

**BYLAWS OF THE**  
**UNIVERSITY OF CALIFORNIA, IRVINE, SCHOOL OF LAW**  
**ALUMNI ASSOCIATION**

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**ARTICLE I — PURPOSE**

The purpose of the UC Irvine Law Alumni Association (the “Association”) is to promote the professional and social interests of the alumni of the University of California, Irvine, School of Law (the “Law School or “UCI Law”).

Those interests include advancing the cause of innovative legal education at the Law School, promoting the interests of access to justice, raising funds and/or assisting in the raising of funds for the Law School, advancing the cause of diversity, equity, and inclusion in the communities to which our Association members belong and represent, and promoting and perpetuating good feelings and commonality of interest among the Law School’s alumni, students, faculty, and friends.

The Association shall function as a voluntary, unincorporated association affiliated with the Law School.

It is not intended that the Association own property or hold assets or otherwise undertake activities which would subject it to reporting to any unit of state, local or federal government. It is contemplated that activities involving property or funds will be handled in conjunction with the Law School and that the Law School will hold and account for any such property or funds.

**ARTICLE II — MEMBERSHIP**

SECTION 1. The Association shall consist of Regular Members and Honorary Members ad to one vote in Association elections.

SECTION 2. Regular Members

- a) All graduates of UCI Law are Regular Members.
- b) Each Regular Member is entitled to one vote in Association elections.

SECTION 3. Honorary Members:

- a) The following are Honorary Members:

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- i) Former students of UCI Law who, after at least one full semester, (a) withdrew; (b) were honorably dismissed; or (c) transferred;
  - ii) All current and former members of the UCI Law faculty; and
  - iii) Persons elected from time to time as Honorary Members of the Association. Such elected Honorary Members must be nominated by the President and elected by a majority vote of the members of the Governing Council.
- b) Honorary Members are not entitled to vote in Association elections.

SECTION 4. Communication with Members

- a) All written Alumni Association business shall be conducted using the email address on file with the Alumni Association.
- b) Members maintain the responsibility of ensuring the email address on file is accurate by notifying the Governing Council.

**ARTICLE III — UCI LAW ALUMNI GOVERNING COUNCIL**

SECTION 1. Powers

- a) The powers of the Association shall be vested in the UCI Law Alumni Governing Council (the “Governing Council” or “Council”), subject to the direction of the Association.
- b) The Council may adopt procedures for its own management and for the management of the Association.
- c) Between meetings of the Council, its powers shall be vested in the Officers with consultation from the immediate Past President.

SECTION 2. Membership — The Council consists of the following members (the “Council Members”):

- a) A maximum of 15 Regular Members of the Association, as elected by the Association (“Elected Council Members”);
- b) The Officers of the Association;
- c) The past five Presidents of the Association;
- d) The Law School’s Director of Alumni Relations, sitting *ex officio*;

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- e) One third-year UCI Law student, as appointed by the UCI Law Student Bar Association, sitting *ex officio* (“Student Council Member”); and
- f) Such other persons as the President may nominate and the Council elects, such persons serving to advise the Council and sitting *ex officio* (“Honorary Council Members”). A maximum of 12 Honorary Council Members may be appointed by the President.

SECTION 3. Elected Council Members

- a) Elected Council Members shall be elected at the annual election by majority vote.
- b) The term of office for Elected Council Members commences on the first day of the month following the elections.
- c) At the first election, five Elected Council Members shall be elected for terms of three years, five Elected Council Members shall be elected for terms of two years, and five Elected Council Members shall be elected for terms of one year.
- d) All successive Elected Council Members, including those who previously served terms of one year or two years, shall serve terms of three years.

SECTION 4. Honorary Council Members

- a) Honorary Council Members shall serve terms of three years, commencing immediately upon their appointment.
- b) Honorary Council Members may serve terms of a different duration upon approval by the Council.

SECTION 5. Election of Governing Council

- a) Only Regular Members of the Association are eligible to serve as Elected Council Members.
- b) Council Members shall be elected at the annual election online using the election website mechanism determined by the Governing Council. The Governing Council shall ensure that whatever election website is used, all elections are anonymous and secure.
- c) Elections shall be open for at least seven days to allow Regular Members sufficient time to vote.

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- d) All candidates for Governing Council are encouraged to author candidacy statements describing, for example, their goals, qualifications, and vision for office. The Governing Council shall collect these candidacy statements and distribute them prior to the annual election.
- e) Council Members shall be elected by simple majority vote of the Regular Members at the annual election.
- f) Proxy voting or otherwise is not permitted.
- g) After completing their term, Council Members may be re-elected to the same position, or a different position on the Governing Council. There is no limit to the number of times that a Council Member can be re-elected to a position on the Governing Council.

SECTION 6. Vacancies

- a) In the event a vacancy occurs of an Elected Council Member position prior to the expiration of such position, the vacancy shall be filled at the next election.
- b) The incoming Elected Council Member shall serve only for the duration of the unexpired term.

SECTION 7. Removal

- a) The Council may remove a Council Member if:
  - i) At least three Regular Council Members make a motion to remove the Elected Council Member; and
  - ii) A majority of Regular Council Members, excluding the Council Member subject to removal, votes for removal.
- b) The Regular Members of the Association may remove a Council Member if:
  - i) At least 10 percent of the Regular Members petition in writing to remove the Council Member; and
  - ii) A majority of the Regular Members, excluding the Council Member subject to removal, votes for removal.

SECTION 8. Council Meetings

- a) At least ten day's notice in writing, including e-mail, of all Council Meetings shall be provided to all Council Members.
- b) Five Council Members, excluding Honorary Council Members, shall constitute quorum. Council Members who attend by telephone or video conference are deemed present for the purposes of quorum.

SECTION 9. Council Resolutions

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- a) All Council action requires a majority of votes cast at a Council Meeting. Council Members may vote in person or by proxy executed in writing, including e-mail and fax, by the Council Member. Absentee voting, by telephone, e-mail, fax, or otherwise is permitted.
- b) The Council may also act without a meeting by resolution agreed to in writing by five Council Members, three of whom must be Elected Council Members and none of whom may be *ex officio* members.

SECTION 10. Statements made on behalf of the Board and Governing Council

- a) The Board and Governing Council may vote to make statements that fall within the purpose of the Association on behalf of the entire Board and Governing Council.
- b) Statements made on behalf of the Board and Governing Council, and that fall within the purpose of the Association, require majority approval of the voting Board and Council members, where voting Board and Council members refers to the Board and Governing Council members who choose to vote when a particular issue is raised for a vote (including if the vote is conducted during a meeting or over e-mail). There are times when certain Board and Council members may choose not to cast a vote—those Board and Governing Council members would not be considered voting Board and Governing Council members.
- c) Individual members of the Association may sign on to statements made on behalf of the Board and Governing Council.
- d) The Board and Governing Council will decide on the specific procedures for how individual Association members will be able to sign on to statements on behalf of the Board and Governing Council.

**ARTICLE IV — OFFICERS**

SECTION 1. The Officers of the Association are a President, First Vice President, Second Vice President, Secretary, New Alumni Officer, and LLM Officer (collectively, the “Officers”).

- a) The President shall:
  - i) Preside at all meetings of the Association and at all meetings of the Governing Council;

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- ii) Establish and appoint all *ad hoc* committees;
  - iii) Establish and appoint Standing Committees with approval of the Council;
  - iv) Act as the Association liaison with the Dean of the Law School; and
  - v) Serve as an *ex officio* member of all committees.
- b) The First Vice President shall:
- i) Serve as the President Elect, commencing with the First Vice President elected at the first annual election;
  - ii) Perform such reasonable duties as the President may assign to her or him; and
  - iii) Be vested with the same authority as the President in the event of the President's death, disability, resignation, incapacity to serve or absence.
- c) The Second Vice President shall:
- i) Serve as the First Vice President Elect for the following year, commencing with the Second Vice President elected at the first annual election;
  - ii) Perform such reasonable duties as the President may assign to her or him; and
  - iii) Be vested with the same authority as the President in the event of the President's and First Vice President's death, disability, resignation, incapacity to serve or absence.
- d) The Secretary shall:
- i) Keep accurate minutes of all meetings of the Association and of the Council;
  - ii) Supervise the correspondence of the Association;
  - iii) Keep the records of the Association; and
  - iv) Give all notices required; and
  - v) Perform the duties usually pertaining to the Office of Secretary.
- e) The New Alumni Officer shall:
- i) Advise and consult with the Association and Law School's Administration on matters concerning or relating to recently graduated alumni.
  - ii) Represent the Alumni Association, along with other Officers, at events for current students and recent alumni.
- f) The LLM Officer shall:
- i) Advise and consult with the Association and Law School's Administration on matters concerning or relating to LLM students and alumni.

SECTION 2. Election of Officers

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- a) Only Regular Members of the Association who have previously served on the Governing Council are eligible to serve as President, First Vice President, or Second Vice President.
- b) In the event that there are insufficient candidates for President, First Vice President, Second Vice President, or New Alumni Officer, the previous service requirement from Section 2(a) will be waived.
- c) Only Regular Members of the Association are eligible to serve as Secretary, and only Regular Members of the Association whose year of graduation is no more than three years prior to the year of the term in which they shall serve are eligible to serve as New Alumni Officer.
- d) Officers shall be elected at the annual election online using the election website mechanism determined by the Governing Council. The Governing Council shall ensure that whatever election website is used, all elections are anonymous and secure.
- e) Elections shall be open for at least one week to allow Regular Members sufficient time to vote.
- f) All candidates for officer positions are encouraged to author candidacy statements describing, for example, their goals, qualifications, and vision for office. The Governing Council shall collect these candidacy statements and distribute them prior to the annual election.
- g) Officers shall be elected by simple majority vote of the Regular Members at the annual election.
- h) Officers shall serve one-year terms of office, commencing the day of the following month after the annual election.
- i) Proxy voting or otherwise is not permitted.
- j) After completing their one-year term of office, Officers may be re-elected to the same position, or a different position on the Governing Council. There is no limit to the number of times that an Officer can be re-elected to a position on the Board or Governing Council.

SECTION 3. Vacancies

- a) The Council retains the power to fill the unexpired term of any vacancy, not otherwise provided for, that may occur in any office of the Officers of the Association.
- b) An Officer appointed to a vacant position by the Council shall serve only for the duration of the unexpired term of such position.

SECTION 4. Removal

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- a) The Council may remove an Officer if:
  - i) At least three Council Members, excluding Honorary Council Members, make a motion to remove the Officer; and
  - ii) A majority of Council Members, excluding the Officer subject to removal, votes for removal.
- b) The Regular Members of the Association may remove an Officer if:
  - i) At least 10% of the Regular Members petition in writing to remove the Officer; and
  - ii) A majority of the Regular Members, excluding the Officer subject to removal, votes for removal.

**ARTICLE V — OFFICER AND COUNCIL MEMBER NOMINATIONS**

SECTION 1. Any person eligible for an Officer or Elected Council Member position may nominate themselves or others for election. Nomination of someone other than yourself shall require the acceptance of the person nominated in order for that person to appear on the ballot.

SECTION 2. All nominations for election must be submitted to the Governing Council at least 14 days before the annual election will occur.

**ARTICLE VI — COMMITTEES**

SECTION 1. The President may create and appoint persons to *ad hoc* committees; such committees may not exceed one year in duration.

SECTION 2. The President may establish standing committees, such committees lasting between one and three years, and appoint and dismiss Association members to such committees. The Council may approve time extensions.

SECTION 3. The Council may establish or dissolve any committee, and appoint or remove a member of any committee, by majority vote of the Council.

SECTION 4. Vacancies in any committee may be filled by persons chosen by the President or any Vice President to whom the President delegates such authority.

SECTION 5. The Council may propose and assist in the formation of local Association chapters in any state, city, town, or county in the United States or foreign countries in which, in the judgment of the Council, sufficient alumni reside or have their offices so as to justify the formation of a local chapter. The Council may appoint Association Members to committees to serve the local chapters or otherwise promote the purposes and interests of the Association



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in these communities.

SECTION 6. At the Annual Meeting, the Officers shall report in writing on the general status of the Association, its activities during the year, and such other matters as the President or Council may determine.

SECTION 7. The Chairperson of each standing committee shall make and submit to the President an annual report of the work of such committee. Such reports shall be available to all Association Members and may, by decision of the President or the Council, be submitted to the Association at the Annual Meeting.

SECTION 8. Committees organized by UCI or UCI Law

- a) The Council may, by majority vote, select a member of the Association to join committees that are created by UCI or UCI Law.
- b) Members of committees organized by UCI or UCI Law will not have the same rights or responsibilities of members of the Governing Council. Committee members subject to this Section are not entitled to vote on Council resolutions.
- c) Members of committees organized by UCI or UCI Law will be subject to Article III, Section 7 (pertaining to removal of Council members).
- d) Members of committees organized by UCI or UCI Law shall regularly report committee business to the President or, alternatively, the President may designate a different reporting method. Reporting shall occur at least every quarter of the calendar year.

**ARTICLE VII — WRITTEN REPORTS**

SECTION 1. At the Annual Meeting, the Officers shall report in writing on the general status of the Association, its activities during the year, and such other matters as the President or Council may determine.

SECTION 2. The Chairperson of each standing committee shall make and submit to the President an annual report of the work of such committee. Such reports shall be available to all Association Members and may, by decision of the President or the Council, be submitted to the Association at the Annual Meeting.

**ARTICLE VIII — AMENDMENTS**

SECTION 1. These bylaws may be amended by a majority of the Council by written resolution.

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SECTION 2. These bylaws may be amended by a majority vote of the Association.

SECTION 3. For the purposes of this Article, absentee voting is permitted and proxy voting is not permitted.