

BYLAWS

ARTICLE I

Section 1. The Thomas M. Cooley Law School is a nonprofit educational corporation, without capital stock. It is to be financed by public subscriptions, donations, public and private grants, and the fees and tuition of students.

Section 2. The fiscal year of the Corporation will be September 1 through August 31.

Section 3. As set forth in the Articles of Incorporation, the purposes of the Corporation are to establish and operate a law school pursuant to MCL 600.940; to educate prospective members of the legal profession and to qualify students for admission to the Bar; to promote and encourage the study of law, jurisprudence, and courses of study that are legitimately related to the practice of law.

Section 4. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activity not permitted for a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any subsequent tax laws.

ARTICLE II

Section 1. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have the ultimate responsibility for determining and

Revised Draft

**Bylaws
of
Western Michigan University–
Thomas M. Cooley Law School**

Article 1—Nature of Corporation

Section 1—Status and Financing.

Western Michigan University–Thomas M. Cooley Law School is a nonprofit educational corporation, without capital stock. It is financed by public subscriptions [still applicable?], donations, public and private grants, and the fees and tuition of students.

Section 2—Fiscal Year.

The Corporation’s fiscal year is September 1 through August 31.

Section 3—Purposes.

As set forth in the Articles of Incorporation, the Corporation’s purposes are to establish and operate a law school that complies with MCL 600.940; to educate prospective members of the legal profession and qualify students for admission to the bar; to promote and encourage the study of law; and to develop the skills and ethics central to the practice of law.

Section 4—Restrictions.

The Corporation must not carry on any activity prohibited for a corporation that is tax-exempt under § 501(c)(3) of the Internal Revenue Code or other tax laws.

Article 2—Board of Directors

Section 1—Responsibilities.

The Board of Directors manages the Corporation’s business and has the ultimate

directing institutional policy. The Board shall manage, control and direct the affairs and use of the property of the Corporation, to carry out the purposes of the Corporation as described in the Articles of Incorporation.

Section 2. NUMBER AND TERMS OF DIRECTORS. There shall be no fewer than nine nor more than seventeen elected Directors, who shall serve terms of four years from the time of their election.

Section 3. REGULAR MEETINGS OF DIRECTORS. The regular meetings of the Board of Directors shall be held on dates designated by the Chairman in February, June, and October, at the law school at 9:30 a.m., unless a different date, time and place shall be selected by the Chairman, in which case, the Directors shall be notified thereof at least fourteen (14) calendar days prior to said meeting.

Section 4. REGULAR MEETINGS OF DIRECTORS-AGENDAS. Robert's Rules of Order shall govern all meetings of the Board. The agenda for the regular meetings of the Board of Directors shall include:

1. The amendment of bylaws, the adoption of institutional policies, the election of Board members, and matters of planning and budget may be considered at any meeting.
2. The February meeting shall be the annual meeting of the Board, and it shall hear the annual reports of the President, the Dean, and the Faculty Conference through the Dean.

Any Director may place any matter on the agenda for a regular meeting of the Board of Directors, by sending a written request to include the matter and all accompanying information to the Chairman, with copies to the Secretary and other Directors, not later than fourteen calendar days before the meeting.

responsibility for determining and directing institutional policy. The Board must manage the Corporation's affairs and property to carry out the purposes described in the Articles of Incorporation.

Section 2—Number and Terms of Directors.

There must be at least 9 and not more than 17 elected Directors, who serve for four years after their election. [A Director may resign at any time?] [Are the terms staggered somehow?]

Section 3—Regular Meetings—Date, Time, and Place.

The Board must hold regular meetings on dates selected by the Chair in February, June, and October, at the law school's Lansing campus, at 9:30 a.m. — unless the Chair selects a different date, time, or place. In that case, the Chair must notify the Directors at least 14 ["calendar" omitted for consistency with later provisions] days before the meeting. On a majority vote of the Directors, the Board may meet in places other than the Lansing campus, including places outside Michigan.

Section 4—Agenda for Regular Meetings.

(A) Prepared by the Chair. [The Chair must prepare the agenda for a regular Board meeting?] The agenda must include any proposal to amend the bylaws, adopt institutional policies, or elect a Board member, and may include any matters of planning and budget. The February meeting is the Board's annual meeting, at which the President and Dean, and the Faculty Conference (through the Dean) must present their annual reports.

(B) Procedure for adding items. A Director may add an agenda item for a regular meeting. To do so, the Director must send a written request — and any accompanying information — to the Chair, with copies to the Secretary and other Directors, at least 14 days before the meeting.

Section 5. OTHER MEETINGS OF DIRECTORS. In addition to the regular meetings, the Directors shall meet upon the call of the Chairman, who shall prepare an agenda for such meetings. Directors shall be notified of the time and place thereof at least six (6) calendar days prior thereto. At the request of the President or any two (2) Board members, the Chairman shall call a special meeting of the Board of Directors in accordance with the directions given by the President or such Board members. Any such meetings shall include the agenda items proposed by the President or such Board members.

Section 6. PLACE OF MEETING. The Directors may hold regular meetings in such places within or without this state as a majority of the Board of Directors may from time to time determine.

Section 7. QUORUM AND VOTING. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If there are insufficient directors present at any meeting of the Board of Directors, the meeting may be adjourned to another time and/or date by vote of a majority of those then present. Directors shall be entitled to vote on every matter coming before the Board, including the election of all Directors. A member of the Board of Directors who participates in a meeting of the Board or a committee designated by the Board may vote by e-mail or other similar electronic means in the manner and form prescribed by the Secretary.

Section 5—Special Meetings.

- (A) **Called by the Chair.** Besides regular meetings, the Board must meet if the Chair calls a special meeting. The Chair must prepare an agenda for the meeting and notify the Directors of the date, time, and place at least 6 days before the meeting.
- (B) **Called by the President and Dean or by Directors.** The President or any two Directors may request a special meeting. The Chair must then call the meeting at the requested date, time, and place and must include on the agenda any items proposed by the President or by the Directors. [No minimum-notice requirement?]

[Merged into article 2, § 3.]

Section 6—Procedure; Quorum; Participation; Voting.

- (A) **Procedure.** *Robert's Rules of Order* governs all Board meetings.
- (B) **Quorum.** A majority of the Board is a quorum for transacting business. If there is no quorum at a meeting, it may be adjourned to a different date, time, and place by a majority vote of those present.
- (C) **Participation by remote means.** A Director may participate in a meeting of the Board or a Board committee by telephone or other means through which all participants can hear each other.
- (D) **Voting.** A Director may vote on any matter coming before the Board, including the election of a Director. Directors may vote by e-mail or similar electronic means prescribed by the Secretary.

Section 8. ELECTION OF DIRECTORS. Any director may nominate a candidate for election to the Board by a writing submitted to the chair of the Nominating Committee. Upon a favorable review the Nominating Committee will submit its recommendation to the Board at the next regularly scheduled Board meeting. Incumbent members of the Board of Directors may nominate and vote for themselves. Incumbent members of the Board of Directors shall receive notice of the expiration of their term at least 90 days before the expiration of their term. Whenever more than one person is nominated for the same seat on the Board or for any office of the Board, the election shall be by secret ballot. A Director may not be involuntarily removed from the Board before the expiration of his/her term except for good cause, and any vote to involuntarily remove a director before expiration of his/her term must be by two-thirds of the Directors then elected and serving.

Section 9. EXPENSES. Directors shall not be compensated for the performance of services to the Corporation as a Director. Directors shall be reimbursed for all necessary and reasonable expenses in going to and from and while attending any meeting of the Board of Directors or any function to which, as Directors, they are invited or in which they shall participate.

Section 10. COMMITTEES OF THE BOARD. The following shall be established as standing committees of the Board of Directors:

EXECUTIVE COMMITTEE. The Board of Directors has established an Executive Committee and that Charter is on file with the Secretary of the Corporation.

AUDIT COMMITTEE. The Board of Directors has established an Audit

Section 7—Election and Removal of Directors.

- (A) **Notice to incumbent Directors.** Incumbent Directors must be given notice that their term expires at least 90 days before the expiration date.
- (B) **Nominations and voting.** A Director may nominate a candidate for election to the Board by a writing submitted to the chair of the Nominating Committee. Upon a favorable review, the Nominating Committee must submit that recommendation to the Board at its next regular meeting. Incumbent Directors may nominate and vote for themselves. If more than one person is nominated for the same Board seat or for any Board office, the election must be by secret ballot.
- (C) **Removal.** A Director may not be involuntarily removed from the Board before his or her term expires except for good cause and by a two-thirds vote of the Directors.

Section 8—Compensation; Reimbursement

Directors [other than officers? see article 3, § 2] are not to be compensated for their service as a Director. But Directors are reimbursed for all necessary and reasonable expenses incurred going to and from, and while attending:

- (1) a Board meeting; or
- (2) any other function to which they are invited, or in which they participate, because of their status as a Director.

Section 9—Standing Committees.

The following have been established as standing committees of the Board, and a charter for each is on file with the Secretary for the Corporation:

- Executive Committee.
- Audit Committee.

Committee and that Charter is on file with the Secretary of the Corporation.

CORPORATE DEVELOPMENT COMMITTEE. The Board of Directors has established a Corporate Development Committee and that Charter is on file with the Secretary of the Corporation.

NOMINATING COMMITTEE. The Board of Directors has established a Nominating Committee and that Charter is on file with the Secretary of the Corporation.

STRATEGIC PLANNING COMMITTEE. The Board of Directors has established a Strategic Planning Committee and that Charter is on file with the Secretary of the Corporation.

BYLAWS COMMITTEE. The Board of Directors has established a Bylaws Committee and that Charter is on file with the Secretary of the Corporation.

INVESTMENT COMMITTEE. The Board of Directors has established an Investment Committee and that Charter is on file with the Secretary of the Corporation.

There shall be such other committees as may be established from time to time by resolution of the Board of Directors.

ARTICLE III

Officers

Section 1. Corporate officers are a President and Dean, a Chairman of the Board, a Vice Chairman of the Board, a Secretary and a Treasurer, who shall be elected by the Board of Directors for four-year terms. Officers may receive compensation as determined by the Board of Directors.

- Corporate-Development Committee.
- Nominating Committee.
- Strategic-Planning Committee.
- Bylaws Committee.
- Investment Committee.

The Board may establish other committees by resolution.

Article 3—Officers’ Positions and Terms

Section 1—Corporate Officers.

The Corporation’s officers are a:

- (1) President and Dean,
- (2) Chair of the Board,
- (3) Vice Chair of the Board,
- (4) Secretary, and
- (5) Treasurer.

Section 2. The President and Dean may appoint one or more Senior Vice Presidents with the advice and consent of the Board of Directors, who will serve at the pleasure of the President and Dean and receive compensation as determined by the President and Dean with the advice and consent of the Board of Directors. The President and Dean may appoint one or more Vice Presidents and Assistant Vice Presidents. The President and Dean may appoint one or more Senior Associate Deans, Associate Deans, and Assistant Deans, who will serve at the pleasure of the President and Dean.

Section 3. The Board of Directors may appoint other officers and agents as the Board of Directors may deem necessary for the transaction of the business of the Corporation. All officers and agents shall respectively have the authority to perform the duties in the management of the business and affairs of the Corporation as the Board of Directors may designate. Without limitation of any right of an officer or agent to recover damages for breach of contract, the Board of Directors may remove any officer or agent whenever, in their judgment, the removal would serve the best interests of the Corporation. The Board of Directors may secure the fidelity of any or all of such officers by bond or otherwise.

The Board of Directors elects these officers for four-year terms [by the process described in article 2, § 7(B)?].

Section 2—Compensation

Officers may receive compensation as determined by the Board of Directors.

Section 3—Administrators.

The President and Dean — with the Board’s advice and consent — may appoint one or more Senior Vice Presidents. A Senior Vice President serves at the pleasure of the President and Dean and receives compensation as determined by the President and Dean with the Board’s advice and consent. The President and Dean may also appoint one or more of each of the following, who serve at the President and Dean’s pleasure:

- (1) Vice President,
- (2) Assistant Vice President,
- (3) Senior Associate Dean,
- (4) Associate Dean, and
- (5) Assistant Dean.

[Compensation? No mention, in contrast with Senior Vice President.]

Section 4—Other Officers and Agents.

(A) Appointment and Duties. The Board may appoint other officers [besides those in § 1? who are “officers”?] and agents that it considers necessary to transact the Corporation’s business, and those officers and agents may perform the duties that the Board designates. The Board may secure their fidelity by bond or otherwise.

(B) Removal. Without limiting the right of an officer or agent to recover damages for breach of contract, the Board may remove any officer or agent whenever, in

Section 4. The Chairman and Vice Chairman are elected for four-year terms in the same manner as members of the Board of Directors.

Section 5. No later than the February meeting in the year in which the term expires, the President and Dean shall declare either his/her intention to serve another four-year term or to retire from the position. If the intention is to continue in office, the President and Dean shall within 60 days place on the agenda of a regularly scheduled or special meeting of the Faculty Conference a resolution that the Faculty Conference concurs in the continuation of the President and Dean to continue to serve as Dean.

If the President and Dean declares the intention to retire from the position, the Board of Directors will follow its succession policy in selecting the succeeding President and Dean. That policy will include participation by members selected by the Faculty Conference in a search committee formed by the Chairman of the Board of Directors. Except in rare cases and for compelling reasons, no person shall be elected or re-elected Dean over the stated objection of a 66% vote of the Faculty Conference.

its judgment, the removal would serve the Corporation's best interests.

[Deleted. Already covered in article 3, § 1.]

Section 5—President and Dean's Election and Re-election.

- (A) **Declaration of intent.** No later than the February meeting in the year in which the term expires, the President and Dean must declare his or her intent to either serve another four-year term or retire from the position.
- (B) **Intent to continue.** If the intent is to continue in office, the President and Dean must — within 60 days [of so declaring?] — place on the agenda of a Faculty Conference meeting a resolution that the Faculty Conference concurs in the President and Dean's continuing to serve as Dean.
- (C) **Intent to retire.** If the President and Dean declares the intent to retire from the office, the Board must follow its succession policy [in article 4, § 2(B)?] in selecting the succeeding President and Dean. That policy must include participation by members selected by the Faculty Conference in a search committee formed by the Board Chair.
- (D) **Vote of the Faculty Conference.** Except in rare cases and for compelling reasons, no person may be elected or re-elected Dean over the stated objection of a 66% vote of the Faculty Conference.

ARTICLE IV

Duties of Officers

Section 1. PRESIDENT AND DEAN.

The President and Dean is the chief executive officer of the corporation. Between meetings of the Board of Directors, the President and Dean has the general control and management of the Corporation's business and affairs. The Board of Directors has the power to delegate any specific power to any other officers or agents of the Corporation except such as may be exclusively conferred upon the President of a corporation by statute. The President and Dean prepares an annual budget for the Corporation to be presented to the Board of Directors. The President and Dean reports to the Board of Directors and attends meetings of the Board of Directors and the Executive Committee of the Board of Directors. The President and Dean is entitled to speak to any matter under consideration, unless excused or excluded from debate for a stated cause upon a vote of a majority of the Board.

The President and Dean shall be the Chief Academic Officer of the Corporation. The President and Dean shall have responsibility for academic policy, admissions, instructional staff, curricula, and all matters pertaining to the academic operations of the Corporation, and shall have such other responsibilities as may from time to time be required by the Board of Directors.

Article 4—Officers' Duties

Section 1—President and Dean

(A) *Chief Executive Officer.* The President and Dean is the Corporation's Chief Executive Officer. In that role, he or she:

- (1) manages the Corporation's business and affairs between meetings of the Board of Directors;
- (2) prepares the Corporation's annual budget, to be presented to the Board;
- (3) reports to the Board;
- (4) attends Board meetings and meetings of the Board's Executive Committee; and
- (5) may speak to any matter under consideration at those meetings, unless excused or excluded from debate for a stated cause by a majority vote of the Directors [present?].

The Board may delegate a power normally held by the President and Dean to another officer or agent unless, by statute, that power rests exclusively with the President.

(B) *Chief Academic Officer.* The President and Dean is also the Corporation's Chief Academic Officer, responsible for all aspects of its academic operations, including academic policy, admissions, instructional staff, curriculum, and any other academic responsibility that the Board requires [designates?].

Section 2. CHAIRMAN OF THE BOARD. The Chairman of the Board presides at all meetings of the Board. The Chairman of the Board appoints committee members, appoints the chairman of each committee, and fills vacancies on committees.

In case of the death, resignation, removal or permanent disability of the President and Dean, the Chairman of the Board will authorize and designate a person to assume the duties of the office of President and Dean until the Board elects a new President and Dean to serve the balance of the unexpired term. Upon the occurrence of a vacancy in the office of President and Dean, the Chairman of the Board will convene the Board of Directors as a search committee to recruit and interview candidates for the office of President and Dean.

Section 3. VICE CHAIRMAN. In case of the death, resignation, removal, or permanent disability of the Chairman, the Vice Chairman of the Board assumes the duties of the office of the Chairman and serves until the Board elects a new Chairman to serve the balance of the unexpired term. If the Chairman's position becomes vacant, the Vice Chairman of the Board will convene the Board of Directors to elect a Chairman. The Vice Chairman of the Board may discharge the duties of the Chairman temporarily when either the Chairman or three-quarters of the members elected to and serving upon the Board of Directors so directs the Vice Chairman. The Vice Chairman of the Board presides at all meetings of the Board in the Chairman's absence.

Section 4. SENIOR VICE PRESIDENTS, VICE PRESIDENTS, ASSISTANT VICE PRESIDENTS, SENIOR ASSOCIATE DEANS, ASSOCIATE DEANS, ASSISTANT DEANS. Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Senior Associate Deans, Associate Deans, and Assistant Deans have whatever duties the President and Dean may delegate to them.

Section 2—Board Chair

(A) General duties. The Board Chair:

- (1) presides at all Board meetings,
- (2) appoints committee members,
- (3) appoints the chair of each committee, and
- (4) fills committee vacancies.

(B) Vacancy in the office of the President and Dean. If the President and Dean dies, resigns, is removed, or is permanently disabled, the Chair must appoint a successor to serve until the Board elects someone to serve the rest of the unexpired term. The Chair must also convene the Board as a search committee to recruit and interview candidates for that office.

Section 3—Board Vice Chair

(A) Vacancy in the office of the Chair.

If the Board Chair dies, resigns, is removed, or is permanently disabled, the Vice Chair serves as Chair until the Board elects a new Chair to serve the rest of the unexpired term. The Vice Chair must convene the Board to elect the new Chair.

(B) Other circumstances. The Vice Chair may serve as Chair temporarily if the Chair or three-quarters of the Board directs the Vice Chair to do so. The Vice Chair presides at a Board meeting if the Chair is absent.

Section 4—Administrators

Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Senior Associate Deans, Associate Deans, and Assistant Deans have whatever duties the President and Dean delegates to them. [Would this fit better as the last section in this article?]

Section 5. SECRETARY. The Secretary keeps minutes of all meetings of the Board of Directors. The Secretary signs, with the President and Dean or appropriate Vice President, in the name of the Corporation, all contracts when required by the Board of Directors, and, when necessary, affixes the seal of the Corporation. The Secretary keeps at the Corporation, all books, papers, and records of the Corporation, which will be available to any member of the Board of Directors for inspection at reasonable times. The Secretary performs any other duties the Board of Directors may delegate to the Secretary.

Section 6. TREASURER. The Treasurer is the Chief Financial Officer of the Corporation and has custody and keeps account of all money, funds, and property of the Corporation, unless otherwise determined by the Board of Directors. The Treasurer renders accounts and presents statements to the Audit Committee, Directors, and President and Dean as may be required. The Treasurer deposits all funds of the Corporation in the bank or banks that the Board of Directors may designate, and keeps bank accounts in the name of the Corporation. The Treasurer will exhibit the books and accounts to any Director of the Corporation who so requests at the office of the Corporation during business hours. The Treasurer pays out money as the business may require upon the order of properly constituted officers of the Corporation, taking proper vouchers. The Board of Directors has the power to delegate by resolution any of the duties of the Treasurer to other officers and to provide by what officers, if any, all bills, notes, checks, vouchers, orders, or other instruments will be counter-signed.

Section 5—Secretary

The Secretary:

- (1) keeps minutes of all Board meetings;
- (2) signs — with the President and Dean or the appropriate Vice President — all contracts in the Corporation’s name and affixes the Corporation’s seal (if necessary) when the Board requires;
- (3) keeps, at the Corporation’s office, all its books, papers, and records, which must be made available to any Director for inspection at reasonable times; and
- (4) performs any other duty that the Board delegates.

Section 6 —Treasurer

The Treasurer is the Corporation’s Chief Financial Officer and has custody and keeps account of all of its money, funds, and property, unless the Board directs otherwise. The Treasurer:

- (1) renders accounts and presents statements to the Audit Committee, Directors, and President and Dean when required;
- (2) deposits the Corporation’s funds in the bank or banks that the Board designates;
- (3) keeps bank accounts in the Corporation’s name;
- (4) pays money on the Corporation’s behalf when ordered by an authorized officer, taking proper vouchers;
- (5) must make the books and accounts available to any Director for inspection at reasonable times at the Corporation’s office [made consistent with § 5(3)].

The Board may delegate any of the Treasurer’s

<p style="text-align: center;"><u>ARTICLE V</u></p> <p style="text-align: center;">Faculty</p> <p>Section 1. MEMBERS. The Faculty of the school will consist of the Dean, Associate Deans, Professors, Associate Professors, Assistant Professors, Senior Professors, Professors Emeritus, Chief Librarian, Visiting Professors, Adjunct Professors, and Instructors.</p> <p>Section 2. LISTING. The Dean shall maintain a current list of all faculty members, including their titles and status as full or part time faculty members.</p> <p>Section 3. FACULTY CONFERENCE. The full time members of the faculty shall be organized as the Faculty Conference, and shall be entitled to vote therein.</p> <p>Section 4. MEETINGS. The Faculty Conference shall meet at least monthly. The time and place of such meetings shall be determined by the Chairman.</p> <p>Section 5. QUORUM. A majority of the voting faculty shall constitute a quorum for the transaction of any business coming before a regularly scheduled meeting of the Faculty Conference.</p> <p>Section 6. CHAIRMAN. The Dean of the law school shall be the Chair of the Faculty Conference. In the absence of the Dean, the Senior Associate Dean in attendance shall assume the Chair.</p>	<p>duties to other officers and may state which officers, if any, may countersign financial documents.</p> <p style="text-align: center;">Article 5—Faculty</p> <p>Section 1—Members</p> <p>The school’s faculty consists of the Dean, Associate Deans, Professors, Associate Professors, Assistant Professors, Professors Emeritus, Chief Librarian, Visiting Professors, Adjunct Professors, and Instructors. The Dean must maintain a current list of all faculty members, including their titles and status as full- or part-time faculty members.</p> <p>Section 2—Faculty Conference</p> <p>(A) Membership. The full-time faculty members make up the Faculty Conference, and each is entitled to vote on any matter before the Conference.</p> <p>(B) Chair. The Dean is Chair of the Faculty Conference. If he or she is absent, the Senior Associate Dean in attendance serves as Chair.</p> <p>(C) Meetings. The Faculty Conference must meet at least monthly, at a date, time, and place determined by the Chair. A majority of the voting faculty is a quorum for transacting business at a Faculty Conference meeting. [Would be the same at regular and special meetings, right?]</p> <p>[Moved to article 5, § 2(B).]</p>
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Section 7. SECRETARY. The Secretary of the Faculty Conference shall be elected by the Conference at its first meeting in January of each year. The Secretary shall keep minutes of meetings and provide copies to faculty members within a reasonable time after each meeting.

Section 8. COMMITTEES. There shall be an Admissions Committee and such other committees of the Faculty Conference as the Chair of the Faculty Conference shall from time to time determine.

Section 9. STUDENT PARTICIPATION. Students shall be eligible for appointment to committees of the Faculty Conference, as determined by the Conference, but shall not attend Conference meetings, except upon invitations, and shall not vote in the Conference.

Section 10. POWERS AND DUTIES. Subject to the authority of the Board of Directors as stated in Article II, Section 1, the faculty shall have primary responsibility for determining institutional policy regarding the academic program of the law school. This responsibility includes but is not limited to such matters as faculty selection, retention, promotion and tenure; curriculum and classroom methodology; admissions; student affairs; and academic standards for retention, advancement and graduation of students.

No administrative decision or academic regulation made by the Dean, the Faculty Conference or a committee thereof in the usual and ordinary exercise of their academic duties shall be revised by the Board of Directors, except upon due notice to the affected officer, reasonable opportunity to be heard, and upon a finding of compelling institutional interest.

(D) *Secretary.* The Faculty Conference Secretary must be elected by the Conference at its first meeting in January of each year. The Secretary must keep minutes of each meeting and give a copy to voting faculty members within a reasonable time after the meeting.

(E) *Committees.* The Faculty Conference must have an Admissions Committee, and the Chair may appoint other committees.

(F) *Student participation.* Students are eligible for committee appointments but may not attend Conference meetings, except by invitation. Students may not vote in the Conference.

(G) *Powers and duties.* Subject to the Board's authority stated in article 2, § 1 [any conflict between article 2, § 1, article 4, § 1(B), and this subsection?], the faculty has primary responsibility for determining institutional policy regarding the school's academic program, including:

- (1) faculty selection, retention, promotion, and tenure;
- (2) curriculum;
- (3) classroom methodology;
- (4) admissions [true?];
- (5) student affairs; and
- (6) academic standards for retention, advancement, and graduation of students.

The Board may not revise an administrative decision or academic regulation made by the Dean, the Faculty Conference, or a Conference committee in the ordinary exercise of their academic duties, except on due notice to the affected officer [the Dean? who else is contemplated?], a reasonable opportunity to be heard, and a finding of a compelling institutional interest.

Notice of every academic regulation adopted by the Faculty Conference shall be transmitted to the President at least thirty (30) days before the effective date thereof, and the effective date shall, when requested by the President, be suspended until the next regularly scheduled meeting of the Board of Directors.

The Faculty Conference may propose the adoption or amendment of bylaws of the corporation or governing policies of the Board, and such proposals, when timely transmitted to the President, shall be considered by the Board of Directors.

ARTICLE VI

Directors Liability

Section 1. INSURANCE. It is hereby resolved that the Corporation carry a policy of directors and officers liability and corporation reimbursement insurance to protect and indemnify the officers and/or directors and their heirs against such claims and/or suits as may from time to time be filed against said directors and/or officers and their heirs arising out of their acts and conduct as a director and/or officer of the corporation.

Section 2. INDEMNIFICATION. The Thomas M. Cooley Law School shall indemnify each member of the Board of Directors and each officer of the law school at any time in office, whether prior or subsequent to the adoption of this bylaw, who was or is a party or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the law school, against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the law school, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption

(H) *Notice of decisions.* The Faculty Conference must give the President notice of every academic regulation that it adopts at least 30 days before the effective date. If the President requests, the effective date is suspended until the next regular Board meeting.

(I) *Role in adopting or amending bylaws and policies.* The Faculty Conference may propose new or amended corporate bylaws or Board policies. The Board must consider such a proposal if it is timely given to the President.

Article 6—Director Liability

Section 1—Insurance

The Corporation must carry liability insurance and corporation-reimbursement insurance to protect and indemnify every Director and officer and their heirs, against any claim or suit arising out of their conduct as a Director or officer.

Section 2—Indemnification

(A) *Scope.* The Corporation must Indemnify each current or former Director or officer who is a party — or is threatened to be made a party — to an Action because of his or her conduct or status as a Director or officer for the school.

“Action” includes any threatened, pending, or completed lawsuit or proceeding, whether civil, criminal, administrative, or investigative.

“Indemnify” means to pay or reimburse for an expense (including legal fees), judgment, fine, or settlement amount if actually and reasonably incurred by the Director or officer in connection with an Action.

that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the law school; and, with respect to any criminal action or proceeding, shall not have had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification of any such director or officer or any employee or other person acting for or in the interests of the law school, to which such director, officer, employee, or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the directors of this law school. All rights of indemnification shall inure to the benefits of the heirs, executors, administrators and personal representatives of the person involved.

ARTICLE VII

Amendments and Policies

Section 1. AMENDMENTS. The Board of Directors may alter, amend, add to or repeal these bylaws, including the fixing and altering of the Board of Directors, by a vote of a majority of the Board then elected and serving.

Section 2. POLICIES. The Board of Directors may, from time to time, adopt policies for the governance of the Corporation, which policies shall be compiled and disseminated as determined by the Board.

(B) *Conditions.* The indemnity described in subpart (A) applies only if the Director or officer:

- (1) acted in good faith;
- (2) acted in a manner that he or she reasonably believed was in, or was not inconsistent with, the school's best interest; and
- (3) if subject to a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of an Action by any means does not, of itself, create a presumption that the Director or officer failed to meet these conditions.

(C) *Other indemnification not excluded.* The indemnity rights in this section do not preclude a Director, officer, employee, or other person acting for or in the interest of the school from seeking any indemnification granted by law, agreement, or other document, or which may otherwise be provided by the Board of Directors.

(D) *Application to successors.* All indemnity rights in this section also benefit the Director's or officer's successors, including his or her heirs, administrators, and personal representatives.

Article 7—Amendments and Policies

Section 1—Changes to the bylaws. The Board of Directors may amend these bylaws, including fixing or altering the Board, by a majority vote.

Section 2—Policies. The Board may adopt policies for governing the Corporation. Those policies must be compiled and distributed as the Board determines.

Section 3. NOTICE. The Board of Directors shall not adopt or amend bylaws or institutional policies without reasonable prior notice to the faculty and opportunity to be heard except when required to do so by compelling circumstances.

Section 4. PARTICIPATION IN MEETING BY TELEPHONE. A member of the Board of Directors, or a committee designated by the Board, may participate in a meeting by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other.

Section 3—Notice of changes. The Board may not adopt or amend bylaws or institutional policies without due notice to the faculty and a reasonable opportunity to be heard, unless required to do so by a compelling institutional interest [for consistency with article 5, § 2(G)].

[Moved to article 2, § 6(C).]

Revised: 1/19/16

