

# THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF LAW ALUMNI ASSOCIATION

## BYLAWS

(Amended, January 21, 2015)

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### ARTICLE I

#### Name, Office, and Purpose

**Section 1. Name-** The name of the organization shall be the Florida International University College of Law Alumni Association (the "Association"). The Association is not a corporation; it is an organization of people working together for a common purpose.

**Section 2. Office-** The Association's principal office shall be The Florida International University College of Law, Miami, FL, or such place as may be otherwise fixed by these Bylaws.

**Section 3. Purpose-** The Association is devoted to assisting the Florida International University College of Law ("FIU Law") in fulfilling its educational and professional mission, and to serving the professional needs of its Members. It does this through: fostering and maintaining good relations with law students, alumni, and the legal community as a whole; supporting annual and special fundraising efforts for FIU Law; facilitating communication between alumni; planning and supporting alumni and law student events; and promoting FIU Law locally, nationally, and internationally. The Association will communicate with FIU Law through its Office of Alumni Relations, Director of Development or similar office.

**Section 4. Membership-** Membership in the Association is open to all graduates of FIU Law. There shall be no dues for membership in the Association.

**Section 5. Membership Roster-** The Membership Roster shall be maintained by the Office of Alumni Relations, Director of Development, or similar office. The Roster shall be updated on a bi-annual basis (Feb. & June), under the direction of the Association's Executive Committee.

### ARTICLE II

#### Annual Meeting

**Section 1. Annual Meetings-** An annual meeting of the Association for the election of the Executive Committee shall be held at such time and place fixed by or on behalf of the Board of Directors, but no later than June 1<sup>st</sup>. Failure to hold an

annual meeting shall not cause dissolution of the Association, nor does such failure affect otherwise valid acts of the Association or Board of Directors.

**Section 2. Notice of Meetings-** Notice for the time and place of an annual meeting and the slate of Executive Committee nominees shall be published for distribution to the Members at least 10 days prior to the meeting.

### **ARTICLE III Directors**

**Section 1. Powers-** The business and affairs of the Association shall be managed by the Board of Directors (“Board”). The general responsibilities of the Board include, but are not limited to: guiding long-range planning and coordination of the Association; supervision of the Association activity calendar; and holding regular meetings and keeping minutes. The Board may adopt procedures for its own management and for the management of the Association.

**Section 2. Composition-** The Board shall consist of the Members of the Executive Committee (“Officers”), the Directors-at-Large, the Class Representatives, the Presidential Appointees, the Judicial Directors, and the Ex-Officio Members. The President shall preside as the Chairperson of the Board.

**A. Directors-at-Large:** Directors-at-Large (or, “Directors”) shall be elected by a plurality of votes of the Members of the Association in good standing. Directors shall serve a two-year term, with a maximum of six (6) Directors serving at all times.

**B. Class Representatives:** Class Representatives are elected by the student body each spring and must be members of the graduating class. Two (2) Class Representatives—one from the day program and one from the evening program—shall be elected on an annual basis to serve a two-year term, with a maximum of four (4) Class Representatives serving at all times.<sup>1</sup> In the event the evening program is abolished, a second member of the day program shall be elected. A Class Representative may not run for a vacant Director seat until he/she is in his or her final year as Class Representative.

**C. Presidential Appointees:** A maximum of six (6) directors may be appointed by the President of the Association to serve a one-year term. The President shall give consideration to (a) diversity, (b) class year, and (c) geography. The appointee shall be approved by majority vote of the Executive Committee at the first meeting the incoming Board, with invitations extended as soon as practical, but no later than July 1st.

**D. Judicial Directors:** A maximum of six (6) Judicial Directors may serve on the Board. The Board shall extend a written invitation to members of the state and federal judiciary. If accepted, each Judicial Director shall serve a one-

year term as a non-voting, ex-officio Board member, provided he or she remains in good standing with the state or federal judiciary. Judicial Directors shall have all of the rights, responsibilities, and duties of other Board members, except that such Judicial Directors shall not be involved in fundraising or any other activities which may be prohibited by the Code of Judicial Conduct.

**E. Ex-Officio Members.** The immediate past President of the Association and the following individuals will be invited to serve as non-voting, ex-officio members of the Board for a one-year term: (a) the Dean of the College of Law or his or her designee; (b) the President of the Student Bar Association; (c) one (1) member of the faculty as selected by such faculty; and (d) the Director of Alumni Relations and Development or equivalent position.

**Section 3. Term of Office-** The term of office for all Directors shall begin at the Annual Meeting.

**Section 4. Meetings of Directors-** The President shall preside over all meetings, unless otherwise provided for in these Bylaws. The President shall publish a calendar of meetings for each year, which shall include a minimum of three (3) meetings of the Board each year. Additional meetings may be called at the discretion of the President, as warranted.

**Section 5. Quorum-** A majority of the members of the Board whose seats are filled shall constitute a quorum for the transaction of business at any Board meeting. When calculating a quorum, vacant positions are not calculated.

**Section 6. Voting-** If a quorum is present (in person or telephonically) at a meeting, the affirmative vote of a majority of the members of the Board present at the meeting shall be the act of the Board unless otherwise provided in these Bylaws.

**Section 7. Removal of Directors-** A Director may be removed from the Board by a 2/3 vote of the Directors eligible to vote at any meeting where quorum is present for: two (2) or more unexcused absences from meetings of the Board; dereliction of Board-assigned duties; conduct detrimental to the Board, FIU Law, or the Association; or if he/she has been suspended or disbarred by any state Bar association. Reinstatement of the individual shall be at the discretion of the Executive Committee.

**Section 8. Vacancies-** A vacancy in any elected office (Director or Class Representative) shall be filled by a majority of the Board at an annual or special meeting following a call for nominations. Elected Board members of the Association may self-nominate and may nominate other Board members. In the case of non-self-nominations the nominated Member must assent to the nomination. With respect to Class Representatives vacancies, the newly-elected Director must be a Member of the same class as the departing Director. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

**Section 9. Regional Clubs-** The Board may create regional clubs to the extent adequate interest in such regional clubs is evidenced by the membership and in areas where sufficient numbers of alumni reside to justify the existence of said regional clubs. The regional clubs shall have the responsibility for assisting the Association in connection with placement and fund-raising and in any other activities which are reasonably necessary and appropriate for such regional clubs to assist the Association in the fulfillment of its goals.

#### **ARTICLE IV Executive Committee**

**Section 1. Executive Committee-** The Officers of the Association shall constitute the Executive Committee. The Executive Committee shall have the duties and responsibilities for formulating programs for presentation to the Board, carrying on the day-to-day activities of the Association, and such other activities as may be delegated to it by the Board.

**Section 2. Meetings of Executive Committee-** The President shall call such meetings of the Executive Committee as may be deemed advisable by the President and as warranted by the business of the Association.

**Section 3. Quorum-** A majority of the Members of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting. When calculating a quorum, vacant positions are not calculated.

**Section 4. Voting-** If a quorum is present (in person), a majority vote of those Executive Committee members present shall be the act of the Executive Committee.

**Section 5. Succession-** In the event an Officer is unable to complete his or her term of office, the person occupying the office immediately below the now-vacant office shall assume the office and duties of the departed Officer. The order of succession is: President, President-Elect, Vice President, Treasurer, and Secretary. In the event the Secretary is unable to complete his or her term, a new Secretary shall be appointed from current board members by the Board by plurality vote.

#### **ARTICLE V Officers**

**Section 1. Officers-** The Association shall have a President, President-Elect, Vice President, Treasurer, and Secretary.

**Section 2. Duties-** The Officers shall have the following duties:

**A. President**

- i. Serves as the chair of all meetings;

- ii. Serves as Association's primary liaison to the College of Law;
- iii. Oversees all Board activities;
- iv. Delegates responsibilities for Board activities;
- v. Coordinates activities between Officers and committee chairperson; and
- vi. Calls meetings per these Bylaws.

**B. President-Elect**

- i. Assume the Office of the President at the completion of his or her one-year term as President-Elect;
- ii. Preside over meetings in the absence of the President;
- iii. Serve as the direct report for all subcommittee chairs;
- iv. Assist the President with coordinating Board activities;
- v. Chair the Fundraising Committee, and
- vi. Coordinate activities with the College of Law and perform other duties as may from time-to-time be reasonably designated by the President.

**B. Vice President**

- i. Provides assistance to the President and President-Elect when necessary;
- ii. Serve as chair of any meeting at which the President and President-Elect are not present; and
- iii. Coordinate activities with the College of Law and perform other duties as may from time-to-time be reasonably designated by the President.

**C. Treasurer**

- i. Keeps full and accurate account of all receipts and disbursements of the financial transactions;
- ii. Develops, monitors, and reports on the annual budget and expenditures;
- iii. Assist the President in tabulating votes; and
- iv. Coordinate activities with the College of Law and perform other duties as may from time-to-time be reasonably designated by the President.

**C. Secretary**

- i. Attends and records minutes of all board meetings (provide copy to College of Law);
- ii. Maintains the official Board contact directory;
- iii. Notify newly elected class reps and send welcome packet;
- iv. Shall assist FIU Law in maintaining the official FIU Law Alumni database and/or web portal, and Member directory;
- v. Send all meeting notifications as designated by the President; and

- vi. Coordinate activities with the College of Law and perform other duties as may from time-to-time be reasonably designated by the President.

**Section 3. Term of Office-** Officers shall serve a one-year term, beginning at the Annual Meeting. An elected Board member may not seek an Officer position unless he or she has at least one year remaining in his or her tenure as an elected Board member. The only exception is where a Board member is serving as President-Elect in the final year of his or her term as an elected Board member. In that case, he or she will serve his or her term as President despite the fact that his or her term as an elected Board member has expired.

**Section 4. Removal of Officers-** An Officer may be removed from the Board by a 2/3 vote of the Directors eligible to vote at any meeting where quorum is present for: three (3) or more unexcused absences from meetings of the Board; dereliction of Board-assigned duties; conduct detrimental to the Board, FIU Law, or the Association; or if he/she has been suspended or disbarred by any state Bar association. Reinstatement of the individual shall be at the discretion of the Board. The remaining members of the Executive Committee may veto reinstatement by unanimous vote.

## **ARTICLE VI Committees**

**Section 1. Committees-** In order to support the mission and goals of the Association, the Board may establish committees to carry out specific responsibilities. Committee chairs are responsible for providing leadership to a specific activity, event or program. Except where a committee chair is specifically identified in these Bylaws, the President of the Board shall appoint the committee chairs. Vice Chairs may also be appointed at the President's discretion. Chairs/Vice Chairs of Committees shall serve at the discretion of the Executive Committee. Each Committee shall have at least one meeting annually. Non-Board members may serve on Committees.

**Section 2. Committee Organizational Model-** Committees shall either be Ad-Hoc or Standing.

**A. Ad-Hoc-** The President Board may, from time to time, create ad-hoc committees. Once established, the ad-hoc committee may, after six (6) months of existence, move to have such committee established permanently as a standing committee.

**B. Standing-** The Association shall have three standing committees, Community Outreach, Activities and Fundraising.

i. Community Outreach Committee- This Committee is dedicated to planning service-oriented activities and programs designed to provide service to the College of Law and the community.

ii. Activities Committee- This committee is dedicated to planning and implementing a variety of educational, social, and cultural activities to serve alumni (both locally and nationally) as well as currently enrolled student.

iii. Fundraising Committee- This Committee is dedicated to reviewing existing fundraising methods and recommending and implementing changes in those methods. Committee members engage in the coordination and execution of actual fundraising activities. This Committee shall be chaired by the President-Elect.

## **ARTICLE VII**

### **Election Procedures for Officers and Directors**

**Section 1. Directors-at-Large-** All Members of the Association may vote for Directors-at-Large. Election shall be by mailed or electronic ballot, or by other reasonable method. Members need not cast a vote for every vacancy on the ballot. A call for nominations shall take place no later than three (3) months prior to the Annual Meeting. Voting shall take place one month prior to the Annual Meeting, with the slate of Directors being announced at the Annual Meeting. Directors elected as Officers vacate their Director position. Such vacancies shall be filled according to Art. III, Sec. 8.

**Section 2. Nominations for Directors-at-Large-** Members of the Association may self-nominate and may nominate other Members. In the case of non-self-nominations the nominated Member must assent to the nomination.

**Section 3. Votes Required for Directors-at-Large-** Successful candidates shall be decided by plurality vote of the membership. The nominee(s) receiving the highest number of votes shall be elected as a Board member. There shall be a run-off election in the event of a tie.

**Section 4. Officers-** Election of Officers shall take place at the Annual Meeting. Only elected Board members (Directors-at-Large and Class Representatives) may run for an Officer position. Incoming and outgoing Board members may vote for Officers by secret ballot. Appointed Directors may not vote. Ballots are tabulated by the outgoing President and Treasurer. The incoming President-Elect shall be elected first, followed by the Vice President, Treasurer, and Secretary. An unsuccessful bid for one position does not preclude a candidate from running for other down-ballot positions. The candidates elected shall take office at the Annual Meeting. Notwithstanding this section, the President shall be elected first at the

2015 Annual Meeting. A president shall not be elected in subsequent years, by virtue of the creation of the office of President-Elect.

**Section 5. Nominations for Officers-** Elected Board members of the Association may self-nominate and may nominate other Board members. In the case of non-self-nominations the nominated member must assent to the nomination.

**Section 6. Votes Required for Officers-** Successful candidates shall be decided by plurality vote of the membership. The nominee(s) receiving the highest number of votes shall be elected as an Officer. There shall be a run-off election in the event of a tie.

## **ARTICLE VIII Miscellaneous**

**Section 1. Amendment-** These Bylaws may be repealed, rescinded, altered or amended, either in whole or in part, by a majority vote of the members of the Board present (in person or telephonically) at a regular or special meeting of the Board where a quorum is present.

**Section 2. Parliamentary Authority-** The latest available edition of Robert's Rules of Order (Revised) shall govern all meetings of the Association.

### **CERTIFICATION OF ADOPTION**

I hereby certify that these Bylaws were adopted by the Board of Directors of the Florida International University College of Law Alumni Association.

APPROVED AND ADOPTED BY THE BOARD, January 21, 2015.

/s/ Robert Scavone Jr.  
President

/s/ Jeffrey J. Molinaro  
Vice President

/s/ Courtney E. Walter  
Treasurer

/s/ Olivia Rodriguez  
Secretary

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<sup>i</sup> The Class Representatives elected by the 2011, 2012, and 2013 class are grandfathered in, and may complete their three-year term of office. Thus, for 2014, 2015, and 2016, there may be more than four (4) Class Representatives on the Board.