

# **ASUCM By-Laws**

## **Law Clinic By-Laws**

Updated as of September 30, 2010

**Purpose:** The mission of the Student Resource Law Clinic at University of California, Merced is to provide a connection between UCM students and legal counsel. The Clinic is to be accessible, open and free of charge to all UCM students who seek its services.

### **Table of Contents:**

<b>Article I: Name.....</b>	<b>2</b>
<b>Article II: Purpose.....</b>	<b>2</b>
<b>Article III: Board of Directors.....</b>	<b>2</b>
Section 1: Authority and Powers.....	2
Section 2: Number, Tenure, and Qualification.....	2
Section 3: Admitting New Board Members.....	2
Section 4: Officers of the Board (“Board Officers”).....	2
Section 5: Removal of Board Members.....	3
Section 6: Replacement of Board Members.....	4
Section 7: Officers of the Law Clinic (“Chief Officers”).....	4
Section 8: Removal of Officers.....	4
Section 9: Terms.....	4
<b>Article IV: Responsibilities.....</b>	<b>4</b>
Section 1: Delegation, Expenses, and Compensation.....	4
Section 2: Board Meetings.....	5
Section 3: Manner of Acting.....	5
Section 4: Special Meetings.....	5
Section 5: Voting Means.....	5
Section 6: Conflicts of Interest Policy.....	6
Section 7: Assets.....	6
Section 8: Amendments.....	6

### **Article I: Name**

The name of this organization shall be the "Law Clinic at CC Merced."

### **Article II: Purpose**

The Law Clinic at UC Merced shall serve as an educational resource and an institute of legal assistance for students at the University of California, Merced.

### **Article III: Board of Directors**

#### **Section 1: Authority and Powers**

- A. The Board of directors represents the governing body of the Law Clinic at UC Merced.
- B. The Board shall be empowered to make any and all regulations, rules, policies, user agreements, terms of use, and other such decisions as may be necessary for the continued functioning of the clinic not inconsistent with these bylaws.
- C. On an annual basis the board will pick a member of the faculty or staff to serve as an adviser.

#### **Section 2: Number, Tenure, and Qualification**

- A. The Board of Directors represents the governing body of the Student Resource Law Clinic at UC Merced. The Board of Directors exercises all Clinic powers. The Board of Directors must consist of the following:
  - 1. A member of the Merced Pre Law Society,
  - 2. The Director of Law Clinic
  - 3. Two undergraduate students,
  - 4. A member of ASUCM
- B. The board must comprise of members that will best fulfill the mission and responsibilities of the Student Resources Law Clinic.

#### **Section 3: Admitting New Board Members**

- A. A person or persons may apply for a Board of Directors seat through an approved application process enumerated by the Board. Such applicants may apply in writing and sent to the Chair of the Board.
- B. Approval of nominated admission to the Board requires a two-third (2/3) vote of approval of all current Board members.

#### **Section 4: Officers of the Board ("Board Officers")**

- A. The Board shall elect from among its members a Chair, Vice-Chair, and an Executive Secretary.
  - 1. Chair of the Board ("Chair")
    - i. The Chair shall, when present, preside at all meetings of the Board. The

Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board at meetings and other times as necessary to keep Board members informed of Law Clinic activities. The Chair shall in general perform all duties as from time to time may be assigned to them by the Board.

2. Vice-Chair of the Board ("Vice-Chair")
  - i. The Vice Chair shall perform the duties and have the powers of the Chair when the Chair is absent or unable to perform his or her duties. Other duties of the Vice Chair may be designated by the Board or the Chair.
3. Executive Secretary of the Board ("Executive Secretary")
  - i. The Executive Secretary shall keep accurate records of all Board of Director meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain records and perform all duties of the office of the Executive Secretary and such other duties as may be assigned by the Chair or the Board.
  - ii. The Chair may appoint an interim Secretary during the absence of the Executive Secretary at any Board meeting.

#### **Section 5: Removal of Board Members**

- A. Any Board member may be removed from the Board if said Board member fails to adhere to the Bylaws of the Law Clinic as well as represent the clinic in a professional manner.
- B. A Board member shall be removed from the Board upon nomination for removal from a current Board member and unanimous approval for removal by all remaining current Board-members. Such nomination shall be made in writing and sent to the Chair of the Board unless said nomination is the Chair of the Board in which it shall then be sent to the Vice-Chair of the Board.
- C. The Board member nominated for removal shall be excluded from the required vote of approval for removal by all Board members as stated in section 3.31.
- D. Any Board member of the Law Clinic may resign at any time by giving a three weeks written notice to the Board of Directors, to the Chair, Vice-Chair, or Executive Secretary of the Board. Any such resignation shall take effect at the *time* specified upon its acceptance by the Board of Directors.

#### **Section 6: Replacement of Board Members**

- A. Should a Board member resign, become incapacitated or otherwise be unable to serve, the remaining Board members may appoint an interim representative.

## **Section 7: Officers of the Law Clinic (“Chief Officers”)**

### **A. Director of the Law Clinic**

1. The Director of the Law Clinic shall be responsible for the day-to-day operation of the Student Resource Law Clinic; ensure that all student volunteers, workers, or interns comply with the provisions of these Bylaws or as delegated and instructed by the Board; and compile reports as they are requested by the Board.

## **Section 8: Removal of Officers**

- A. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Law Clinic would be served thereby.
- B. Any officer or agent elected or appointed by the Board may be removed by a majority (50% + 1) vote of the full membership of the Board.
- C. Any officer of the Law clinic may resign at any time by giving written notice to the Board of Directors, to the Board Chair, to the Vice-chair, or to the Executive Secretary of the Law clinic. Any such resignation shall take effect at the time specified therein, or, if the time be not therein, upon its acceptance by the Board of Directors.

## **Section 9: Terms**

- A. Board members and Officers shall be elected for one academic year terms of office by majority vote of the Board and may be re-elected at the expiration of their term.

## **Article IV: Responsibilities**

### **Section 1: Delegation, Expense, and Compensation**

- A. Any action required or permitted to be taken by the Board under this constitution or any provision of law may be delegated by the Board to the Chair or to any committee of the Board.
- B. Committees may include as committee members persons from the community and other professionals who are not Board members, provided the membership of the committee is approved by the Board.
- C. Board members may not be compensated for their roles as Board of Directors. They may be allowed expenses, by resolution of the Board, for attending meetings, if necessary. No Board member shall be employed or otherwise receive compensation from the Law Clinic for their duties as Board Members

### **Section 2: Board Meetings**

- A. Meetings of the Board may be scheduled at such times and at such places as the Board members deem appropriate. The Chair may call a special meeting of the board for any purpose upon notice being given at least ten days in advance of the

meeting. Meetings may be held by electronic means such as telephone or chat as long as all Board members are able to participate fully in any discussion with all the other members of the Board.

- B. A majority (50%+1) of the Board of Directors shall constitute a quorum at any meeting of the Board.

### **Section 3: Manner of Acting**

- A. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. Such actions shall take the form of resolutions and shall be included in the records of the Law Clinic.

### **Section 4: Special Meetings**

- A. Special meetings of the Board may be called by the Chair of the Board, by the Vice-Chair, or by any two Board members. The person or persons who call a special meeting of the Board may fix the place for holding such a special meeting
- B. Notice of any special meeting shall be given at least ten (10) days before the meeting by written notice delivered personally, or by email, chat, or fax to each Board member at his or her business address, unless in case of emergency, the chair of the Board or the vice-chair shall prescribe a shorter notice to be given personally or by communicating to each Board member at his or her email address, residence or business address in like manner. Any Board member may waive notice of any meeting, before or after the meeting, as provided in these Bylaws.

### **Section 5: Voting Means**

- A. Voting on all matters, including the election of Board members and officers, may be conducted by mail, electronic mail, chat software, video conferencing, or other similar verifiable means. Proxy voting shall not be allowed.

### **Section 6: Conflicts of Interest Policy**

- A. All board members and officers swear or affirm to take an oath of high ethical professional standards and must relieve themselves of any perceived conflict of interest.
- B. The purpose of the conflict of interest policy is to protect the Law clinic's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 7: Assets**

- A. The property of this Law clinic is irrevocably owned by the Board and its executive officers and no part of the net income or assets of this Law clinic shall ever inure to the benefit of any Board member, officer or members thereof or to the benefit of any private individual.

**Section 8: Amendments**

- A. All amendments to these Bylaws are subject to a two-thirds (2/3) vote of approval of the Board.
- B. Approved amendments and Bylaws shall be made available to the Board of the Law clinic within ten (10) business days of approval of said amendments.