

**BY-LAWS
OF THE
HARVARD LAW SCHOOL ASSOCIATION OF MICHIGAN**

Adopted March 1, 2018

ARTICLE I. Name and Purpose

Section 1. Name

The name of this organization shall be the Harvard Law School Association of Michigan (the "Association").

Section 2. Purpose

The purpose of the Association is to promote relationships among area alumni through social and professional events, stimulate discussion of current legal and business issues, communicate area alumni views to the Harvard Law School Alumni Center in Cambridge, MA ("HLS Alumni Center"), and work with the HLS Alumni Center to strengthen the Association.

ARTICLE II. Membership

Section 1. Eligibility for Membership

Membership in the Association shall be open to anyone who graduated with any degree from Harvard Law School who lives or works in Michigan.

Section 2. Dues

Membership in the Association shall not be contingent upon payment of dues, unless otherwise required by the board of directors of the Association (the "Board"). Participation in particular events may be subject to admission fees or other charges, as may be decided by the Board in each case.

Section 3. Meetings of the Membership

The members shall meet at least once annually to hold elections for the officers and directors of the Association, at a place and time set by the Board. In addition, special meetings of the members may be called and held as may be ordered by the Board. Notice of the place, date, and time of any annual or special meeting shall be sent by the Board to the members at least ten (10) days prior to such date, by mail or email to the mailing or email address the Association has on file for each member.

Section 4. Quorum; Voting

The quorum for any annual or special meeting of the members shall be ten (10) members. Members must be present at the meeting to cast a vote. Each member shall be entitled to one vote.

ARTICLE III. Board of Directors

Section 1. Role of the Board

The affairs of the Association shall be administered by the Board, which shall be responsible for setting immediate goals for the current administrative year and long-range goals for future club achievements, as well as planning, organizing, and promoting events for the membership, and maintaining and updating the Association's website.

Section 2. Composition of the Board

The Board shall consist of up to five directors, including the President, any Vice President, and up to three additional individuals. The Board may vote to adjust the size of the Board based on the needs of the Association. In addition, director positions may be temporarily vacant, and any vacancy on the Board may be filled with a person selected by a majority of the remaining directors to complete the term of the director whose vacancy he or she is filling.

Section 3. Election and Term of Directors

All directors shall be elected by the membership at its annual meeting for a term of one (1) year, unless such term is ended to death or incapacitation, resignation, or removal. Any director may resign at any time by providing written notice to the Board, which resignation will be effective on receipt of the notice or at the time designated in the notice. Any director may be removed at any time for cause by a vote of a majority of the Board, excluding the director cited for removal. For purposes of this section, the term "cause" means any action or inaction which has or could reasonably be expected to have an adverse effect on the Association, including, but without limitation, fraud, embezzlement, theft, or any other action which is not in the best interests of the Association.

Section 4. Meetings of the Board

The Board shall meet at least twice annually. Meetings shall be set by the President at times and places as is most convenient for the directors, or by teleconference. In addition to regularly scheduled meetings, special meetings may be called by the President or by any two directors. Notice for any Board meeting shall be given to the directors at least ten (10) days prior to the scheduled date. Such notice may be delivered personally, by mail, or by email. Any director may participate in any meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, and such director shall be considered present at the meeting.

Section 5. Quorum; Voting

The presence (in person or by teleconference) of a majority of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board (except that in the absence of a quorum, a majority of the directors present may vote for adjournment until the next regular meeting). Every act or decision done or made by a majority of the directors entitled to vote at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number be required by these Bylaws. Each director shall have one vote.

Section 6. Waiver of Notice; Action without Meeting

(a) The attendance of a director at a Board meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called, noticed, or convened.

(b) The transactions of whatever kind or nature held at any Board meeting, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice of the meeting

and a written consent to holding such meeting, or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(c) Any action required or permitted to be taken at any Board meeting may be taken without such a meeting, if authorized by a writing signed by all of the directors of the Board who would be entitled to vote upon such action at such a meeting. Such consent shall have the same effect as a unanimous vote of the Board.

ARTICLE IV. Officers

Section 1. Officers

The officers of the Association may include a President, a Vice President, a Secretary, and a Treasurer. One person may hold two or more offices, except that one person may not serve as both the President and Vice President.

Section 2. Election and Term of Officers

Officers shall be elected by the membership at its annual meeting for a term of one (1) year, unless such term is ended to death or incapacitation, resignation, or removal. Any officer may be removed by a vote of a majority of the Board, with or without cause. An officer may resign at any time by providing written notice to the Board, which resignation will be effective on receipt of the notice or at the time designated in the notice. Vacancies caused by death, resignation, or removal of any officer may be filled by appointment by the Board, or by the President until such appointment by the Board.

Section 3. President

The President shall be the executive officer of the Association and shall have general supervision, direction, and control of the affairs of the Association. The President shall preside at all meetings of members and meetings of the Board. The President shall oversee all of the other officers and be responsible for reports to the HLS Alumni Center.

Section 4. Vice President.

The Vice President shall, in the absence of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President.

Section 5. Secretary.

The Secretary shall maintain Association records, including these bylaws, a book of minutes of meetings of the Board and membership, with the time and place of holding, how called or authorized, the notice thereof given, the number of members present at membership meetings, the names of those present at Board meetings, and the proceedings of membership and Board meetings. The Secretary shall maintain a register showing the names and contact information of the members.

Section 6. Treasurer.

The Treasurer shall keep and maintain adequate and correct books of account showing all the receipts and disbursements of the Association, fully accounting for its

cash, taxes, and all other assets as required. Such books of account shall at reasonable times be open to inspection by any director. The Treasurer shall, if requested, prepare an annual budget to be approved in a timely manner annually by the Board. The Treasurer shall be responsible for monitoring actual receipts and disbursements against the approved budget and in such instances as the differences become significant, in the opinion of the Treasurer, the Treasurer shall inform the President and the Board of such discrepancies. The Treasurer shall, if requested, routinely publish budgetary and actual Association financial statements for review by the Board. To keep the membership informed of the financial position of the Association, an annual summary financial statement may, at the direction of the Board, be prepared by the Treasurer for publication in an annual report to the members. The Treasurer shall ensure that adequate checks and balances and controls exist on the receipt and disbursement of Association funds.

ARTICLE V. General Provisions

Section 1. Bank Accounts and Execution of Documents

Each bank account of the Association shall be established and continued only by order of the Board. All checks, drafts, and orders for the payment of money shall be signed in the name of the Association by the President or Treasurer or such other officers or agents as the Board shall from time to time designate for that purpose. Unless so authorized by these Bylaws or the Board, no officer, agent, or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Records; Inspection Rights

The Association shall keep in its registered or principal office the original or a copy of these Bylaws and the Articles of Incorporation as amended or otherwise altered to date, and the minutes of the meetings of the membership and the Board. Such records and documents shall be open to inspection by any director, upon request, during regular business hours.

Section 3. Fiscal Year

The Association's fiscal year shall be determined by the Board.

Section 4. Seal

The Association may have a seal which shall have inscribed thereon the name of the Association, the state of incorporation, and the words "Corporate Seal." The seal may be used by causing it or a facsimile to be imprinted, affixed, reproduced, or otherwise.

Section 5. Parliamentary Rules

Robert's Rules of Order, Revised, shall govern all meetings of the members or the Board, except in instances of conflict between said Rules of Order and these Bylaws or provisions of law.

ARTICLE VI. Amendments

These Bylaws may be adopted, amended, or repealed by a vote of the members at any regular or special meeting of the members. The Board at any regular or special meeting of the Board may vote to propose any amendment to or repeal of these Bylaws, of

the adoption of new bylaws, which proposal shall be ratified by a vote of the members at the next regular or special meeting of the members. Any such proposed amendment, repeal, or new bylaws shall be given to the members by mail or email at least ten (10) days prior to the date of the meeting at which the Bylaws will be voted on.

Article VII. Dissolution

In the event of the dissolution, winding up, or other liquidation of the Association, after provision has been made for the payment of all of the liabilities of the Association, all of the assets of the Association shall be disposed of exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(7) of the Code (or the corresponding provision of any future federal tax law) and shall not be conveyed to any private individual, firm or organization, or corporation organized for profit, or to any member, contributor, private individual, trustee or officer of this Association. Any assets of the Association not disposed of in accordance with the foregoing shall escheat to the State in which the asset is located to be used solely for public purposes.