

# BYLAWS OF THE CLINICAL LEGAL EDUCATION ASSOCIATION

## ARTICLE I: CORPORATE NAME AND DEFINITIONS

**Section 1. NAME:** The name of this corporation shall be the Clinical Legal Education Association.

**Section 2. SYNONYMS:** For the purposes of these Bylaws, the term "the Association" will be used to reference the "Clinical Legal Education Association;" the term "Board" will be used to reference the "Board of Directors."

**Section 3. DEFINITIONS:** For the purposes of these Bylaws:

1. "Clinical legal education" means education that is experience-based and focuses on appropriate lawyer roles, legal institutions, professional responsibility, and the theory or practice of legal representation or dispute resolution.
2. A "clinical teacher" or "clinician" is a person who is engaged in clinical legal education.
3. A "new clinical teacher" or "new clinician" is a person who has been engaged in clinical legal education for fewer than six years.

## ARTICLE II: PURPOSES

**Section 1. PURPOSES:** The Association is organized exclusively for charitable, educational, or scientific purposes within the meaning of the Internal Revenue Code, specifically:

1. to encourage the expansion and improvement of clinical legal education in this country and abroad;
2. to encourage, promote and support clinical legal research and scholarship by, among other things, publishing a peer-edited journal devoted to such work;
3. to disseminate information to and among clinical teachers;
4. to work cooperatively with other organizations interested in clinical education, the improvement of legal education, and the improvement of the legal system;
5. to promote and/or conduct conferences and other educational activities designed to facilitate the other purposes of the organization; and
6. to promote the interests of clinical teachers.

**Section 2. LIMITATIONS ON THE ASSOCIATION'S ACTIVITIES:** The Association shall not carry on any activity not permitted to be carried on:

1. by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); or
2. by an organization contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

### **ARTICLE III: MEMBERS**

**Section 1. TWO CLASSES OF MEMBERS:** The Association shall have two classes of members: full members and associate members. The Board of Directors shall have full power to determine and change the qualifications for membership in each category and will be responsible for notifying the Association of such changes in a timely manner.

**Section 2. Full Member Qualifications:** Persons who are engaged or have been engaged in legal education in any capacity, and have paid their annual dues are qualified for full membership. Dues for full membership will be greater than those for associate members and will entitle the individual to seek election as a Director or Officer and such other benefits as the Board may determine. A person who would otherwise qualify to be an associate member may elect to be a full member upon payment of the annual dues for full members.

**Section 3. Associate Member Qualifications:** Persons who are engaged or have been engaged in legal education on a basis that is less than full time, such as in the capacity of an adjunct educator or field placement supervisor in an externship; or who are otherwise interested in the furtherance of clinical legal education may apply to the Board for associate membership. Dues for associate members will be less than those for full members and will entitle the individual to benefits determined by the Board but associate members may not seek election as a Director or Officer. An Associate member may elect to become a full member upon payment of annual dues for full members.

**Section 4. RIGHT OF MEMBERS TO VOTE:** Each full and associate member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. RESPONSIBILITIES OF THE BOARD OF DIRECTORS:** The Board of Directors is responsible for directing the management of the business, property, affairs, and programs of the Association. Responsibility for the execution of the Board's directions is vested in the Executive Committee. The Board will ordinarily defer to the Executive Committee's operational decisions.

**Section 2. NUMBER OF DIRECTORS, TERMS OF OFFICE:** The Board of Directors shall be comprised of between eleven and twenty-two full members. Directors shall be elected to terms of three years. The officers of the Association shall be members of the Board of Directors and, upon election as an officer, shall simultaneously receive a term on the Board of three years, superseding any existing term as a Board member. No person who has served two consecutive terms on the Board of Directors shall be eligible for election to the Board for another term until one year after the expiration of the second term. Terms served on the board as a result of election to an officer position shall not be counted in determining these two consecutive terms; however no person may serve any consecutive combination of terms as a director and officer exceeding nine years. It is not obligatory that all vacancies on the Board be filled at any one time, although the Board of Directors shall not be comprised of fewer than eleven members at

any time. The Board of Directors shall be chaired by the President of the Association or, in his/her absence, the Vice-President.

**Section 3. METHOD OF ELECTING DIRECTORS:** Any full member in good standing is eligible for election to the Board of Directors. Pursuant to Article VI, the President shall each year by July 1 designate an elections committee, who shall conduct the election according to the following guidelines:

1. Prior to September 1, the Secretary shall publish a notice inviting nominations to the Board and eligible officer positions;
2. If no member of the Board has been a clinical teacher for fewer than six years, or the terms of office of all such members will expire at the end of that year, the Secretary shall notify the elections committee, which shall actively solicit the nomination of persons who have been clinical teachers for fewer than six years. Any such member who wishes to be so identified will be identified as a “new” clinician on the ballot. At least one seat will be reserved for a new clinician. If no new clinician is among the nominees whose vote total would result in his/her election to the Board, then the new clinician who receives the largest number of votes shall be deemed elected in the place of the clinician who received the fewest votes from among those who, based upon the number of vacancies on the Board and the number of votes received by each nominee, would otherwise be elected to the Board.
3. Nomination must be received by October 1 of the same year;
4. The elections committee will determine whether each nominated person is eligible and will contact each nominated person to determine whether she/he is willing to serve;
5. On or before October 15, the elections committee shall forward to the Secretary a list of eligible persons who have been nominated;
6. The Secretary shall insure that ballots are mailed to all members on or before November 1;
7. To be counted, a completed ballot must be returned by December 1. Ballots which have been received, whether or not they are counted, are not to be disposed of until board members are installed.
8. The elections committee shall oversee the counting of the ballots and shall certify the results by mail to the Secretary.
9. Nominees for the number of vacancies on the Board who receive the largest number of votes shall be deemed elected, whether or not they receive majorities of the votes cast.

10. Notwithstanding the foregoing provision regarding the mailing of ballots, the Board may authorize the Secretary to solicit and accept ballots electronically.

**Section 4. MEETINGS OF THE BOARD OF DIRECTORS:** The Board of Directors shall meet at least twice a year. Notice of the time and place of any meeting shall be provided to each director in writing at least ten days prior to such meeting. Notice may be given electronically to members with addresses on a computer network, provided that consent to this form of notice is manifested in advance. The Board may conduct business by telephone conference call or by internet communications, provided that a quorum is available to participate within a reasonable time frame established by the President.

**Section 5. QUORUM:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. The act of a majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

**Section 6. VACANCIES:** By a vote of two-thirds of the directors, the Board of Directors may, but need not, fill any vacancy occurring in the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

**Section 7. COMPENSATION:** Directors and officers shall not receive any compensation for their services.

**Section 8. INDEMNIFICATION:** The Association shall, to the fullest extent now or hereafter provided by law, indemnify any person made, or threatened to be made a party to any action or proceeding by reason of the fact that (s)he, his/her testator or intestate was an agent of the Association or of any other organization served by her/him in any capacity at the request of the Association, against judgment, fines, amounts paid in settlement and reasonable expenses including attorneys' fees.

**Section 9. RESIGNATION:** Any director may resign by filing a written resignation with the Secretary.

**Section 10. REMOVAL OF A DIRECTOR:** A director may be removed from office by an affirmative vote of two-thirds of all of the members of the Board whenever in the judgment of the Board the best interests of the Association would be served thereby. Reasons for removal include, but are not limited to, any Board member who misses more than two consecutive Board meetings.

**Section 11. EXECUTIVE COMMITTEE:** There shall be an Executive Committee of the Board to be comprised of the following persons: the President of the Association, the Vice-President of the Association, the Secretary of the Association, the Treasurer of the Association, and the Immediate Past President of the Association. The Executive Committee shall be chaired by the President of the Association or, in his/her absence, the Vice-President. This committee takes direction from the Board and is empowered and expected to take specific actions to further the policies, programs, initiatives, and/or any other lawful endeavors that the Association may

undertake. The Executive Committee may conduct business by telephone conference call or by internet communications, provided that a quorum is available.

## ARTICLE V: OFFICERS

**Section 1. OFFICERS:** The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and an Immediate Past President.

**Section 2. ELECTIONS, TERMS OF OFFICE:** The officers of the Association shall be full members of the Association and shall be elected in the same manner as provided in Article IV, Section 3 for election to the Board of Directors, with the following regulations: No person who has served two consecutive terms as an officer shall be eligible for election as an officer for another term until one year after the expiration of the second term. No person may serve any consecutive combination of terms as a director and officer exceeding nine years.

1. The Vice-President shall serve for a term of one year, at the end of which (s)he will automatically become President for a term of one year, after which (s)he will become the immediate Past President for one year. The three years of service in this executive officer rotation will be considered one three year term. A new Vice President must be elected each year.
2. The Secretary and the Treasurer shall each be elected for a term of three years.

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until her/his death or until (s)he shall resign or shall have been removed from office in the manner proscribed in these bylaws.

**Section 3. VACANCIES:** The Board of Directors may, but need not, fill any vacancy occurring in the slate of officers by a vote of two-thirds of the directors. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 4. REMOVAL OF OFFICERS:** Any officer, whether elected by the membership or by the Board of Directors, may be removed by an affirmative vote of two-thirds of all of the members of the Board whenever in the judgment of the Board the best interests of the Association would be served thereby.

**Section 5. RESPONSIBILITIES AND POWERS OF THE PRESIDENT OF THE ASSOCIATION:** The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, (s)he shall be in charge of the business and affairs of the Association. (S)he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general (s)he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. (S)he shall preside at all meetings of the Board of Directors and of the Association as a whole, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws. (S)he may execute for the Association any contracts, deeds,

mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed.

**Section 6. RESPONSIBILITIES AND POWERS OF THE VICE-PRESIDENT:** The Vice-President shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. In construing the President's inability or refusal to act, the Vice-President shall not have the authority to act in place of the President unless a two-thirds majority of the Board agree that the President is not performing his/her responsibilities as required by these Bylaws.

**Section 7. RESPONSIBILITIES AND POWERS OF THE TREASURER:** The Treasurer shall be the principal accounting and financial officer of the Association. (S)he shall:

1. have charge of and be responsible for the maintenance of adequate books of account for the Association;
2. have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof;
3. perform all the duties incident to the office of Treasurer, including making periodic reports to the Board of Directors and the membership of receipts and expenditures and assisting the Executive Committee in the preparation of an annual budget;
4. if required by the Board of Directors, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine;
5. keep a register of the mailing address of each member which shall be furnished to the Treasurer by such member and the status of each member's dues payment, and
6. perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8. RESPONSIBILITIES AND POWERS OF THE SECRETARY:** The Secretary shall be the principal record-keeper of the Association. She/he shall:

1. have charge and custody of all records for the Association, other than those records of Account kept by the Treasurer;
2. record the minutes of the meetings of the Board of Directors and the Membership and maintain written record of all formal actions taken by the Board of Directors;
3. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

4. be custodian of the corporate records and of the seal of the Corporation;
5. assure that all necessary reports and other documents are filed with the appropriate agencies to maintain the Association's corporate and tax-exempt status; and
6. perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

**Section 9. RESPONSIBILITIES AND POWERS OF THE IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

#### **ARTICLE VI: COMMITTEES**

**Section 1. ESTABLISHMENT AND COMPOSITION OF COMMITTEES:** The Board of Directors, by resolution adopted by a majority of its members, may establish one or more committees to carry on the work of the Association. Such committees shall be comprised of at least one member of the Board and such other full or associate members of the Association as shall be appointed by the President of the Association. Persons who are not members of the Association may also serve on a committee, but under no circumstances shall their number exceed one-third of the membership of any committee.

**Section 2. Mandatory Committees:** The President must appoint members to the Elections committee each year by July 1. The committee will be responsible for carrying out the requirements for elections as set forth in Article IV section 3 and all corresponding sections of these bylaws.

**Section 3. TERMS OF OFFICE:** Each member of a committee shall continue as such until his/her successor is appointed after the next annual meeting of the Association, unless the committee shall be sooner terminated, or unless such member shall resign or shall be removed from such committee. The board may elect to renew all or some members of a committee by a majority vote at the Annual Meeting. The President shall have the sole authority to remove a committee member.

**Section 4. ELECTION OF COMMITTEE CHAIRS:** One member of each committee shall be appointed as Chair by the President. The President has the discretion to appoint Co-Chairs of committees when (s)he deems it appropriate.

**Section 5. VACANCIES:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. QUORUM:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, whatever number of committee present shall constitute a quorum and the act of a majority of the members present at a meeting shall be the act of the committee.

**Section 7. RULES:** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents of the Association, addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

**Section 2. CHECKS, DRAFTS, ETC.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. DEPOSITS:** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, money market funds, mutual funds, or other depositories as the Board of Directors may select.

**Section 4. GIFTS:** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

**Section 5. DISSOLUTION:** Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986(or the corresponding provision of any future federal tax code). Any assets not so distributed by the Association itself shall be distributed for the same purposes to qualified organizations by a state court of competent jurisdiction in the county in which the principal office of the organization is then located.

#### **ARTICLE VIII: BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors, and a record, giving the names and addresses of the members entitled to vote at the registered or principal office. All books and records of the Association may be inspected by any director or his/her agent or attorney for any proper purpose at any reasonable time.

#### **Article IX: Communications**

The Association shall conduct its communications in a mode appropriate to the situation, as determined by the secretary; these modes shall include, but are not limited to: mail/parcel service, electronic mail, fax, video conference, telephone, and in person. Members are expected to keep the secretary apprised of changes in contact information to ensure members are notified of the business of the Association.

## **ARTICLE X: FISCAL YEAR**

**Section 1. FISCAL YEAR:** The fiscal year of the Association shall be July 1 to June 30.

**Section 2. BUDGET:** A proposed budget shall be submitted to the board of Directors by the Treasurer no later than June 15 of each year. The Board shall hold a meeting to review and approve the budget prior to June 30 of each year. Affirmative votes of two-thirds of the Board members present at the meeting are required for budget approval.

## **ARTICLE XI: AMENDMENTS**

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the laws of Pennsylvania.

## **ARTICLE XII: CONFLICT OF INTEREST**

No officer or member of the Board shall derive any financial profit or gain, directly or indirectly, by reason of his/her membership on the Board, or services to the Board. At least once a year each Board member shall prepare and sign a written statement listing any potential conflicts of interest. A copy of this statement shall be filed with the Board. Each member shall disclose to the Board any personal interest which (s)he may have in any matter pending before the Board and shall refrain from participating in any decision on such matter.

## **ARTICLE XIII: EMERGENCY BYLAWS**

In the event of an emergency, as determined solely by the President, decisive action may be taken via telephone. The President shall contact the Secretary and Treasurer who may take only whatever action is required in the face of the emergency and may decide the matters amongst themselves on a majority vote basis. Emergencies include, but are not limited to, floods, fires, or other unexpected catastrophic events.

## **ARTICLE XIV: PENNSYLVANIA LAW PREVAILS**

Under any and all circumstances, the laws of the Commonwealth of Pennsylvania apply and shall be adhered to in the business of the Association and in any future modifications or revisions of these Bylaws.

## **ARTICLE XV: SEVERABILITY**

**Section 1: SEVERABILITY:** If any section or heading of these Bylaws is deemed unlawful, the remainder shall be legally valid.

**Section 2. NO ORAL MODIFICATION:** No party may orally modify these Bylaws.

Adopted on January 5, 2002

Amended on April 30, May 1, May 3, 2005 and July, 26, 2005

Amended on May 7, 2010

Amended on June 16, 2011