

**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 eleven (11) and no more than nineteen (19) 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.
- 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 arranged so that at least five such terms are to be filled at each annual election.
- g. Past Presidents of the Board are authorized to serve as non-voting *ex officio* members of the Board.
- h. The President of the University of Massachusetts Dartmouth Alumni Association or their designee shall serve as an *ex officio* voting member of the Association. The voting privileges in this subsection are contingent on the University of Massachusetts Dartmouth Alumni Association extending voting privileges to the President of this Association. In the event that the University of Massachusetts Dartmouth Alumni Association does not bestow voting privileges on the President of this Association, the President of the University of Massachusetts Dartmouth Alumni Association or their designee shall instead serve as an *ex officio* non-voting member of this Association

## **SECTION 2. Powers and Duties.**

- a. The business of the Association shall be managed by the Board which may exercise all of the powers of the Association.
- b. 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. The Board shall nominate an eligible individual to fill said vacancy and the appointment shall be effective upon the affirmative vote of seventy five percent (75%) vote of the voting Directors present at a meeting when the vote is taken.
- c. Actions will be approved by the Board in coordination with the Office of Advancement.

- 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 dispute which should arise and shall provide a report to the Board describing said resolution.
- f. 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. Communications will be handled by the Clerk and a designate from the Office of Advancement. Correspondence shall be carried out in either electronic form or hard written copy so that the Clerk will keep a written bound record.

### **SECTION 3. Meetings.**

- a. The Board shall hold at least three regular meetings a year at stated times at its discretion. All members shall have the right to attend these meetings. All Directors may invite special guests to meetings with prior approval from the President.
- b. Special meetings may be called by the Office of Advancement, by the President, or by the Clerk upon written request of any two Directors filed with the Clerk.
- 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. Such notice may be waived by a Director's written assent.
- d. At any meeting of the Board, forty percent (40%) 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 with the prior approval of the President of the Board. All electronic or telephonic votes shall be reconfirmed at the next scheduled meeting of the Board.

### **SECTION 4. Resignation and Removal.**

- a. Any Director may resign by delivering a written resignation to the President or the Clerk. Such resignation is effective upon receipt unless it is specified to be effective at some later time.

- b. Any Director may be removed from office, for failure to attend meetings or for other good cause, by the affirmative vote of seventy five percent (75%) of the voting Directors present at a meeting of the Board, provided any individual being removed has been provided notice in accordance with Article 4, Section 3, Paragraph c, and is permitted an opportunity to be heard at the meeting where a vote is 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* voting 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* non-voting 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 usually incident to that office and as may be vested in that office by these Articles of Operation or by the Board. The Treasurer shall 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 of the Board. The Clerk shall perform a call for agenda items in advance of each meeting and shall distribute the final agenda to the Board. The Clerk shall have such other powers and duties as are usually incident 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 majority vote of the Board present at the meeting.

- b. **Term and Vacancies.** All Officers shall serve a one (1) year term. Vacancies shall be filled pursuant to the provisions of Article IV, Section 2, Paragraph b.
- c. **Resignation.** Any Officer may resign by delivering a written resignation to the President, the Vice-President, or the Clerk of the Association. Such resignation is effective upon receipt unless it is specified to be effective at some later time.
- d. **Removal.** The Board may remove any Officer at any time, for failure to attend meetings or for other good cause, by the affirmative vote of seventy five percent (75%) 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 3, Paragraph c, and is permitted an opportunity to be heard at the meeting where a vote is 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 Board may deem advisable. Each committee shall be comprised of no fewer than one Board member and two Association members.

## **ARTICLE VII – MEETINGS OF MEMBERS**

### **SECTION 1. Annual Meeting.**

The annual meeting of the members of the Association shall be held in either April or May, the date, hour, and place to be determined by the Board. Notice of the date, hour, and place of the meeting shall be sent to all members of the Association by the Clerk, in conjunction with the Office of Advancement, not later than thirty (30) days before the day appointed for the meeting.

### **SECTION 2. Special Meetings.**

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

### **SECTION 3. Quorum.**

Forty percent (40%) of the Directors shall constitute a quorum at any meeting of the members of the Association. All Directors of the Association 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 Association, shall be maintained and kept pursuant to the policies of the Office of Advancement.

**SECTION 5. Notice.**

Notice of any meeting of the members of the Association shall be sent in such manner as is approved by the Board.

**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 (the “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 that is 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. Routine financial administration and management of the Association such as the banking and handling and recording of receipts and disbursements shall be performed by the Treasurer in accordance with the policies of the Office of Advancement.

## **SECTION 2. Association Records.**

The original or attested copies of these Articles of Operation, records of all meetings of the Directors, members, and Board, and the list of members, which shall contain the record address of each member, shall be kept pursuant to the policies of the Office of Advancement.

## **ARTICLE X – SPONSORS, BENEFACTORS, CONTRIBUTORS AND FRIENDS OF THE ASSOCIATION**

The Directors 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 Directors shall from time to time designate.

## **ARTICLE XI – AMENDMENTS**

These Articles of Operation may be amended by a seventy five percent (75%) vote of the members of the Association present and voting at any annual meeting of the Association, provided notice of the proposed amendment has been sent to each member with the call to the meeting by the Clerk.

(Adopted August 24, 2011)