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BYLAWS

JUSTINIAN ORDER OF ST. JOHN FISHER COLLEGE

ROCHESTER, NEW YORK

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BYLAWS
OF
JUSTINIAN ORDER OF ST. JOHN FISHER COLLEGE
ROCHESTER, NEW YORK

Article I – Name

The name of the Order shall be THE JUSTINIAN ORDER OF ST. JOHN FISHER COLLEGE, (“the Justinian Order”). The Justinian Order shall not be operated for the profit of any person.

Article II – Mission Statement of the Justinian Order

The Justinian Order of St. John Fisher College is a legal society that recognizes with pride the network of Fisher alumni (se) engaged in the practice and administration of law and promotes the mutual interests of its *alma mater* and the legal profession through:

Section 2.1. Collegiality – maintaining friendships amongst fellow graduates conducive to productive networking, including enhanced participation in Fisher reunions and social activities, involving spouses and guests;

Section 2.2. Professional Bonding – utilizing occasional society organized programs/seminars/presentations pertinent to the law profession, along with interdisciplinary possibilities such as medicine, accounting, and business;

Section 2.3. Advisory Mentoring – assisting newly admitted attorneys and, where appropriate, prospective students contemplating admissions to the College, in addition to Fisher undergraduates contemplating the study of the law;

Section 2.4. Advocacy – for the *alma mater* amongst peers and related professional centers of influence.

Article III – Membership

Membership in the Justinian Order of St. John Fisher College is conferred on all alumni of St. John Fisher College who have graduated from an accredited school of law and/or have been admitted to practice law in at least one state within the United States.

Section 3.1. Annual Meeting – The annual meeting of the members of the Justinian Order shall be held at such time and place as the Board may determine.

Article IV – Governing Body

Section 4.1. Name. The principal governing body of the Justinian Order shall be called the Board of Directors (“Board”).

Section 4.2. Powers and Duties. The Board of Directors shall supervise, control, and direct the affairs of the Justinian Order, shall determine its policies or changes therein within the limits of the Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such committees or agents as it may consider necessary.

Section 4.3. Composition.

(a) The Board of Directors shall consist of a President, Past President, Vice President, Secretary, Treasurer, at least six (6) at-large Board members, elected by a majority of the Board; the President of St. John Fisher College or her/his designee. The size of the board is subject to change at its discretion; however, the number shall not be less than nine (9) nor more than fifteen (15). The position of Secretary and Treasurer can be held by the same person.

(b) Other than the College President or her/his designee, no person shall serve on the Board unless that person is a member of the Justinian Order.

(c) Except for the initial year, officers and Board members shall be elected on a rotational basis to take office on the 1st Day of June of each year of their election for their term as designated in the Bylaws or until their successors are elected and qualified, unless she or he is earlier removed or resigns. All Board Terms shall be two (2) years.

Section 4.4. Board Meetings.

(a) There shall be at least two (2) meetings of the Board during the membership year. Special meetings of the Board may be called by written request of the President or at least five (5) Board members.

(b) Notice of any meeting of the Board shall be deemed to be duly given to a Board member if mailed or faxed to the Board member at least seven (7) days before the day on which such meeting is to be held, or is provided by telephone or other means of electronic communication, not later than two (2) days before the day on which such meeting is to be held. Each such notice shall state the time and place of the meeting and the general purpose of the meeting.

Section 4.5. Quorum and Voting.

(a) A simple majority of the Board shall constitute a quorum for the transaction of business.

(b) Any action required to be taken at a meeting of the Board may be taken without a meeting, if proper notice of the proposed action is given in writing to all

directors and thereafter a consent in writing approving the action is signed by all the directors entitled to vote on the subject.

Section 4.6. Resignation or Removal.

(a) An officer or board member may resign at any time. The resignation shall be made in writing and shall take effect at the time specified therein. The acceptance of a resignation shall not be necessary to make it effective.

(b) An officer or Board member may be removed, with or without cause, by a majority vote of the Board at any regular or special meeting of the voting members, voting either in person, or by proxy, or as otherwise permitted by law.

Section 4.7. Board Vacancies. Vacancies on the Board shall be filled by a majority vote of the Board.

Article V – Officers

Section 5.1. Principal Officers. The principal officers of the Justinian Order shall be:

- President
- Past President
(when this position is occupied)
- Vice President
- Secretary
- Treasurer (Secretary and Treasurer can be held by the same person)
- College President or
- College President Designee

Section 5.2. Election of Principal Officers: Terms of Office. The principal officers of the Justinian Order shall be elected by the Board. The President shall serve two (2) years in that office. The terms of the Vice President, Secretary, and Treasurer shall be two (2) years or until the officer’s successor has been elected and qualified.

Section 5.3. Duties. The duties of the officers shall be such as are usually performed by these offices.

Article VI – Committees

The President, with the approval of the Board, shall appoint as many standing and special committees as are determined necessary to fulfill the purpose of the Justinian Order in addition to the committees listed below. The powers, duties, and qualifications for appointment to such committees will be specified by a majority of the Board.

The following committees shall be established by the Board:

- A. Mentoring/Internship Committee
- B. Membership Committee

- C. Awards Committee
- D. Annual Luncheon Committee

The Board shall appoint Committee Chairmen from the Board. Other members of the Committees can be non-Board members but shall be Justinians.

Committee Chairmen shall determine the mission, who the members will be and the number of committee members for their respective Committee.

Article VII – Parliamentary Authority. The most current edition of *Robert’s Rules of Order* shall be the parliamentary authority of the Justinian Order.

Article VIII - Amendments

These Bylaws may be adopted, amended, repealed, or altered, in whole or in part by a majority vote of the Board present at any regular or special meeting, provided.

Article IX – Dissolution

The Justinian Order may be dissolved by a majority vote of the Board with the written approval of the College President or at the discretion of the College President with notice to Board members. Upon dissolution of the Justinian Order, any remaining funds shall be distributed to one or more nonprofit organizations classified by the Internal Revenue Service as tax exempt under Section 501(c)(3) of the Internal Revenue Code.