

Code of Regulations
of
University of Dayton School of Law
Alumni Association, Inc.

(Revised and Approved 11/14/2018)

Article I

General Provisions

Section 1 – Name: The name of this organization shall be the University of Dayton School of Law Alumni Association, Inc. (hereinafter the “Association”).

Section 2 – Status: The Association shall be an incorporated association and not-for-profit under the laws of the State of Ohio. The statutory agent for the organization shall be the Dean of the University of Dayton School of Law (hereinafter the “School of Law”).

Section 3 – Principal Office: The principal office of the Association shall be at such place within the greater Dayton, Ohio area as may be determined and designated, from time to time, by the Board of Directors.

Section 4 – Interpretation: The Board of Directors, when necessary, shall determine the interpretation of this Code of Regulations by majority vote.

Section 5 – Gender: Where necessary or appropriate to the meaning of this Code of Regulations, the masculine shall be deemed to include the feminine and neuter, the feminine to include the masculine and neuter, and the neuter to include the masculine and feminine.

Section 6 – Corporate Seal: The Association shall have no corporate seal.

Article II

Purpose/Mission

The mission of the Association is to foster strong positive alumni relationships, encourage support for, and be a lifelong ambassador of the University of Dayton School of Law.

Article III

Membership and Constituents

Section 1 – Membership: The Directors shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the members of the Association, and they shall have all the rights and privileges of members.

Section 2 – Constituents: All graduates of the University of Dayton School of Law are the Association's constituents and are eligible to serve as Directors of the Association.

Article IV

Board of Directors(Powers, Qualifications, Election and Meetings)

Section 1 – Powers of the Board: Except as otherwise provided in the non-profit corporation law of Ohio, the Articles of Incorporation of the Association, or in these Code of Regulations, all the capacity of the Association shall be vested in, and all its authority shall be exercised by, the Board of Directors (hereinafter the "Board").

Section 2 – Number of Directors: The number of Directors of the Association at any one time shall not be fewer than twelve (12) nor greater than twenty (20).

Section 3 – Term of Office: Directors shall hold office for a period of three (3) years beginning on the date of commencement of their term of office. A Director may not serve more than three (3) consecutive terms. A Director who has served for three (3) consecutive terms shall be ineligible to serve as a Director for one (1) year immediately thereafter but shall then be eligible for reelection to the Board.

Section 4 – Qualifications of Directors: All Directors must be graduates of the University of Dayton School of Law. No person shall be disqualified from serving as a Director by reason of sex, religion, economic status, race, creed, color, age, disability, ethnic or national origin or sexual orientation. The Association encourages a wide geographical and diverse representation of the Directors.

Section 5 – Election of Directors: The election of Directors shall take place at the annual organizational meeting of the Board, which shall be held each year on such dates and at such times and places as the Board may designate. Election of Directors shall be conducted in such manner as is designated by the Board.

Section 6 - Removal of Director: In the event a Director is determined by a majority vote of the Executive Committee to be acting in a manner inconsistent with the purpose/mission of the Association, then the Director shall be removed from the Board.

Section 7 – Vacancies: The remaining Directors may at any time, by vote of a quorum of their number, fill any unexpired term or any vacancy on the Board. A Director elected to fill a vacancy shall have the qualifications set forth in Article IV, Section 4, and shall be elected to fill the unexpired term of the predecessor.

Section 8 – Meetings of the Board: Regular meetings of the Board shall be held on such dates and at such times and places as the Board may designate. Generally, regular meetings shall be held not fewer than quarterly. Notice of meeting dates shall be established and published by the Board.

Special meetings of the Board may be held at any time upon call of the President or any three (3) Directors.

Meetings of the Board may be held at any place within the greater Dayton, Ohio area. Written notice of the time and place of each meeting, regular or special, shall be given by mailing (regular and/or electronic) to each Director at his/her last known address (regular and/or electronic) at least five (5) days prior to the date of such meeting, or such notice may be delivered by telephone, electronic mailing or faxing in substance to each Director not less than one hundred twenty (120) hours before the meeting. Notice shall specify the purposes of the meeting in the case of a special meeting. Such notice may be waived in writing, either before or after the holding of such meeting, by any Director. Notwithstanding the foregoing provisions, a Director waives notice of any meeting of the Board if the Director is present at the meeting in person or by proxy.

Section 9 – Quorum: A majority of Directors in office at the time shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at any time or place appointed for a meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 10 – Action Without a Meeting: Any action which may be authorized or taken at a meeting of the Executive Committee (described hereinafter), the Directors, or any committee may be authorized, or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, such number of the Executive Committee, the Directors, or the voting committee members as would have been required under this Code of Regulations had the action been taken at a meeting of the Executive Committee, the Directors, or the committee (as the case may be) at which a quorum were present, which writing or writings in any event shall be filed with or entered upon the records of the Association. In place of such writing, actions may be authorized by email, but if email authorization is used, the required consents shall be memorialized in writing or writings (such as email printouts) which shall be filed with or entered upon the records of the Association.

Section 11 – Regulations of the Board: The Board may adopt regulations for the government of its actions consistent with the Articles of Incorporation and this Code of Regulations.

Section 12 – Duties of Directors: To maintain Director status, a Director, unless excused by the Executive Committee, must attend at least 75% of the regular meetings of the Board set forth in Article IV, Section 8 per term as defined in Article IV, Section 3 and/or actively serve on a committee.

Article V

Officers (Election and Duties)

Section 1 – Officers: The officers of the Association (the “Officers”) shall be a President, a President-Elect (as described in Article V, Section 3), one Vice-President, a Secretary and such other officers, subordinate officers, and assistant officers as the Board may determine from time to time.

Section 2 – Timing of Elections: Each Officer of the Association shall be elected by the Board at an annual organizational meeting. All Officers shall hold office through their respective terms, or until their successors are elected and qualified. The Board may remove any Officer at any time, with or without cause, by a majority vote. The Board may at any time fill any vacancy in any office occurring from whatever cause in accordance to Article IV, Section 6.

Section 3 – Election of President and President-Elect: The President of the Association shall be elected by the Board for a term of office of two (2) years. At the end of his/her first year in office for each term, the President shall report to the Board his/her intent to run for another term. If the President does not elect to run for another term, the Board shall then elect a President-Elect to assume the office of President automatically at the completion of the current President’s term of office. If the President elects to run for another term, then no President-Elect shall be selected. To be eligible to be nominated for President, a director must have completed at least one term on the board.

Section 4 – Election of Vice-President and Secretary: The offices of Vice-President and Secretary of the Association shall be elected by the Board for a term of two (2) years at an annual organizational meeting of the Board.

Section 5 – Duties of President: The President shall preside at all meetings of the Board, shall have authority to execute in the name of the Association all contracts, deeds, notes, mortgages, bonds, other obligations, and other papers not requiring specific Board approval or the execution of which the Board has not specifically delegated to another individual. The President shall have general supervisory administrative responsibility for the direction of the Association’s affairs, shall communicate the thoughts and ideas of the Association to the School of Law and/or University administration, and shall perform such other duties as may be assigned by the Board.

Section 6 – Duties of Vice-President: The Vice-President shall preside at meetings of the Board in the absence of the President, shall perform all duties of the President in the case of his absence

or disability, shall oversee and advise Standing and Ad Hoc Committees as set forth in Article VI, Section 3, and shall perform such other duties as may be assigned by the Board.

Section 7 – Duties of Secretary: The Secretary shall keep minutes of all the proceedings of the Board, and shall make proper record of the same, which shall be attested by the Secretary, shall sign all contracts, deeds, notes, mortgages, bonds, other obligations, and other papers executed by the Association requiring his signature, shall give notice of meetings of Directors; keep such records as may be required by the Board, shall ensure the Association is in good standing with the Ohio Secretary of State, and shall perform such other and further duties as may from time to time be required by the Board. The Secretary may designate a proxy to assist in the aforementioned duties.

Section 8 – Assistant Officers and Other Officers: Assistant Officers and Other Officers shall act as assistants to and under the direction of their superior Officers, and shall be vested with all the powers and be required to perform any of the duties of their superior Officers in their absence. They shall perform such other and further duties as may from time to time be required of them by the Board.

Article VI

Committees

Section 1 – Committees of the Board: The Board may create one or more committees of Directors, in addition to the Executive Committee created pursuant to Article VI, Section 2, each of which shall be comprised of at least three or more Directors. Committees may also include other Association members and community members interested in serving. The Board may delegate to any such committee any of the authority of the Board, however conferred, other than the authority of filling vacancies on the Board or in any committee of the Directors or any Officer vacancy. The Board may likewise appoint one or more Directors as alternate members of any such committee, who may take the place of any absent member at any meeting of the particular committee. Each such committee shall act on such dates and at such times and places as each such committee may designate, and shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. A majority of the whole committee shall constitute a quorum. The act of a majority of the members at a meeting at which a quorum is present at the time of completing the vote on such act shall be the act of the committee.

Section 2 – Executive Committee: The Executive Committee shall be comprised of the Officers of the Association, and other such persons, if any, as approved by the Board of Directors. Each member of the Executive Committee shall have one vote. The Executive Committee shall be entitled to exercise the entire authority of the Board in the intervals between meetings of the Board.

The purpose of the Executive Committee is, among other things, to assist the Association and the School of Law in communicating the thoughts and ideas of the Association and the School of Law to further the missions of the Association and the School of Law.

Section 3 – Standing Committees: The following shall be standing committees of the Board. The Board may create additional standing committees in accordance with Article VI, Section 1. Ad Hoc committees may also be created by the President or the Executive Committee to investigate, review, organize and initiate matters relating to the Association and its mission.

Alumni Weekend Planning Committee: The purpose is to plan the annual Alumni Association gathering, usually an entire weekend of events.

Nominating Committee: The purpose is to receive suggestions and make nominations for the Board of Directors and Alumni Awards, including the Honorable Walter H. Rice Honorary Award; Distinguished Alumni Award; Francis J. Conte Special Service Award; Steven E. Yuhas Special Service Award; and Richard Perna Young Alumni Award of Excellence.

Alumni/Student Relations & Education Committee: The purpose is to be responsible for enhancing relationships with prospective and current UDSL students and ensuring continued alumni contact and engagement.

Alumni Scholarship Committee: The purpose is to raise funds on a yearly-basis to benefit the Carl D. Kessler and Lee C. Falke scholarships through monetary and in-kind contributions and events.

Article VII

Chapters

The Board may recognize the establishment of chapters of the Association and may establish rules and regulations for the government of such chapters.

Article VIII

Dissolution

In the event of a dissolution of the Association for any cause, all monies and property shall be paid to the University of Dayton School of Law; or should the University not be qualified as an exempt organization under chapter 501(c)(3) of the Internal Revenue Code, then any other organization having the same or similar educational uses or purposes and having exempt status as provided for in Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Association, if any, shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose/mission clause hereof. No substantial part of the activities of the Association shall be the promotion of propaganda, or any attempt to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article IX

Indemnification and Insurance

The Association shall exercise all powers of indemnification and advancement of expenses granted it pursuant to Section 1702.12 of the Ohio Revised Code, as in effect at any given time, which indemnification and advancement of expenses will be subject to all conditions and limitations contained in Section 1702.12 of the Ohio Revised Code, as in effect at any given time. The foregoing rights of indemnification and advancement shall not be deemed exclusive of other rights to which any Director or Officer or other person may be entitled in any capacity as a matter of law or under any regulation, agreement, vote of Directors, or otherwise.

If approved by the Board of Directors, the Association may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of or for any person who is or was a Director, Officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, officer, employee, agent or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status such as, whether or not the Association would have the power to indemnify the person against such liability under this Article.

Article X

Amendments

The Code of Regulations may be amended or repealed at any meeting of the Board called for that purpose, by the affirmative vote of two-thirds of the Directors present at such meeting.