

BYLAWS OF THE CLINICAL LEGAL EDUCATION ASSOCIATION

A Not-for-Profit Corporation duly organized and existing
under the laws of the Commonwealth of Pennsylvania.

Adopted on January 5, 2002; as amended May 1, 1005, July, 26, 2005 and May 7, 2010.

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 purpose of these by-laws, "CLEA" and "the Association" are synonyms for the Clinical Legal Education Association.

Section 3. DEFINITIONS: For the purposes of these by-laws:

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 and associate members. These shall be persons whose applications for membership and annual dues have been accepted by the Association and who meet the qualifications set out in Section 2 of this article.

Section 2. QUALIFICATIONS FOR MEMBERSHIP: A person who is engaged or has been engaged in legal education and who applies for full membership shall be accepted as a full member of the Association upon payment of annual dues to be determined by the Board of Directors. Full members shall be entitled to those publications and other benefits of membership as defined by the Board of Directors.

A person who is engaged or has 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 is otherwise interested in the furtherance of clinical legal education, may apply to the Board of Directors for acceptance as an associate member of the Association. Associate members shall be entitled to pay a lesser amount in dues than full members, in an amount to be determined by the Board of Directors, and shall be entitled to those benefits of such membership class as may be defined by the Board of Directors. The Board of Directors shall retain the discretion to decide who shall be qualified to hold the status of associate member. 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. 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 management of the business, property, affairs and program of the Association.

Section 2. NUMBER OF DIRECTORS, TERMS OF OFFICE: The Board of Directors shall be comprised of between eleven and eighteen full members. 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. The other directors shall be elected to terms of three years, except that the initial board shall be elected as follows: three members to terms of one year, three members to terms of two years, and two members to terms of three years, so that thereafter approximately one-third of the directors are elected each year. No person who has served two consecutive terms shall be eligible for election to the Board for another term until one year after the expiration of the second term. The term limit provision shall not apply to a term served as an officer. It is not obligatory that all vacancies on the Board be filled at any one time, though 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. Pursuant to Article VI, the Board of Directors shall each year designate an elections committee. Prior to September 1 of each year, the Secretary shall publish a notice to each member inviting nominations to the Board. To be effective, a nomination must be received by October 1. The elections committee shall determine whether each nominated person is eligible and shall contact each nominated person to determine whether she/he is willing to serve. On or before October 15 of each year, the elections committee shall forward to the Secretary a list of eligible persons who have been nominated. The Secretary shall insure that ballots are mailed to all members on or before November 1. To be counted, a completed ballot must be returned on or before December 1. The elections committee shall

oversee the counting of ballots and shall certify the results to the Secretary. 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.

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

Notwithstanding the above, in order to insure that new clinical teachers have a voice in the governance of the Association, in any year in which it appears to the Secretary that no member of the Board has been a clinical teacher for fewer than six years or that the terms of office of all such members will expire at the end of that year, the Secretary shall notify the membership of this fact as part of the process of inviting nominations set forth in the preceding paragraph. In such a year, the elections committee shall actively solicit the nomination of persons who have been clinical teachers for fewer than six years. Any nominee who will not have been a clinical teacher for six or more years by the end of the then current year and who wishes to be so identified will be identified as a "new" clinician on the ballot. If no new clinician is among the nominees whose vote total would result in her/his 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.

Section 4. MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors shall meet at least twice a year at a time and place to be decided by the Board. 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. 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 she/he, her/his 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 three 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. The Executive Committee shall be empowered to act on behalf of the full Board when in its view action is needed prior to the next scheduled meeting of the Board, provided that the Board is notified in writing within 20 days of any action taken by the Executive Committee. The Executive Committee may conduct business by telephone conference call or by internet communications, provided that a quorum is available. Notice of Executive Committee meeting may be given orally, in writing, or electronically to members with addresses on the internet or a similar computer network.

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 exceptions:

- (a) the Vice-President shall serve for a term of one year at the end of which she/he will automatically become President for a term of one year, and immediate Past President for one year at the end of his/her term as President; and
- (b) the Secretary and the Treasurer shall each be elected for a three-year term. No person who has served two consecutive terms as an officer shall be eligible for election as an officer or director until one year after the expiration of the second term.

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 she/he shall resign or shall have been removed from office in the manner proscribed in these by-laws.

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, she/he shall be in charge of the business and affairs of the Association. She/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 she/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 by-laws. She/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 her/him by the President or by the Board of Directors. In the absence of the President or in the event of her/his 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 or her responsibilities as required by these by-laws.

Section 7. RESPONSIBILITIES AND POWERS OF THE TREASURER: The Treasurer shall be the principal accounting and financial officer of the Association. She/he shall:

- (a) have charge of and be responsible for the maintenance of adequate books of account for the Association;
- (b) have charge and custody of all funds and securities of the Association, and be responsible therefor, and for the receipt and disbursement thereof;
- (c) 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;
- (d) 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;
- (e) 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
- (f) perform all duties incident to the office of Treasurer 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 8. RESPONSIBILITIES AND POWERS OF THE SECRETARY: The Secretary shall be the principal record-keeper of the Association. She/he shall:

- (a) have charge and custody of all records for the Association, other than those records of Account kept by the Treasurer;
- (b) 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;
- (c) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- (d) be custodian of the corporate records and of the seal of the Corporation;
- (e) 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

- (f) 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 her/him 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. 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 President shall have the sole authority to remove a committee member.

Section 3. 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 she/he deems it appropriate.

Section 4. 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 5. 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 6. RULES: Each committee may adopt rules for its own government not inconsistent with these By-Laws 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 by-laws, 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 and shall also keep minutes of the proceedings of the Board of Directors, and shall keep the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any director or her/his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX: 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 May 1 of each year. The Board shall hold a meeting to review the budget prior to June 1 of each year.

ARTICLE X: AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws 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 by-laws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

ARTICLE XI: 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 he/she may have in any matter pending before the Board and shall refrain from participating in any decision on such matter.

ARTICLE XII: EMERGENCY BY-LAWS

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 XIII: 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 CLEA and in any future modifications or revisions of these Bylaws.

ARTICLE XIV: 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 and May 3, 2005

Amended on May 7, 2010