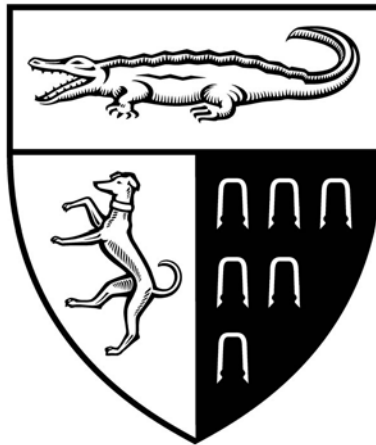


Yale Law School



Constitution and By-Laws of the Yale Law School Association

YALE LAW SCHOOL ASSOCIATION
127 WALL STREET
NEW HAVEN, CONNECTICUT 06520

CONSTITUTION

(as amended on Oct. 30, 1964) (as amended on Oct. 1, 2009)

ARTICLE I

This association shall be called the Yale Law School Association (the “Association.”)

ARTICLE II

The purpose of the Association is to provide to the Yale Law School (the “School”) the continuing and active support of its alumni and friends.

ARTICLE III

All alumni of the School (i.e., each person who has been a candidate for or has earned a law degree from Yale Law School), and other people that the Dean or his/her designee may from time to time designate, shall be members of the Association. There shall be a meeting of the Association each year in New Haven, often in conjunction with the annual Alumni Weekend. Written notice shall be given to the membership at least six weeks prior to the meeting.

ARTICLE IV

Administration of the affairs of the Association shall be vested in an Executive Committee, consisting of the officers of the Association and additional members as provided for in the By-laws.

ARTICLE V

This Constitution may be amended at any meeting of the Association by a vote of two-thirds of the members present, or at any meeting of the Executive Committee by a vote of two-thirds of the members present. Notice in writing of any proposed amendment or amendments to this Constitution, to be voted upon at a meeting of this Association or of the Executive Committee, shall be given to each member of the Association or the Executive Committee, as the case may be, at least one week prior to such meeting by letter or by email. Notwithstanding the foregoing provisions for notice, an amendment to this Constitution may be adopted at any meeting of the Executive Committee provided such amendment was proposed at the previous meeting of the Executive Committee.

BY-LAWS
OF
YALE LAW SCHOOL ASSOCIATION

(As amended on October 30, 1964) (As amended on October 22, 1976)
(As amended on April 25, 1969) (As amended on April 14, 1978)
(As amended on October 15, 1971) (As amended on April 24, 1981)
(As amended on October 27, 1972) (As amended on October 1, 2009)

ARTICLE I Fiscal Year

The fiscal year shall begin on the first day of July each year. Terms of office that start on the first day of a fiscal year, end on the last day of a fiscal year, June 30th (e.g., a three-year term that begins on July 1, 2011 would end on June 30th, 2014).

ARTICLE II Officers

Section 1. The officers of the Association shall be a President, at least five Vice-Presidents, a Secretary and a Treasurer. There also shall be a Chairperson of the Association, who is the immediate past President of the Executive Committee.

Section 2. Officers shall be selected by the Dean of Yale Law School or his/her designee. The new officers shall commence their terms at the beginning of the fiscal year following their selection (e.g, if they are selected in April 2011, they will begin their terms on July 1, 2011.)

Section 3. Each officer shall serve a two-year term.

Section 4. The Dean, or his/her designee, may appoint such other officers as he or she may deem necessary or advisable, each of whom shall hold office for such period and have such powers and perform such duties as are provided in these By-laws.

Section 5. A vacancy in any office may be filled for the unexpired portion of the term by the action of the Dean or his/her designee.

ARTICLE III Duties of the Officers

Section 1. The President shall be the chief executive officer of the Association and shall have general supervision of the affairs of the Association, in consultation with the Executive Committee. The President shall preside at all meetings of the Executive Committee. He or she shall be an ex-officio member of any Executive Committee Subcommittee (except the Nominating Committee) and shall perform such other duties as pertain to the office.

Section 2. The Vice-Presidents, in order of seniority of class, shall assume the duties of the President in the case of absence or disability. The Vice-Presidents shall also assist the President in the performance of such duties as he or she may request.

Section 3. The Secretary shall record the minutes of all meetings of the Executive Committee. The Secretary shall distribute the minutes of the previous meeting at the next

meeting of the Executive Committee, and seek approval of the minutes from those Executive Committee members who are present at the subsequent meeting.

Section 4. The Treasurer shall distribute a report of the financial transactions of the Association at each meeting of the Executive Committee. Whenever required by the Executive Committee, the Treasurer shall report on the finances of the Association.

Section 5. The Chairman shall be an informal advisor to the other officers.

ARTICLE IV Executive Committee

Section 1. The affairs of the Association shall be administered by the Executive Committee.

Section 2. The members of the Executive Committee shall consist of:

- a. The officers of the Association,
- b. The lifetime honorary members of the Executive Committee,
- c. Sixty (60) term members, who shall be nominated and elected as provided in these By-laws,
- d. One graduating class member, who shall be nominated and elected as provided in these By-laws, and
- e. Regional representatives, who shall be appointed as provided in these By-laws.

Furthermore, the Law School representatives to the Association of Yale Alumni (AYA), the Chairman of the Yale Law School Fund Board, the Chairman of the Executive Council of the Yale Law School Fund Board, the Director of the Yale Law School Fund, the Deans of the Law School, the Law Librarian, and the Director of Alumni Affairs shall be ex-officio members of the Executive Committee.

Section 3. The Dean or his/her designee may select honorary lifetime members of the Executive Committee as he/she deems appropriate and desirable.

Section 4. Beginning with term members elected in 2010, term members shall serve for three consecutive years. After service of a full three-year term, there shall be a lapse of at least two years before a person may again be eligible to serve as a member of the Executive Committee, except as an officer of the Association. Any vacancy of a Term Member on the Executive Committee may be filled by the Dean or his/her designee.

Section 5. The graduating class member shall serve for three consecutive years. After service of a full three-year term, there shall be a lapse of at least two years before a person may again be eligible to serve as a member of the Executive Committee, except as an officer of the Association.

ARTICLE V Regional Associations and Representatives

Section 1. Any group of members of the Association fairly representative of a region may ask for recognition as a Regional Association. Upon approval by the Dean or his/her designee, it shall be recognized as a Regional Association.

Section 2. The Dean or his or her designee may select regional representatives from any region (whether or not the region has a Regional Association). Regional representatives shall serve for three consecutive years. After service of a full three-year term, there shall be a lapse of at least two years before a person may again be eligible to serve as a member of the Executive Committee, except as an officer of the Association.

ARTICLE VI

Executive Committee Meetings

Section 1. The Executive Committee shall hold two regular meetings each year, in the spring and the fall, or at such other times as it may decide.

Section 2. Special meetings of the Executive Committee shall be held whenever called by the Dean or his/her designee.

Section 3. Notice of the time and place of each Executive Committee Meeting shall be mailed or emailed to each member, at least six weeks before the day on which the meeting is to be held. Notice of a meeting of the Executive Committee need not state the purpose thereof.

Section 4. Fifteen members present in person shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

ARTICLE VII

Nominating Committee

The Dean or his/her designee shall appoint annually a Nominating Committee composed of five or more members of the Executive Committee, and shall designate one member Chairperson. The President shall not be a member of the Committee, ex-officio or otherwise.

ARTICLE VIII

Election of Term Members, AYA ex officio members, and Graduating Class Members

Section 1. The Nominating Committee shall meet annually in conjunction with the spring Executive Committee Meeting to nominate from the membership of the Association a sufficient number of candidates to fill a slate of 20 term members to the Executive Committee. In addition, the Nominating Committee shall nominate a sufficient number of candidates to fill a slate of 4 AYA ex officio members each year. Each of these processes involve nominating alternates, in case nominated individuals are not able to serve.

Section 2. The Nominating Committee annually shall present to the Executive Committee for election the names of the candidates and alternates for term members and AYA ex officio members. This shall occur at the spring Executive Committee Meeting. The election of the term members and AYA ex officio members shall be determined by a plurality of the votes cast, and the election results shall be announced immediately,

subject to the elected individuals being able to serve. The Dean or his/her designee will ask each elected individual if they are able and willing to serve. If an individual is not able and/or willing to serve, the Dean or his/her designee will turn to the “alternate” list. The new term members and ex officio AYA members shall commence their terms of office at the start of the next fiscal year following the spring Executive Committee Meeting at which they were elected (e.g., if they are elected in April 2011, their term would begin on July 1, 2011.)

Section 3. The graduating class member shall be elected by the graduating class prior to Commencement. It shall be the responsibility of the graduating class to hold an election. The graduating class member’s term of office shall commence at the start of the fiscal year after their election (e.g., if they are elected in April 2011, their term would begin in July 2011.)

Section 4. The membership list of the Executive Committee shall be published in the Yale Law Report, on the Yale Law School website, or in some other forum accessible to members of the Yale Law School Association, at least annually.

ARTICLE IX Planning Committee

Section 1. The Planning Committee of the Executive Committee shall be comprised of the current and all previous Chairpersons of the Association, the Officers of the Association, the Deans of the School, the Director of the Yale Law School Fund, the Law Librarian, and the Director of Alumni Affairs.

Section 2. The Planning Committee shall meet at least two times a year in conjunction with the two Executive Committee Meetings. The Planning Committee shall help the Dean of the Law School plan for Alumni Weekend. The Planning Committee also shall serve as a resource to the Dean in regards to general issues surrounding Alumni of Yale Law School.

ARTICLE X Amendments

Section 1. These By-Laws may be amended or repealed by the affirmative vote of two-thirds of members of the Association present at any meeting, if notice of the proposed amendment is included in the notice of such meeting.

Section 2. These By-Laws may also be amended or repealed by the affirmative vote of two-thirds of the members of the Executive Committee present at any meeting, provided the notice thereof mentions such amendment or repeal as one of the purposes of such meeting. Notwithstanding the foregoing provisions for notice, an amendment to, or the repeal of, the By-Laws may be made at any meeting of the Executive Committee provided such amendment or repeal was proposed at the next previous meeting of the Executive Committee.

