

**BY-LAWS FOR THE  
NOTRE DAME LAWYERS OF NEW YORK CITY**

**ADOPTED: March 19, 2014**

**ARTICLE I  
NAME, PURPOSE AND JURISDICTION**

**Section 1. Name**

This organization shall be known as Notre Dame Lawyers of New York City ("NDL-NYC").

**Section 2. Mission Statement and Objectives**

NDL-NYC'S mission is to promote and strengthen the professional and social bonds among lawyers in the New York Metropolitan area who are either graduates of the University of Notre Dame ("UND"), Saint Mary's College ("SMC") or Notre Dame Law School ("NDLS"), or NDLS students (collectively, "Notre Dame Lawyers"), so that the ideals of what it means to be a Notre Dame Lawyer can flourish in this legal community.

NDL-NYC'S objectives include the following:

- (i) Offering placement assistance to Notre Dame Lawyers in law firms, judicial clerkships, and other traditional and non-traditional employers of lawyers;
- (ii) Fostering mentorship of current NDLS students and recent graduates who are Notre Dame Lawyers as they explore career options;
- (iii) Providing opportunities for networking among Notre Dame Lawyers and to cultivate a spirit of cooperation and camaraderie among NDL-NYC members and other Notre Dame Lawyers in similar groups around the country; and
- (iv) Promoting the NDLS vocation of developing a "different kind of lawyer" – that is members of the bar who advance the highest standards of ethics, professionalism and legal skill, and who demonstrate a commitment to serve disadvantaged individuals.

**ARTICLE II  
GENERAL COUNCIL MEMBERSHIP**

**Section 1. Membership**

All Notre Dame Lawyers working or residing in the New York Metropolitan area shall be eligible to be a member of NDL-NYC.

**ARTICLE III**  
**ADVISORY BOARD**

**Section 1. Composition**

NDL-NYC shall have an Advisory Board (the “Board”), which shall consist of 10 Notre Dame Lawyers who (i) have demonstrated a commitment both to Notre Dame and, through their professional accomplishments, to the highest standards of ethics and excellence within the legal profession, and (ii) live and/or work in the New York Metropolitan area. The Board should consist of Notre Dame Lawyers who engage in both traditional and nontraditional legal vocations such as working in private practice, corporate legal departments, accounting and financial firms, the judiciary, governmental organizations, and academia.

Current members of the Board (the “Initial Board”) include:

- James Carr, Chair
- Brian Alexander
- Jim Burns
- Judge Joseph Cassini
- John Crowley
- Peggy Foran
- John Lutz
- Jim Lynch
- John Murphy
- Christina Smith

In addition to the 10 official members, the Board shall also consist of *ex officio* members as described in Article III, Section 4.

**Section 2. Appointment to the Board and Term**

(a) *Term.* The Term of each Board member shall be two NDL-NYC Years (as defined herein), with each year beginning on July 1 and ending on June 30 of the following year (a “NDL-NYC Year”) or until their earlier resignation or removal from office by majority vote of a quorum of the Board for good cause shown, or by the death of any such Board member; provided, however, that the Chair of the Board shall designate five members of the Initial Board to serve an initial term of three NDL-NYC Years so that succession of Board membership is staggered.

Board members are eligible to serve more than one Term.

(b) *Nomination.* Nominations for appointment to the Board shall be made by the Nominating Committee in accordance with Section IV.2.(a) of these By-Laws.

(c) *Appointment.* Board members for the following NDL-NYC Year shall be appointed from candidates provided by the Nominating Committee by majority vote of a quorum of

current Board members, at a meeting to be held no later than June of the current NDL-NYC Year.

(d) *Vacancy.* In the event that a Board member is removed or is unable to fulfill his/her Term, the Nominating Committee shall select a replacement from general NDL-NYC membership to serve for the remainder of the vacated Term; provided, however, that in the event of a vacancy of the Chair, the chairperson of the Nominating Committee shall immediately succeed to the position of Chair, and shall serve as interim Chair until such time as the Board has opportunity to elect a successor Chair by majority vote of a quorum of Board members.

### **Section 3. Duties**

Board members shall: (i) support, organize, coordinate and participate in NDL-NYC'S calendar of events for the NDL-NYC Year; (ii) promote NDL-NYC'S objectives as set forth in Section I.2. of these By-Laws; and (iii) have such duties as are consistent with each Board member's membership on the Committees described in Section IV.2 of these By-Laws.

### **Section 4. Ex Officio Board Membership**

(a) *Designation as Ex Officio Board Members.* The following persons are designated as *ex officio* members of the Board:

- The General Counsel of UND;
- The Regional Director of the Notre Dame Law Association for Region 10;
- The Regional Director of the Notre Dame Alumni Association for Region 10, to the extent that he/she is an attorney; and
- Any member of the Board of Trustees of UND, the Board of Trustees of SMC or the Law School Advisory Council of NDLS who is an attorney and lives and/or works in the New York City Metropolitan area.

(b) *Ex officio* members of the Board may attend all Board meetings and Committee meetings and may participate in all Board activities, but do not vote on Board business or count toward establishment of a quorum to conduct Board business.

## **ARTICLE IV CHAIR AND COMMITTEES**

### **Section 1. Chair**

(a) *Designation as Chair.* There shall be one member of the Board that shall serve as Chair of the Board. The Chair shall be elected from among the members of the Board by majority vote of a quorum of current Board members; provided, however, that James Carr shall serve as initial Chair. The Chair shall serve until the earlier of resignation, removal, or expiration of his/her Term on the Board. The Chair may resign his/her chairpersonship without resigning from the Board.

(b) *Duties of Chair.* The Chairperson shall:

- Preside over all Board meetings;
- Designate Board members for service on Committees;
- Sign documents on behalf of NDL-NYC, as appropriate, to implement decisions of the Board or NDL-NYC, as applicable;
- Perform such other duties, acts, and responsibilities as usually pertain to his/her office, or as directed by the Board; and
- Designate one Board member to serve as Secretary for a period of time concurrent with such Board member's term, and fill any vacancy due to the resignation, removal or expiration of the Secretary's term from the Board.

(c) *Removal of Chair.* The Chair, once appointed, may be removed for cause by majority vote of a quorum of current Board members. Upon removal of the Chair, his or her successor shall be appointed in accordance with Section III.2.(d) of these By-Laws.

## **Section 2. Standing Committees**

There shall be standing committees of the Board as set forth below (each, a "Committee"). Each Committee shall consist of two Board members, who shall be appointed by the Chair prospectively by July 31 of each preceding NDL-NYC Year; provided, however, that with the approval of the Chair, Board members on a Committee may designate additional NDL-NYC members to participate on any Committee on an official or *ex officio* basis. The Chair shall be a member of at least one Committee, and shall participate in the matters of all other Committees on an *ex officio* basis. Each Committee shall: (i) hold meetings as that Committee deems necessary and appropriate to accomplish the objectives of the Committee; and (ii) promptly report to the Board on its activities and shall be available to respond to inquiry from any Board member.

(a) *Nominating Committee.* The Nominating Committee shall establish a reasonable process and time frame for identifying qualified candidates from the existing composition of the Board or from the general NDL-NYC members for Board positions that will become available the next NDL-NYC Year. The Nominating Committee shall present its slate of nominees to the Board for the following year no later than March 31 of the current NDL-NYC Year.

(b) *Events Committee.* The Events Committee shall organize, coordinate and participate in the programs and events to be sponsored by NDL-NYC, with the assistance of other Committees as appropriate.

(c) *Reporting Committee.* The Reporting Committee shall function as the Board's primary liaison to UND, SMC, NDLS, the Notre Dame Alumni Association Board of Directors and the Notre Dame Law Association Board of Directors.

(d) *Recruitment Committee.* The Recruitment Committee shall coordinate all efforts to identify and promote the participation of Notre Dame Lawyers who are not members of NDL-NYC, and shall assist with the planning and promotion of NDL-NYC activities geared toward supporting NDLS recruitment efforts.

(e) *Fiscal Committee.* The Fiscal Committee shall advise the Board on all matters relating to, and shall coordinate the financing of and fundraising for, NDL-NYC'S programs and events.

(f) *Pro Bono Committee.* The *Pro Bono* Committee shall coordinate with charitable and non-profit organizations in the New York Metropolitan area that serve disadvantaged individuals and that have mission statements consistent with Notre Dame's ideals to identify opportunities for NDL-NYC members to assist these organizations in achieving their goals.

### **Section 3. Additional Committees**

The Chair may create any other Committees as necessary to accomplish the objectives of NDL-NYC as described in Section I.2. of these By-Laws.

## **ARTICLE V BOARD MEETINGS**

### **Section 1. Regular Meetings**

(a) *Timing and Manner.* No fewer than three regular meetings of Board members shall take place per NDL-NYC Year, generally to be held once per September, January and April on dates and at locations designated by the Chair. While in-person meetings are preferred and encouraged, video conference and/or telephonic participation is permitted and count toward establishment of a quorum for Board business. Regular meetings should be scheduled on no fewer than twenty days' notice, except for special meetings as described in Section V.2. of these By-Laws. The Secretary shall notify all members in writing (which may be transmitted by email or facsimile) of the time and place of each regular meeting.

(b) *Agenda.* Within two business days prior to any regular meeting, the Chair shall cause written notice (which may be transmitted by email or facsimile) to be provided to each Board member, specifying the subjects of business which the Chair has been informed will be brought before the meeting.

### **Section 2. Special Meetings**

Special meetings of the Board may be called the Chair or by at least three (3) members of the Board by giving prior notice by telephone, overnight mail, e-mail or facsimile, to each Board member. If such notice is by telephone, it shall be confirmed by e-mail or facsimile. The primary purpose of the special meeting shall be set forth in the notice.

**Section 3. Quorum**

No meeting shall be held unless a quorum is present. For all purposes under these By-Laws, a quorum shall consist of five current members of the Board.

**ARTICLE VI**  
**MISCELLANEOUS PROVISIONS**

**Section 1. Books and Records**

The books and records of NDL-NYC shall, at all times, be open for inspection and audit by any member of the Council, and shall be maintained by the Reporting Committee.

**Section 2. Compensation**

No salary or other compensation shall be paid to any Board or NDL-NYC member in exchange for their service to NDL-NYC.

**ARTICLE VII**  
**EFFECTIVENESS AND AMENDMENTS TO BY-LAWS**

**Section 1. Effectiveness**

These By-Laws shall become effective upon approval by majority vote of a quorum of the Initial Board members present at the first meeting of the Board.

**Section 2. Amendment**

These By-Laws may be amended by a majority vote of a quorum of Board members present at any regular meeting of the Board. Notice of any proposed amendment to these By-Laws shall be contained in the Agenda issued in anticipation of the meeting during which such proposed amendment will be considered.