

By-Laws
Northeast Association of Pre-Law Advisors, Inc.
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MISSION

The Northeast Associate of Pre-Law Advisors, NAPLA, promotes the professionalism and development of pre-law advisors affiliated with colleges and universities, with the intention of ensuring the delivery of optimal pre-law advisement services to pre-law students and alumni. NAPLA supports this goal by creating and identifying opportunities for advisor education, clarifying professional standards, advocating for the interests of pre-law advisors and students, and developing and increasing lines of communications among pre-law advisors, law school admissions officers, and others seeking to ensure the provision of the best quality pre-law advisement.

ARTICLE I – OFFICES

1. The registered office of the corporation shall be: 106 Tunbridge Road, Baltimore, MD 21212.
2. The corporation may also have offices at such other locations as the Board of Directors may from time to time appoint or that activities of the corporation may require.

ARTICLE II – SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words, “Corporate Seal.”

ARTICLE III – MEMBERS

1. Membership commences with payment of dues. Members shall have the following qualifications:
 - A. Regular Members**
 - i. Regular members shall be faculty or staff associated with either appropriately accredited two- or four-year colleges or universities.
 - ii. More than one individual from any two- or four-year college or university may become a member, but each individual shall pay dues.
 - iii. Each regular member shall have one vote. No member shall sell or transfer his or her vote for money or any other thing of value, nor shall any member be permitted to offer a proxy for his or her vote at any meeting of the association. The right of a member to vote, and his or her right, title, and interest in or to the corporation or its property, shall cease on the termination of his or her membership.
 - B. Associate Members**
 - i. Faculty and administrative officers of accredited or provisionally accredited law schools may become associate members.
 - ii. Representatives of the Law School Admissions Council, the Association of American Law Schools, the American Bar Association, and other non-

profit organizations whose purpose relates to legal education, and who are approved by the Board of Directors, may also become associate members.

- iii. Associate membership may be either individual or institutional. In the latter case, the institution shall designate the individual(s) who shall exercise the rights of associate membership.
- iv. More than one representative of a law school or organization may hold associate membership, but each representative shall pay dues.
- v. Associate members may participate in the affairs of NAPLA, including the right to debate. Their voting rights, however, are limited to participating in the election of their representative on the Board of Directors.

C. Affiliate Members

- i. Affiliate members are pre-law advisors not associated with a college or university.
- ii. Affiliate memberships are only open to individuals who engage in pre-law advising, not institutions or corporations.
- iii. Affiliate members must have previously served as one or more of the following: (a) a graduate of a U.S. law school and member of a state bar, (b) a pre-law advisor at an accredited two- or four-year college or university, or (c) a law school admissions official at an accredited law school.
- iv. Affiliate members may participate in the affairs of NAPLA, including debate. However, affiliate members do not have voting rights.

D. Members Emeriti

- i. The Board of Directors may, from time to time, confer emeritus/emerita membership upon individuals who have served NAPLA with distinction, but who are no longer active in pre-law advising or law school admissions.
 - ii. Members emeriti neither have a vote nor may they hold elective office, but otherwise they shall enjoy all the benefits of membership.
2. The Board of Directors shall determine the amount of annual dues payable by the members.
 3. The Board of Directors, by affirmative vote of two-thirds (2/3) of all its members, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member in default in the payment of any dues or assessments.
 4. Upon written request, signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of its members, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
 5. Membership in the corporation is not transferable or assignable.

6. Issues of eligibility for membership in the association shall be referred to the Board of Directors, the decision of which shall be final.

ARTICLE IV – MEETINGS OF MEMBERS

1. Meetings of the members shall be held at 106 Tunbridge Road, Baltimore, MD 21212, or at such other place or places, either within or without the State or Maryland, as may from time to time be affixed by the Board of Directors.
2. The annual meeting of the members shall be held during the annual conference in June, when they shall elect officers and members of the Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, ten (10) percent of the members entitled to vote may call such meeting by submitting a request to the President or the Executive Committee.
3. Special meetings of the members may be called at any time by the President, the Board of Directors, or ten (10) percent of the members entitled to vote who submit such request to the President or the Executive Committee. At any time, upon written request of the person(s) who has called a special meeting, it shall be the duty of the President to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the President shall neglect or refuse to fix the time of the meeting, the persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.
4. Written notice of the annual meeting of the members, stating the time, place, and agenda, shall be given by, or at the direction of, the President to each member of record entitled to vote at the meeting at least fourteen (14) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the President shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
5. Upon request of a member, the books or electronic records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or electronic records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or electronic records to be members entitled to vote may vote.
6. Voting may be by voice, show of hands, ballot, mail, email, or any reasonable means determined by the Board of Directors.
7. In advance of any meeting of members, the Board of Directors may appoint judges of election to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any

member shall, make such appointment at the meeting. No person who is a candidate for office shall act as judge.

ARTICLE V – BOARD OF DIRECTORS

1. The Board of Directors shall manage the business and affairs of this corporation.
2. The Board of Directors shall be composed of the officers, eight (8) members-at-large elected for two-year terms (four [4] such members to be elected in odd-numbered years and four [4] such members to be elected in even-numbered years), and one non-voting associate member elected for a two-year term (to be elected in odd-numbered years).
 - A. No at-large member or associate member may be elected to more than two consecutive two-year terms.
3. In addition to the powers and authorities these by-laws expressly confer upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, by Articles of Incorporation, or by these by-laws directed or required to be exercised or done by the Members.
4. The meetings of the Board of Directors shall be held at least once a year. These meetings may be held at such times and places as a majority of the Board of Directors may designate in the notice calling the meeting.
5. Written, electronic, or personal notice of every meeting of the Board of Directors shall be given to each member at least one (1) month prior to the day named for the meeting. The agenda will be given to each member at least ten (10) days prior to the meeting.
6. A majority of the Board of Directors, as defined in Article V, Section 1, shall be necessary to constitute a quorum for the transaction of business. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing or by electronic transmission setting forth the action so taken shall be agreed to by a majority of the Board of Directors in office. These consent(s) shall be filed with the Secretary of the corporation.
7. The Board of Directors may declare vacant the office of a member if she or she is declared of unsound mind by an order of a court of competent jurisdiction, if he or she is convicted of a felony, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing, by attending a meeting of the Board of Directors, or by fulfilling such other requirements of qualification as the by-laws may specify.

ARTICLE VI – OFFICERS

1. The executive officers of the corporation shall be chosen by the members and shall consist of a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Treasurer. The President, 1st Vice President, 2nd Vice President, and Secretary shall be natural persons of full age. The Treasurer, however, may be a corporation, but if a natural person shall be of full age. They shall hold their office for a term of one year and

shall have such authority and shall perform such duties as are provided by the by-laws and as prescribed by the Board of Directors. No individual may serve more than five consecutive terms as Secretary or Treasurer, respectively. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. The Board of Directors may remove an officer or agent whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
3. The **President** will be the person who most recently served as the 1st Vice President. The President shall be the chief executive officer of the corporation, shall call (or direct the Secretary to call) all meetings of the members, officers, and Board of Directors, shall preside at all meetings of the members, officers, and Board of Directors, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Association are carried into effect, shall execute bonds, mortgages, and other documents requiring a seal under the seal of the corporation, shall be an ex-officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of President. S/he shall also serve as a voting member of the PLANC Board and shall deliver a written report on PLANC meetings to all members of the NAPLA Board of Directors. Additionally, the President shall serve as Chair of the Nominating Committee.
4. The **1st Vice President** will be the person who most recently served as the 2nd Vice President. The 1st Vice President shall act in all cases for and as the President in the latter's absence or incapacity, shall perform such other duties as may be required by the Board of Directors, and shall chair the annual conference in the year for which he/she serves as 1st Vice President. The 1st Vice President will also serve as a designee on the PLANC Board. In the event of the incapacity of both the President and the 1st Vice President, the 2nd Vice President will act in all cases for and as the President, or in the latter's incapacity, the Secretary shall so act.
5. The **2nd Vice President** shall chair the annual conference in the year following his/her term as 2nd Vice President. The 2nd Vice President shall perform such other duties as may be required by the Board of Directors.
6. The **Secretary** shall attend all sessions of the Board of Directors and all meetings of the members and shall act as clerk thereof. He or she shall record all the votes of the corporation and the minutes of all its transactions in books belonging to the corporation and kept for that purpose. When directed by the President, the Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board of Directors shall affix the same to any instrument requiring it. No individual may serve more than five consecutive years as Secretary.

7. The **Treasurer** shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. He or she shall keep the moneys of the corporation in a separate account to the credit of the corporation. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at regular meetings or whenever they may require it, an account of all transactions and of the financial condition of the corporation. The Treasurer shall work with a Certified Public Accountant (contracted by NAPLA) to prepare NAPLA's tax return. He or she shall also share a copy of the completed tax return with the Board of Directors on an annual basis.

ARTICLE VII – AGENTS OF THE CORPORATION

1. An agent of the corporation is one who is appointed by the Board of Directors for a period of one year to perform necessary functions as defined by the Board of Directors. The Board will issue a Request for Proposals to the NAPLA membership two months prior to selecting new agents. All proposals submitted will be shared with the Board of Directors for use in selecting new agents. Such appointments are renewable for additional term(s) at the discretion of the Board of Directors upon completion of an abbreviated, non-competitive proposal from an existing agent.
2. Agents of the corporation are not members of the Board of Directors, but one or more of such agents are generally invited to attend portions of meetings of the Board of Directors at which their advice or expertise is required.

ARTICLE VIII – VACANCIES

1. If the office of any officer or agent becomes vacant for any reason, the Board of Directors may choose a successor who shall hold office for the unexpired term in which such vacancy occurred. When possible, agents and officers are expected to give at least six (6) months notice before leaving their position to allow sufficient time for transition.
2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of members of the Board of Directors, shall be filled by a majority of the remaining members of the Board, even if less than a quorum; each person so chosen shall be a member of the Board of Directors until a successor is elected by the membership of NAPLA, which shall make such election at either the next annual meeting of the members or at a special meeting called for that purpose.

ARTICLE IX – BOOKS AND RECORDS

1. The corporation shall keep an original and duplicate record of the proceedings of the members and the Board of Directors, the original and a copy of its by-laws (including all amendments thereto), and an original and duplicate membership register, giving the names of the members and showing their respective addresses. The corporation shall also

keep appropriate, complete, and accurate books or records of financial accounts. The records provided for herein may be kept in electronic format and shall be kept at a location to be determined by the Board of Directors.

2. Every member shall, upon written demand, under oath and stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business and for any proper purpose, the membership register, books and records of account, or the records of the proceeding of the members and the Board of Directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office or at its principle place of business, wherever situated.

ARTICLE X – COMMITTEES

1. Executive Committee

- A. The Officers of the Board of Directors shall constitute the Executive Committee of the Board of Directors. Each member of the Executive Committee shall have one vote.
- B. This Committee shall act on urgent matters that arise between meetings of the Board of Directors. In addition, the Executive Committee may act for the Board of Directors on other matters, if such matters are delegated to the Executive Committee by the consent, either in person, in writing, or by electronic transmission, of a majority of the Board of Directors.
- C. The Actions of the Executive Committee under this section shall have the same effect as actions taken by the full Board of Directors.
- D. Any matters undertaken by the Executive Committee pursuant to this section shall be reported to the Board of Directors no later than its next meeting.

2. Conference Committee

- A. The Conference Committee shall be appointed each year by the 1st Vice President, who shall be the Chair and who may select a Co-Chair. All members of the Board of Directors shall serve as members of the Conference Committee. In addition, the 1st Vice President shall appoint to the committee at least four (4) persons who are members of NAPLA and not members of the Board of Directors.
- B. The Conference Committee shall develop the theme for the annual conference, with the approval of the Board of Directors, and shall have responsibility for the further executive of plans and programs.

3. Nominating Committee

- A. The President shall serve as the Chair of the Nominating Committee, and shall select at least two (2) members of the Board of Directors and at least two (2) regular members not then serving on the Board of Directors to serve on the committee.
- B. The Nominating Committee shall prepare, for the approval of the Board of Directors, a slate of officers, members-at-large, and, in odd-numbered years, an associate member to fill terms which are expiring on the Board of Directors. No member of the Nominating Committee may be a candidate for election as a member of the Board of Directors. The Nominating Committee shall secure the consent of those nominated and shall see that the complete slate of nominees is sent electronically to all voting members of the Association at least fourteen (14) days in advance of the annual meeting.
- C. Nominations to the Board of Directors should be made with consideration for geographical distribution, diversity of types of schools represented, difference in type of job held by advisors, and levels of experience. Nominations should also aim to make the Board a diverse body based on gender, race, ethnicity, and sexual orientation.
- D. The Nominating Committee may be asked to suggest candidates for appointment by the Board of Directors to fill vacancies as provided in Article VIII, Sections 1 and 2.

4. Other Standing Committees

- A. The Communications and Strategic Initiatives Committee exists to evaluate and promote NAPLA's communication to its membership and constituents, to generate new ideas, and to innovate solutions to address NAPLA's evolving needs in the areas of communications and strategic initiatives as identified by the Board and/or the Committee. Committee membership is comprised of the Chair of the Committee, the NAPLA Technology Agent, and at least one additional member of the Board of Directors, in addition to the Committee Chair and two NAPLA members who are not members of the Board of Directors. Committee members will be chosen by the Board of Directors for one-year terms and will be eligible for reappointment.
- B. The NAPLA Scholarship Committee exists to allocate scholarships to enable NAPLA members to attend the annual NAPLA Conference. The amount of money available for scholarships will be determined annually by the Board of Directors. Two members of the NAPLA Board will serve on the Scholarship Committee. These members will be chosen by the Board of Directors for one-year terms; they will be eligible for reappointment.

5. Other Committees

- A. Other committees may be authorized by the Board of Directors or proposed by the membership at the annual meeting.

- B. Chairpersons and members of such committees shall be chosen from the membership and appointed by the President. At a minimum, the Chairperson or a member of the Committee must be a member of the Board. Appointments shall be for one (1) year. Chairpersons and members will be eligible for reappointment.
- C. The role of all committees, except that of the Executive Committee, shall be advisory.

ARTICLE XI – TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property, nor sell, mortgage, lease, or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members of the Board of Directors. Unless otherwise restricted in these by-laws, no vote of consent of the members shall be required to make effective such action by the Board of Directors. If the real property is subject to a trust, the conveyance shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors, or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by the Treasurer, or such other officer or officers as the Board of Directors may designate.
4. NAPLA may provide a stipend to agents or to other persons who provide an extraordinary amount of administrative support for the organization upon determination by the Board.
5. Any expense of up to \$500, or an amount to be adjusted annually by a vote of the Board, may be approved by the President, working in conjunction with the Treasurer. Stipend awards or any expenses greater than \$500 must be approved by the Board.

ARTICLE XII – ANNUAL REPORT

1. The Treasurer shall present annually to the members a report showing in appropriate detail the following:
 - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principle changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
 - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report,

including separate data with respect to each trust fund held by or for the corporation.

- d. The expenses of disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- e. A review of financial records conducted by a Certified Public Accountant, chosen by the Board of Directors and not a member of the Board of Directors, along with the name and address of the professional. The Board may determine to require an audit in lieu of a review.
- f. This report shall be filed with the minutes of the annual meeting.

ARTICLE XIII – NOTICES

Whenever written notice is required to be given to any person, it shall be given to such person, either personally or by sending a copy thereof by first class mail (postage prepaid), by fax, or by other electronic transmission, to the person's address appearing on the books of the corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail. For a fax or other electronic transmission, it shall be presumed to have been given to the person entitled thereto within twenty-four (24) hours of transmission, provided no error message or other indication of failure in the transmission is received by the sender within that time period. A notice of meeting shall specify the place, day, and hour of the meeting, as well as any other information required by statute or these by-laws.

ARTICLE XIV – INDEMNIFICATION

The corporation shall indemnify each of its directors, officers, agents, and employees, whether or not then in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer, agent, or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the corporation for negligence or misconduct in the performance of his or her duty as director, officer, agent, or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction over the matter approves of such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer, agent, or employee may be entitled.

ARTICLE XV – MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of September.
2. Terms of office shall begin on the first day of September.

3. One or more persons may participate in a meeting of the Board of Directors or of the business meeting by means of conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
4. The Board of Directors may invite representatives of pre-law related organizations to attend meetings of the members or of the Board of Directors.
5. So long as the corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of Section 7541 of the Nonprofit Corporation Law of 1972.
6. The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provision of Section 7542 of the Nonprofit Corporation Law of 1972, and to issue certificates therefore.
7. Profit-making organizations are not eligible for membership in NAPLA, but may subscribe to NAPLA Publications and may attend NAPLA conferences subject to payment of fees set by the Board of Directors.
8. NAPLA shall maintain and adhere to the following policies as required for compliance with IRS Form 990:
 - a. Compensation
 - b. Conflict of Interest
 - c. Document Retention
 - d. Whistleblower

ARTICLE XVI – AMENDMENTS

By-laws may be adopted, amended, or repealed by the vote of two-thirds (2/3) of the regular members of NAPLA present and voting at an annual conference, or at any regular or special meeting duly convened after notice to members for that purpose, or by mailed ballot duly authorized by the Board of Directors. Notices for such meetings shall meet requirements found in Article IV, Section 4 and shall include copies of the proposed by-law changes.