

**UNIVERSITY OF MASSACHUSETTS SCHOOL OF LAW – DARTMOUTH
ALUMNI ASSOCIATION ARTICLES OF OPERATION**

ARTICLE I – NAME & AUTHORITY

The name of this organization shall be the University of Massachusetts School of Law – Dartmouth Alumni Association (hereinafter “Association”). The Association is the official internal association for all the alumni of the University of Massachusetts School of Law – Dartmouth (hereinafter “UMass Law”) and all the alumni of the Southern New England School of Law. The Association is a part of the UMass Law structure and is subject to the oversight of the Office of Advancement at the University of Massachusetts Dartmouth (hereinafter “Office of Advancement”).

ARTICLE II – PURPOSE

The purpose of the Association shall be to further the interests of UMass Law and its alumni by developing their connection to UMass Law and to each other. The Association shall serve as a lifelong resource to alumni and shall additionally encourage alumni to participate in public service initiatives and to contribute to the continued excellence of UMass Law.

ARTICLE III – MEMBERSHIP

SECTION 1. Classes of Members.

The Association shall have the following classes of “members”:

- a. **Members**, which consists of any graduate of UMass Law or Southern New England School of Law; and
- b. **Honorary Members** which consists of any other person nominated by the Board and elected by a seventy-five percent (75%) vote of the members present at a meeting of the Association.



SECTION 2. Rights and Privileges.

- a. Members shall enjoy the same rights and privileges as members of the University of Massachusetts Dartmouth Alumni Association.
- b. Only Members may serve as Officers and Directors.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Composition and Term of Office.

- a. The administration and general management of the Association shall be vested in a Board of no fewer than ten (10) and no more than fifteen (15) voting Directors.
- b. Directors shall be elected to serve a term of three (3) years and no individual shall serve more than two (2) consecutive terms as a Director. At the discretion of the Board, an outgoing first term Director may be appointed to serve a second consecutive term, without the election.
- c. The Assistant Vice Chancellor of Alumni Relations or the Assistant Vice Chancellor's designee shall be a permanent, non-voting member of the Board.
- d. The Dean of UMass Law or the Dean's designee shall be a permanent, non-voting member of the Board.
- e. The Student Bar Association may elect a representative to serve a term of one (1) year as a voting member of the Board.
- f. An election for Directors shall be held annually. The terms of Directors shall be staggered so as to fill vacancies at intervals of three (3) year terms.

- g. Former consecutive two-term serving Presidents of the Board, will be granted full authorization to vote during all Board meetings and elections, only when present, with the exception of those living out of state. This privilege will no longer be bestowed going forward.
- h. The President of the University of Massachusetts Dartmouth Alumni Association or their designee shall serve as an *ex officio* non-voting member of the Association. The privileges in this subsection are contingent on the University of Massachusetts Dartmouth Alumni Association extending voting privileges to the President of this Association.

SECTION 2. Powers and Duties.

- a. The business of the Alumni Association shall be managed by the Board, which may exercise all of the powers of the Association.
- b. The President of the Board shall fill any vacancy occurring during a term in office until the expiration of the term of the office in which the vacancy exists, from the previous ranking of the ballot list.
- c. The Board in coordination with the Office of Advancement will approve all actions.
- d. The Association will work with the Office of Advancement to further the interests of alumni, the Association and UMass Law. In the event that a dispute should arise between the Association and the Office of Advancement written notice of said dispute shall be provided by the President of the Association to the Office of Advancement or by the Office of Advancement to the Board. The President of the Association will work with the Office of Advancement to resolve any disputes that may arise and shall provide a report to the Board describing said agreement(s) and affirmative vote by the full Board. Should a resolution not be achieved, the matter will be presented to the Chancellor for possible settlement.

- e. It will be the responsibility of the Clerk to keep a record of these communications true and up to date. It will be the responsibility of the Clerk to retrieve past correspondence from the record when requested. The Clerk and a designee from the Office of Advancement will handle all communications. Correspondence shall be carried out in either electronic form or hard copy so that the Clerk will keep a written bound record.

SECTION 3. Meetings.

- a. The Board shall hold no less than four regular meetings a year at stated times. All members shall have the right to attend these meetings and must be personally present for a minimum of ninety percent (90%) of these meetings; an exception is made for any Director residing in another state. All Directors may invite special guests to meetings with prior approval from the President.
- b. The President of the Board and/or the Office of Advancement may call Special meetings.
- c. Written notice of each meeting shall be given by the Clerk in writing or by electronic mail not less than ten (10) days in advance. Exception of attendance at the meeting may be waived for personal and/or family emergencies with the approval of the President prior to the notice of the absence of the regular meeting.
- d. At any meeting of the Board, fifty percent (50%) of the voting Directors then in office shall constitute a quorum for the transaction of business, and a majority of the voting Directors present at any meeting shall decide any matter. Voting by proxy is not permitted.
- e. Electronic or telephonic voting is permissible for any individual Director residing in another state. All electronic or telephonic votes shall be reconfirmed at the next scheduled meeting of the Board and must be noted in the accepted minutes.



SECTION 4. Resignation and/or Removal.

- a. Any Director may resign by notifying the President, the Vice President or the Clerk of the Board. Such resignation is effective upon deliverance unless it is specified to be effective at some later time in writing.
- b. Any Director may be removed from office, for failure to attend meetings or for other just cause, by the affirmative vote of seventy percent (70%) of the voting Directors present at a meeting of the Board, provided any individual being removed has been permitted an opportunity to be heard at the next scheduled meeting where a vote is to be taken.

ARTICLE V – OFFICERS

SECTION 1. Duties of Officers.

- a. **President.** The President shall be the chief executive officer of the Association and as such shall have charge of the affairs of the Association subject to the supervision of the Board. The President shall preside when present at all meetings of the Board. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Articles of Operation or by the Board. The President or his designee shall serve as an *ex officio* member of the University of Massachusetts Dartmouth Alumni Association subject to their approval.
- b. **Vice-President.** In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall serve as an *ex officio* member of the University of Massachusetts Dartmouth Alumni Association subject to their approval.

- c. **Treasurer.** The Treasurer shall have general charge of the financial affairs of the Association and will work with the Office of Advancement to establish the Association's budget and to obtain funds for expenditures as may be necessary. The Treasurer shall have such other powers and duties as are ordinarily related to that office and as may be vested in that office by these Articles of Operation or by the Board. The Treasurer may consult with the Office of Advancement when exercising his/her duties.

- d. **Clerk.** The Clerk shall give such notices of meetings of the Board as are required by these Articles of Operation and shall keep a record of all the meetings and attendance of the Board members. The Clerk shall perform a call for agenda items in advance of each meeting and shall distribute the final agenda to the Board no less than five (5) days in advance of the meeting. The Clerk shall have such other powers and duties as are customarily associated to that office and may be vested in that office by these Articles of Operation or by the Board. In the absence of the Clerk from any meeting of the Board, a temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

SECTION 2. Election; Officer Term; Vacancies.

- a. **Election.** Officers of the Association shall be elected at the Annual Meeting by acclamation or majority ballot vote of the Board present at the meeting.

- b. **Term and Vacancies.** All Officers shall only be allowed to serve a one time mandatory two (2) year term limit in their respective positions. Vacancies shall be filled pursuant to the provisions of Article IV, Section 2, Paragraph b. A first year Director may not serve as an Officer.

- c. **Resignation.** Any Officer may resign by notifying the President, the Vice President or the Clerk of the Board. Such resignation is effective upon deliverance unless it is specified to be effective at some later date.



- d. **Removal.** The Board may remove any Officer for failure to attend meetings or for other just cause, by the affirmative vote of seventy percent (70%) of the voting Directors present at a meeting of the Board, provided any individual being removed has been provided notice in accordance with Article IV, Section 4, Paragraph b, and is permitted an opportunity to be heard at the next scheduled meeting where a vote is to be taken.

ARTICLE VI - COMMITTEES

The Board may elect from their own numbers such standing and/or ad hoc committees as they may from time to time determine necessary or advisable and may delegate such powers and duties thereto as the President may deem advisable. Each committee shall be comprised of no less than three (3) Board members.

ARTICLE VII - MEETINGS OF MEMBERS

SECTION 1. Annual Meeting.

The annual meeting of the members of the Association shall be held in April, the date, hour, and place to be determined by the Board. The Clerk, in conjunction with the Office of Advancement, shall send announcement of the meeting to all members of the Alumni Association not later than thirty (30) days prior to the date of the appointed meeting.

SECTION 2. Special Meetings.

Special meetings of the members of the Board may be called at the discretion of the President of the Board and/or the Office of Advancement. Notice of special meetings, together with a statement of the business to be transacted, shall be sent to each Board member by the Clerk not less than ten (10) days before the scheduled date.



SECTION 3. Quorum.

Fifty percent (50%) of the Directors shall constitute a quorum at any meeting of the members of the Board. All Directors of the Board shall be permitted to vote at the Annual Meeting and all matters therein considered shall be accepted by a majority vote except as otherwise provided in the Articles of Operation. There shall be no voting by proxy or by electronic mail at the annual meeting of the Association.

SECTION 4. Records.

The minutes for all meetings, including the annual meeting and any special meetings of the Board, shall be maintained and kept pursuant to Article IV, Section 2, Paragraph e.

SECTION 5. Notice.

Notice of any meeting of the members of the Association shall be sent pursuant to the Articles of Operation and in accordance with Article V, Section 1, Paragraph d.

ARTICLE VIII - NOMINATIONS AND ELECTIONS OF DIRECTORS

SECTION 1. Nominations of Directors.

Each year, in accordance with the procedures approved by the Board, the Board shall solicit from members a slate of the nominees for election to be Directors (hereinafter referred to as Director Nominees). The slate of Director Nominees shall then be presented in accordance with the procedures approved by the Board to the members of the Association for voting.

SECTION 2. Elections.

Members of the Association shall vote by individual ballot to elect Directors of the Board by an approved means established by the Board.



ARTICLE IX - GENERAL

SECTION 1. Finances.

- a. The fiscal year of the Association shall correspond with that of the Office of Advancement.
- b. The Association's Executive Board shall meet as necessary with a designee from the Office of Advancement to establish the Association's annual budget. The Association will work with the Office of Advancement to make expenditures from the established budget. The President may also request additional funds from the Office of Advancement as may be necessary to accomplish the Association's goals and purpose.
- c. The Treasurer in accordance with the policies of the Office of Advancement shall perform routine financial administration and management of the Association such as the banking and handling and recording of receipts and disbursements.

SECTION 2. Association Records.

The original or attested copies of these Articles of Operation, records of all meetings of the Board and the list of all Alumni members, to include contact information, shall be secured pursuant to the policies of the Office of Advancement.

ARTICLE X - SPONSORS, BENEFACTORS, CONTRIBUTORS AND FRIENDS OF THE ASSOCIATION

The Board may from time to time designate certain persons or groups of persons as sponsors, benefactors, contributors, or friends of the Association or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, in such capacity, shall have no right to notice of or to vote at any meeting, and shall not be considered for purposes of establishing a quorum. They shall have no other rights or responsibilities, except as may from time to time be delegated by the Board.

ARTICLE XI - AMENDMENTS

These Articles of Operation may be amended by an eighty percent (80%) vote of the members of the Board. Any eligible voting member may challenge any significant change(s) to the Articles of Operation at the time of the vote by requesting a Referendum to be sent outlining significant changes in writing to the Alumni Association for a general vote.

ARTICLE XII - POINT OF ORDER

Robert's Rules of Order, Eleventh Edition, and all future amended editions, shall govern the conduct and be the authority on all questions of procedure at all meetings.

Revised: February 15, 2019

Approved: _____ February 21, 2019

Handwritten initials, possibly 'W', enclosed in a circle.