

**THE ELISABETH HAUB SCHOOL OF LAW AT PACE
UNIVERSITY ALUMNI ASSOCIATION BY-LAWS (the “By-Laws”)**

ARTICLE I.

NAME

Section 1.01. Name. The name of this organization shall be The Elisabeth Haub School of Law at Pace University Alumni Association (the “Association”).

ARTICLE II.

PURPOSE

Section 2.01. General Purpose. The purpose of the Association is to encourage participation in the Association, to promote the quality, values, and standards of excellence which are hallmarks of The Elisabeth Haub School of Law (the “Law School”) education, to encourage and support alumni in their professional development, to disseminate information to alumni, to foster and encourage financial support of Law School, to present a positive public image of the Law School and Pace University (the “University”), and to assist the Law School in its efforts to recruit prospective students and place graduating students and alumni in employment opportunities.

ARTICLE III.

MEMBERSHIP

Section 3.01. Voting Members. All graduates of the Law School shall automatically be voting members of the Association on issues presented to members by the Board, including approval of By-Laws and of slates of Officers and Directors.

Section 3.02. Nonvoting Members. The Dean of the Law School, the Director of Development and Alumni Relations of the Law School, members of the Law School’s faculty and administration, and the President of its Student Bar Association (or its duly appointed liaison), and the President of the University shall be nonvoting members of the Association.

ARTICLE IV.

OFFICERS

Section 4.01. Officers. The officers of the Association shall be: President, Vice President, Secretary and Treasurer (each, an “Officer”; collectively, “Officers”).

Section 4.02. Term. Each Officer shall be elected at an Annual Meeting (as defined in Section 7.01 hereof) and shall serve a term of two (2) years, commencing on

July 1st following such Annual Meeting and ending on the second anniversary of such date.

Section 4.03. Filling Vacancies. Whenever a vacancy exists in the office of the President, the Vice President shall automatically assume the duties and title of that office for the unexpired remainder of the President's term. Whenever a vacancy exists in the office of the Vice President, Secretary or Treasurer, the Board, at its next scheduled meeting, shall elect a successor from among the membership of the Board to fill such office for the unexpired remainder of the vacant officer's term.

Section 4.04. Duties and Powers of the President. It shall be the duty of the President to preside at all meetings of the Association, the Board, and the Executive Board (as defined in Section 8.01 hereof), and, generally, to direct the affairs of the Board in accordance with Article XII hereof, and from time to time call a special meeting as required by the By-Laws or when in his or her judgment such a meeting is necessary. The President shall also have the power to form committees and appoint chairs of these committees or task forces established by the Board. The President shall set the agenda for all regular Board meetings consistent with the Agenda set forth in Article VI hereof. The President may delegate any of its duties to the Vice President, or, in the case of the inability of the Vice President, to the Secretary or the Treasurer. In an effort to carry out the purposes of the Association, the President shall attempt to communicate with the Dean of the Law School as reasonable or necessary. The President shall perform such other duties as are necessarily incident to the office of the President. The President shall have no vote on issues before the Board except in the event of a tie, in which case the President shall cast the tie-breaking ballot.

Section 4.05. Duties and Powers of the Vice President. It shall be the duty of the Vice President to perform such duties as shall be delegated by the President or as required by the Executive Board. In the case of the President's absence, it shall be the duty of the Vice President to assume the duties of the President.

Section 4.06. Duties and Powers of the Secretary. It shall be the duty of the Secretary to, with the assistance of the Office of Development and Alumni Relations, maintain a general record of all proceedings ("minutes"), membership records, and correspondence of the Association, the Board, and the Executive Board; to send or arrange to have sent notices to members of the Association as to all matters of the Association, to the Board as to all matters of the Board, to the Executive Board as to all matters of the Executive Board, and to render the minutes of the preceding meeting to be sent with such notice; to perform such duties as shall be delegated by the President or required by the Executive Board, and, in the absence of the President and Vice President, to call the meeting to order and preside over same.

Section 4.07. Duties and Powers of the Treasurer. It shall be the duty of the Treasurer, with the assistance of the Office of Development and Alumni Relations (or any successor thereto) to: (a) oversee the collection of funds for deposit into a segregated Board operating account (the "Operating Account"); (ii) periodically monitor the balance on deposit in the Operating Account; and (iii) report on financial activities and provide an accounting of all amounts on deposit in the Operating Account upon the reasonable request of any member of the

Executive Board. The Treasurer shall have the power to approve and consent to all requests to withdraw funds on deposit in the Operating Account; provided, that in no event shall the Treasurer grant any such approval unless such request: (x) was submitted by a duly elected member of the Executive Board or duly appointed chair of a standing committee identified in Section 9.02 hereof; (y) clearly identifies the proposed use of the proceeds and the estimated amount of the withdrawal; and (z) clearly supports Board initiatives, programming and/or activities. The Treasurer shall also perform such other duties as may be assigned by the President.

Section 4.08. Removal of Officers. An officer may be removed from office, without cause, by a two-thirds (2/3) vote of the Directors present at a special meeting called for such purpose.

ARTICLE V.

BOARD OF DIRECTORS

Section 5.01. The Board of Directors. The Board of Directors of the Association (the "Board") shall be the governing body of the Association and shall have general supervision of the Association's affairs. The Board shall consist of the Officers (as defined in Section 4.01 hereof), the members of the Association elected to serve as a director of the Board at an Annual Meeting in accordance with Section 7.01 hereof (each, a "Director"; collectively, "Directors"), Directors Emeritus (as defined in Section 5.06 hereof) and the immediate past President of the Association.

Section 5.02. Number and Term. The number of Directors shall be at least fifteen (15) but no greater than forty-five (45), and Directors Emeritus shall not be included in this number. Each voting Director shall serve a term of three (3) years, commencing on July 1st following such Annual Meeting and ending on the third anniversary of such date, or until a successor has been elected and qualified.

Section 5.03. Vacancies. If a vacancy occurs on the Board prior to the expiration of the term of any voting member thereof, and as a result of the vacancy there are less than fifteen (15) Directors, the President, with the consent of the Board, shall appoint a member to the Board until the next election. If there are fifteen (15) or more Directors, the President, with the consent of the Board, may appoint a member to the Board until the next election.

Section 5.04. Absence. In the event that any Director is absent without excusal from any two (2) regular Board meetings in a school year, as defined in Section 6.01 hereof, the President shall provide such Director with written notice that such Director has been conditionally removed from office due to failure to attend regular meetings of the Board. Absence without excusal shall be defined as a failure by a Director to either attend in person or via telephone or other electronic means any regular meeting of the Board, or to notify the President of their anticipated absence prior to the start of that meeting. As a result of such conditional removal, such Director may attend the next regular meeting of the Board, as defined in Section 6.01 hereof, following the Director's receipt of written notice of conditional removal (provided that such written notice was delivered fourteen (14) days prior to such regular meeting), and seek reinstatement by presenting to the Board the circumstances which caused such Director's two (2) unexcused absences. The Board shall vote on the matter of reinstatement at such meeting. If a

majority of the voting members of the Board present at such meeting vote in favor of reinstatement, such Director shall be restored to office and serve out the remainder of such Director's term. If a majority of the voting members of the Board present at such meeting vote against reinstatement, or if such Director fails to appear at such meeting, then such Director's conditional removal shall be a final removal from the Board for all purposes without any further action of the Officers or the Board.

Section 5.05. Fiscal Support. Directors of the Board shall recognize and acknowledge that they are encouraged, each year during their term of office, to: (x) support the Law School financially, to the best of their ability, through monetary contributions to or on behalf of the Law School annual fund or any other fund, scholarship or clinic program; and (y) support the Board financially, to the best of their ability, through monetary contributions for deposit into the Operating Account.

Section 5.06. Director Emeritus. To record and reward for service, as well as retain institutional knowledge, those Directors who have served the Board with distinction for at least nine (9) years, the position of Director Emeritus ("Director Emeritus") is established. A Director Emeritus may be nominated and elected at any meeting of the Board, and election shall be by a majority of the members present. A Director Emeritus may not continue in a previously held position as a Director and shall not be considered as a member of the Board for purposes of limitation on the maximum allowable number of directors set forth above, nor shall death or resignation of a Director Emeritus be deemed to result in a vacancy on the Board. A Director Emeritus shall be elected to serve a lifetime term. A Director Emeritus shall have all the rights and privileges of a Director, such as committee membership and attendance at meetings, except that a Director Emeritus shall not have any voting rights.

ARTICLE VI.

MEETINGS OF THE BOARD

Section 6.01. Regular Meetings. Regular meetings of the Board shall be held at such times and places as may be determined by resolution of the Executive Board, but in no event less than four (4) times per year.

Section 6.02. Special Meetings. The President of the Association may, and shall, upon the written request of three (3) Directors, call a special meeting of the Board. Notice of a special meeting and the purpose, time, and location of such meeting shall be given to each member of the Board at least three (3) days prior to the date of such special meeting. No business shall be considered at such special meeting other than that designated in the notice.

Section 6.03. Quorum. One-half (1/2) of the voting members of the Board as it is then constituted shall constitute a quorum for all the transaction of business. Because Directors Emeritus are non-voting members of the Board, they shall not be counted for purposes of determining a quorum.

Section 6.04. Open Meetings. All meetings of the Board shall be open to all members of the Association, the faculty, the staff, the students and interested friends.

Section 6.05. Agenda for the Meeting. The agenda for meetings of the Board shall be sent to all members of the Board at least two (2) days prior to each meeting and the Board shall follow such agenda as closely as possible. However, the order of business set on any agenda may be modified at any meeting by a majority vote.

ARTICLE VII.

MEETINGS OF THE ASSOCIATION

Section 7.01. Annual Meeting. The Annual Meeting (the “Annual Meeting”) shall be held for the purpose of electing Directors and Officers, approving any amendments to the By-Laws and transacting such other business as may properly come before the Association. The Executive Board shall use its best efforts to identify an approximate date of the Annual Meeting by the fourth regular meeting, as defined in Section 6.01 hereof, in such school calendar year. Notice of the Annual Meeting shall be sent to all members of the Association at least twenty (20) days prior to such Annual Meeting.

Section 7.02. Special Meetings. Special meetings may be called by the President or by the Executive Board, or upon the written request of not fewer than fifteen (15) members of the Association. The purpose, time and location of the special meeting shall be stated in the notice of such meeting, to be mailed or sent electronically, except in the case of an emergency, at least two (2) weeks prior to such meeting. In the event of an emergency, notice shall be sent only by e-mail as soon as reasonably possible after the emergency has been determined. No business shall be considered at such special meetings other than that designated in the notice.

Section 7.03. Quorum. A quorum for the transaction of business at a meeting of the Association shall be a number equal to the product of (x) the voting members of the Board as it is then constituted, multiplied by (y) 2.5.

ARTICLE VIII.

EXECUTIVE BOARD

Section 8.01. Executive Board. The Executive Board (the “Executive Board”) shall consist of the President, the Vice President, the Secretary and the Treasurer.

Section 8.02. Supervisory Responsibilities. The Executive Board shall have general supervision of the affairs of the Association. It shall fix the hour and place of the general meetings of the Board and the Executive Board, as well as the Annual Meeting in conjunction with the Office of Development and Alumni Relations. It shall also make recommendations to the Board and shall perform such other duties as are specified in these By-Laws.

Section 8.03. Meetings. The Executive Board shall meet as needed and may do so in person or by telephone or other electronic means.

ARTICLE IX.

COMMITTEES

Section 9.01. Appointments. The chair of each standing and special committee shall be appointed by the President and shall schedule meetings of such committee and conduct such business as has been determined for such committee.

Section 9.02. Standing Committees. The standing committees shall include the Nominating, Fundraising, By-Laws, Social and Judicial Committees. All Directors shall serve on at least one of the five standing committees.

Section 9.03. Special Committees. The President may form a committee or committees for any special purpose not otherwise provided therein.

Section 9.04. Nominating Committee. The Nominating Committee shall consist of no fewer than five (5) Directors who will serve on the committee with the approval of the Board. The chair of the Nominating Committee shall be appointed by the President in the fall of each year, but no later than September 30th.

Section 9.05. Duties of the Nominating Committee. The Nominating Committee shall meet in January (and, if necessary, may meet at other times thereafter) of each year to prepare a slate of nominees for the following Officer positions, if necessary: President, Vice President, Secretary and Treasurer, and for any other vacancy on the Board, including the election of prospective Directors and re-election of then current Directors. The Nominating Committee will take all action reasonably required to prepare such slate of nominees including, without limitation, collecting resumes and cover letters from prospective nominees and conducting interviews. The Nominating Committee shall strive to achieve diversity among the prospective nominees and give consideration, among other factors, to such prospective nominees' support of the Association's mission and programs, history of volunteer service to the Law School, the Association and to their communities, leadership experience and graduation years. The actions of the Nominating Committee shall be deemed conclusive absent manifest error.

The chair of the Nominating Committee (and in the case of the chair's absence, any other member of the Nominating Committee) shall present relevant information to the Board as a whole so it can properly consider any prospective nominees. With respect to re-election of then-current Directors, in addition to any other information deemed relevant by the chair as outlined above, the chair shall present the following information to the Board concerning the performance of the then-current Directors during their current tenure: attendance at regular meetings, attendance at committee meetings, and any service to the Board and Law School during their tenure above and beyond meeting attendance as a Director. The Board shall have the power to approve the slate of nominees for the following Officer positions, if necessary: President, Vice President, Secretary and Treasurer, and for any other vacancy on the Board, including the election of prospective Directors and re-election of then current Directors. The slate of nominees must be approved by the Board on or prior to the date of the fourth (4th) regular meeting of the Board, so that the Secretary can timely prepare a ballot for dissemination to the Association, together with the notice of the Annual Meeting to all members of the Association at least twenty (20) days prior to such Annual Meeting.

Section 9.06. Fundraising Committee. The Fundraising Committee shall consist of no fewer than three (3) Directors who will serve on the Committee with the Approval of the Board. The chair of the Fundraising Committee shall be appointed by the President of the Board in the

fall of each year, but no later than September 30th. The Fundraising Committee shall meet at least twice during the school calendar year to identify and discuss efforts that can be undertaken by the Fundraising Committee and the Board to fundraise for the Law School. As part of its duties, the Fundraising Committee will encourage all Board members to donate annually to the Law School, to support any targeted campaigns of the Law School, and to identify potential fundraising opportunities.

Section 9.07. By-Laws Committee. The By-Laws Committee shall consist of no fewer than three (3) Directors who will serve on the committee with the approval of the Board. The chair of the By-Laws Committee shall be appointed by the President in the fall of each year, but no later than September 30th. The By-Laws Committee shall meet at least once each year to review the current By-Laws and determine whether such By-Laws are in need of revision. It is the responsibility of the By-Laws Committee to revise the By-Laws and submit such revised By-Laws to the Board for consideration, review and comment prior to disseminating the revised By-Laws to the Association for approval by a vote at an Annual Meeting.

Section 9.08. Social Committee. The Social Committee shall consist of no fewer than three (3) Directors who will serve on the committee with the approval of the Board. The chair of the Social Committee shall be appointed by the President in the fall of each year, but no later than September 30th. The Social Committee shall facilitate interaction between the Board and the student body of the Law School, and foster relationships among all members of the Association.

Section 9.09. Judicial Committee. The Judicial Committee shall consist of no fewer than three (3) Directors who will serve on the committee with the approval of the Board. The chair of the Judicial Committee shall be appointed by the President in the fall of each year, but no later than September 30th. The Judicial Committee shall expose the current students, alumni and faculty to judges of various disciplines in order to obtain networking, clerkships and continuing education credit opportunities.

Section 9.10. Responsibilities of Committee Chairs. The chair(s) of each committee shall keep the Executive Board informed of the agenda and results of all meetings of his or her committee.

ARTICLE X.

ELECTIONS

Section 10.01. Election. The election of the Officers and Directors shall take place at the Annual Meeting.

Section 10.02. Ballots. Ballots shall be mailed or sent by electronic means to all

voting members of the Association with the notification of the Annual Meeting. Members may vote in person at the Annual Meeting or by the proxy ballot. Ballots received after the Annual Meeting will not be counted.

ARTICLE XI.

AMENDMENTS TO BY-LAWS

Section 11.01. Amendments. The approval of any amendments to the By-Laws shall take place at an Annual Meeting by simple majority of the voting members present. Notice of the proposed amendments must be mailed or sent by electronic means to all voting members of the Association with the notification of the Annual Meeting.

ARTICLE XII.

PARLIAMENTARY AUTHORITY

Section 12.01. Parliamentary Authority. The Association and Board shall adhere to the rules contained in Robert's Rules of Order, as the same is amended from time to time, to the extent such Rules are not inconsistent with the By-Laws.

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