

**NOTRE DAME CLUB OF CLEVELAND
LAWYERS' ALUMNI COMMITTEE
BY-LAWS**

**Article I
NAME AND JURISDICTION**

Section 1. The name of this Committee of the Notre Dame Club of Cleveland shall be the Lawyers' Alumni Committee ("Committee").

Section 2. The purpose of this Committee shall be to promote the mission, objectives, and activities of the University of Notre Dame ("UND"), Saint Mary's College ("SMC"), and Notre Dame Law School ("NDLS") as related to the legal profession in Northeastern Ohio. Included in the Committee's purposes are the following:

- (i) To encourage, foster, and promote interest and participation of lawyer alumni in the various activities related to and for the benefit of UND, SMC, and NDLS;
- (ii) To promote professional development and to advance the highest principles of ethics and professionalism among members, prospective members, and the bar generally;
- (iii) To provide a forum for networking and to cultivate a spirit of cooperation and camaraderie among its members; and
- (iv) To encourage and assist students and alumni of UND, SMC, and NDLS in pursuing careers in the legal profession.

**Article II
MEMBERSHIP**

Section 1. Any graduate of NDLS, UND, or SMC; with a law degree from any accredited law school or enrolled in an accredited law school; residing in Northeastern Ohio; shall be considered a member of the Committee.

Section 2. A roll of the members of the Committee shall be prepared, maintained, and updated from the records of the Notre Dame Alumni Association, the Saint Mary's Alumni Association, the Notre Dame Law Alumni Association, and the Notre Dame Club of Cleveland.

Article III
MEMBERSHIP MEETINGS

Section 1. One annual meeting of the Committee shall be held each year on a date and at a time and place designated by the Chairperson. The annual meeting must be held no later than December 1.

Section 2. Special meetings may be called by the Chairperson, any Officer, the Executive Council, or at the written request of 10 members of the Committee.

Section 3. The Committee members present at any meeting shall constitute a quorum for the transaction of the Committee's business. A majority of the votes cast at such meeting shall control with respect to any issue submitted to a vote of the general membership, including the election of Officers and members of the Executive Council.

Section 4. The Secretary/Treasurer of this Committee shall cause all Committee members on the roll to be given written notice ("Notice to Members") of the date, time, place, and purpose of annual meetings, special meetings, and Committee programs. Notices to Members may be sent by regular or electronic mail at least thirty (30) days prior to such meetings.

Section 5. Within 30 days after any meeting, the Committee's Secretary/Treasurer shall prepare minutes of the meeting.

Article IV
OFFICERS AND EXECUTIVE COUNCIL

Section 1. The Officers of the Committee shall be the Chairperson, Vice Chairperson, and Secretary/Treasurer.

Section 2. There shall be an Executive Council ("Council"), which shall consist of the Officers, the immediate past Chairperson and seven members-at-large who are elected to the Council by the general membership of the Committee. At least one member of the Council shall be a graduate of the Notre Dame Law School and one member shall be a graduate of the University of Notre Dame with a law degree from another institution. Management of the Committee shall be vested in Council, except as otherwise provided in these By-Laws.

Article V
NOMINATION AND ELECTION OF OFFICERS
AND EXECUTIVE COUNCIL MEMBERS

Section 1. By August 31 of each year, the Chairperson shall appoint a Nominating Subcommittee of five Committee members, to include the Vice-Chairperson and a Council member. The Vice-Chairperson shall serve as the Chairperson of the Nominating Committee. Three members of the Nominating Subcommittee shall constitute a quorum and, if less than a quorum is present at any meeting of the Subcommittee, the Chairperson shall appoint new members sufficient to constitute a quorum.

Section 2. The Nominating Subcommittee shall establish a reasonable process and time frame for identifying qualified candidates from the general membership of the Committee for available positions as Officers and members of the Executive Council. Except for Officers whose succession is specified by Article V, Section 6, no member of the Nominating Subcommittee may be included in that year's slate of nominees. The Vice-Chairperson shall report to the Secretary/Treasurer the Subcommittee's slate of nominees, which shall be published in the Notice to Members of the annual meeting. The nominating Subcommittee shall present its slate of nominees to the general membership at the Committee's annual meeting and the Committee Chairperson shall entertain further nominations from the floor.

Section 3. Each Officer shall hold his/her respective office for a term of one year, beginning January 1 of the next year and ending December 31 of that year, or until their earlier resignation or removal from office by the Council for good cause shown, or by the death of any such Officer. No persons shall be eligible for election to the same office for more than two consecutive full terms of one year each. The Committee's Officers shall be nominated and elected, in the manner provided above, at the annual meeting, and each Officer shall hold his/her respective office for a one-year term, beginning January 1 of the next year and ending December 31 of that year, or until their successors shall have been installed on January 1, their earlier resignation or removal from office by the Council for good cause shown or by the death of any such Officer. No persons shall be eligible for election to the same office for more than two consecutive full terms of one year each.

Section 4. Each of the Executive Council's seven members-at-large shall serve a term of three years, except as provided hereafter in this Section. The Council members-at-large shall be divided into two sub-groups (A and B), consisting of three and four members respectively; and the terms of each sub-group shall be staggered so that they expire in successive years. The members-at-large shall be nominated and elected in the manner provided above, on a rotating basis for each sub-group. To facilitate the staggered terms of the two sub-groups, the members-at-large sub-group A shall initially serve for one term of two years. No person shall be eligible for election as a member-at-large for more than one consecutive three-year term.

Section 5. In the event that an Officer or Council member is removed or is unable to fulfill his/her term, the replacement shall serve only for the remainder of the vacated term, except that in the event of a vacancy in the office of Chairperson, the Vice-Chairperson shall immediately succeed to the position of Chairperson, and may, unless otherwise

determined by the Council, continue to serve a complete term of one year, under the provision of Article V, Section 6.

Section 6. Unless otherwise determined by the Council, at the end of each term, the Vice Chairperson shall become the Chairperson, and the Secretary/Treasurer shall become the Vice Chairperson.

Article VI DUTIES OF OFFICERS

Section 1. The Chairperson shall preside over all Committee meetings and the election of Officers. The Chairperson shall serve as the liaison to the Notre Dame Club of Cleveland and submit such reports as requested by that Club. The Chairperson shall perform such other duties, acts, and responsibilities as usually pertain to his/her office, or as directed by the Executive Council.

Section 2. The Vice-Chairperson shall perform such duties, acts, and responsibilities as the Chairperson shall delegate to him/her or as directed by the Executive Council. In addition, upon the death, resignation, absence, refusal, removal or other inability of the Chairperson to perform his/her duties, acts, and responsibilities, the Vice-Chairperson shall perform the duties of the Chairperson.

Section 3. The Secretary/Treasurer shall be the custodian of all books, papers, documents, and other property of the Committee. The Secretary/Treasurer shall maintain and update the membership roll, shall keep a true record of proceedings of all Committee meetings, and perform those duties set forth in Article III of these By-Laws and deliver the financial report at Committee meetings.

Article VII POWERS OF EXECUTIVE COUNCIL

Section 1. The Executive Council shall have the general supervision and control of the affairs of the Committee, subject to the By-Laws of the Committee. During the interval between Committee meetings, the Council shall have full authority to act for the Committee in any way in which the Committee itself would be authorized to act, and any such action taken by Council pursuant to this provision shall be reported to the members of the Committee at the next Committee meeting.

Section 2. The Council shall have the sole authority to authorize all commitments or contracts that entail the payment of money, and shall have the sole authority to authorize expenditure of all monies appropriated for the use or benefit of the Committee. The Council, however, cannot authorize commitments or contracts that require payment of more money during any year than the unencumbered amount in the Committee's account.

Section 3. The Council may, from time to time, authorize the Chairperson to create subcommittees, to be comprised of Committee members, to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws.

Section 4. The Council, during the interval between the Committee's annual meetings, shall fill vacancies in its own membership or in the offices authorized by these By-Laws, by a majority vote of a quorum of its members. Such Officers and Council members so elected shall serve until the installation of their successors, as provided in these By-Laws.

Article VIII MISCELLANEOUS PROVISIONS

Section 1. A restricted receipts and disbursements account in the name of the Committee shall be opened and maintained by the Treasurer of the Notre Dame Club of Cleveland. Such account shall be administered in accordance with the practices established by the Notre Dame Club of Cleveland. The Secretary/Treasurer shall report on the balance in the restricted account at each Council meeting. Without the prior approval of the Council, the Committee shall not incur any financial obligations.

Section 2. The books and records of the Committee shall, at all times, be open for inspection and audit by any member of the Committee.

Section 3. No salary or other compensation shall be paid to any Officer or Council member in exchange for their service to the Committee.

Article IX EFFECTIVENESS AND AMENDMENTS TO BY-LAWS

Section 1. These By-Laws shall become effective upon approval by a majority of the members present at the first annual meeting of the Committee.

Section 2. These By-Laws may be amended by majority vote of those present at any general meeting of the Committee, provided that the proposed amendment has been approved by a majority vote of the Council. Notice of any proposed amendment to these By-Laws shall be contained in the Notice to Members issued in anticipation of the meeting during which such proposed amendment will be considered.

Updated August 18, 2010 (to remove red-lining and strikethrough)