written notification of the Board's intention to discuss his or her case and is given the opportunity to be heard at a meeting of the Board.

Section 8. President

The President shall preside at all meetings of the Association as the Board's Chairperson and perform the usual duties incumbent upon such a position. The President shall have charge of the mailing list, and report to the Alumni Programs Office on the results of the meetings. The President shall notify all members of Association meetings.

Section 9. Vice President

In the temporary absence of the President, the Vice President shall be designated by the President to exercise and perform the duties of the President. The Vice President shall also exercise and perform such other duties as designated by the President or the Board of Trustees.

Section 10. Secretary

The Secretary shall keep the minutes of the Association's meetings, be the custodian of the records of the Association, and supervise the content of any Association website, and shall keep available for inspection by the Association's members copies of the Bylaws.

Section 11. Treasurer

The Treasurer shall be authorized to collect all monies payable to the Association, shall be charged with keeping the funds of the Association, and from such funds shall make the necessary disbursements. The Treasurer shall keep the Association's financial accounts and shall enter in detail all receipts and disbursements. The Treasurer shall provide a financial statement and accounting to the Board of Trustees within 30 days of any such request by the majority of the Board, and in any event no less frequently than once every 180 days. The Treasurer shall be authorized to open an account at a financial institution

in the name of the Association and deposit funds therein. Any Officer of the Association may be designated an authorized signatory on such account.

Article V. Board of Trustee Meetings

Section 1. Regular Meetings

The Board of Trustees shall have a minimum of 3 regular meetings each calendar year at dates, times, and places fixed by the President. Board meetings shall be held upon 7 days' notice.

Section 2. Special Meetings

Special meetings of the Board may be called by the President, or any 3 other Trustees. A special meeting may be held upon 7 days' notice to each Trustee of the date, time, and place of the meeting.

Section 3. Quorum

A minimum of 6 Trustees in office at the time of the meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not participating.

Section 4. Majority Vote

Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5. Participation

Except as required otherwise by law or these Bylaws, Trustees may participate in a regular or special meeting through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

Article VI. Dissolution

Upon the dissolution of the Harvard Law School Association of New Jersey, the Board of Trustees shall distribute the Association's assets (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or (ii) to a specific organization that is (a) tax-exempt under IRS Section 501(c)(3), and (b) operating with the same purpose as the Association.

Article VII. Amendments

Amendments to these Bylaws may be proposed in writing by any Active Member of the Association by transmitting the proposed amendment to the President and the Secretary. Any proposed amendment transmitted to the President and Secretary shall be circulated to the Board of Trustees within 30 days from the date of submittal. Any such proposed amendment shall be voted upon by the Board of Trustees at a time and in a manner determined by the President, no fewer than 14 days after the proposed amendment is circulated to the Board of Trustees and no more than 90 days after the proposed amendment is submitted to the President and the Secretary. Two-thirds or more of the Trustees must vote in favor of an amendment for such an amendment to take effect.