

BY-LAWS OF THE COLLEGE OF LAW PRACTICE MANAGEMENT

(As amended 6/18/2008)

ARTICLE 1. NAME

The name of the association is **College of Law Practice Management**.

ARTICLE 2. NATURE OF THE COLLEGE

SECTION 2.1. NONPROFIT CORPORATION. As provided in the Articles of Incorporation, the College shall be organized as a nonprofit corporation and, except as otherwise limited by the Articles of Incorporation, shall have all powers permitted to such corporations.

SECTION 2.2. PURPOSE. The purpose of the College shall be to recognize, inspire, and promote excellence in law practice management by identifying and honoring extraordinary achievement, supporting activities that enhance the development of knowledge, facilitating information exchange among the Fellows, and acting as a catalyst for positive change within the legal profession. (Amended 01.25.03)

SECTION 2.3. MEMBERSHIP ADMISSIONS STANDARDS. The College is a professional, educational, and honorary association of law practice professionals, including lawyers; judges; law professors; administrators; consultants; officers of the government; and others who are dedicated to the improvement of the law practice management process and the enhancement of the professional quality of and public respect for the practice of law.

The College honors those professionals whose sustained performance in the practice of their profession exemplify the highest standards of professionalism among law practice management specialists by granting them membership as Fellows. Membership shall be restricted by invitation to honor those individuals who have proven to their peers, their employer, and the bar, the bench, and the public through performance related to law practice management for not less than ten years that they:

- (a) Have the highest professional qualifications and ethical standards;
- (b) Provide exceptionally high quality professional services to clients, their employer, the bar, the bench, or the public;
- (c) Are committed to fostering and furthering the objectives of the College;
- (d) Have significantly contributed to and enhanced law practice management, its literature, its procedures, and its philosophy through dedicated service, or through published writings, or through teaching and lecturing, or through demonstrated excellence in law practice management; and

(e) Have that high level of character, integrity, professional expertise and leadership which demonstrates the likelihood that they will continue to contribute to the enhancement of law practice management scholarship, continuing education, and the law practice management process. (Amended 02.20.99) A nominee whose credentials demonstrate the above criteria within such person's professional community shall be eligible to be honored by admission to membership as a Fellow. (Amended 02.20.99 and 01.25.03)

ARTICLE 3. MEMBERSHIP

SECTION 3.1. CLASSES OF MEMBERSHIP. The classes of membership shall be: Fellows, Honorary Fellows, and Emeritus Fellows. Only those persons who have met the standards of qualification requirements for their class of membership, as stated below and such other requirements which from time to time may be established by the Trustees of the College, are eligible for membership. The Fellows are those individuals who have been elected and inducted into Fellowship.

(a) **FELLOWS:** Any person whose credentials demonstrate the criteria described in Section 2.3 shall be eligible for election as a Fellow and to have all the rights and privileges of Fellows. The tenure of practice and specialty shall be verified by the nominators from personal observation or sources of unimpeachable authority. (Amended 02.20.99)

(b) **HONORARY FELLOWS:** The Trustees may elect as Honorary Fellows persons who have attained a high degree of respect and eminence in the legal profession or in public service and whose contributions to or accomplishments in the College or the legal profession are deserving of recognition. Honorary Fellows shall have all the rights and privileges of a Fellow, except the rights to vote and hold office, but shall not be required to pay annual membership fees. (Amended 01.25.03)

(c) **EMERITUS FELLOWS:** A Fellow who either has attained the age of 70 years or has ceased to engage in the active practice of such person's profession by reason of retirement, illness, infirmity, or other reason satisfactory to the Trustees of the College, may be elected to the status of Emeritus Fellow upon application to the Secretary and election by the Board of Trustees. Emeritus Fellows shall have all the rights of Fellows, except the rights to vote and hold office, shall not be required to pay annual membership fees, but shall be expected to pay administrative fees fixed by the Board of Trustees. (Amended 01.25.03)

SECTION 3.2. LIMITATION ON MEMBERSHIP. The Trustees of the College may establish, from time to time, a limitation on the number of Fellows of the College from any class or from various geographical areas, or any other limitation on membership as the Trustees deem necessary to maintain a balance of interests and geographical distribution which will contribute to collegial fellowship and the purposes and objectives of the College.

SECTION 3.3. ELECTION TO FELLOWSHIP.

(a) **NOMINATIONS:** A professional eligible for election as a Fellow may be nominated by any two Fellows in good standing. The nomination shall be made in the form specified by the Trustees of the College and shall be supported by detailed letters outlining the qualifications of the candidate, which nomination shall be forwarded to the Trustees of the College not later than February 1 of each calendar year. No nomination shall be made by (a) a person in the same firm, corporation, or other entity as the candidate, or (b) a person who is related by birth or marriage to the candidate, or (c) a person who is regularly engaged as counsel for the candidate or for the employer, partner, or firm of the candidate.

(b) **OPTIONAL METHOD FOR PROCESSING NOMINATIONS:** The Trustees may designate one or more individuals to assist in the processing of nominations, if the Trustees determine that more detailed information about potential nominees will be available.

(c) **SUBMISSION TO THE TRUSTEES OF THE COLLEGE: VOTING:** The application, all timely responses from the Fellows, response of peers, and any summary of qualifications and recommendations shall be submitted to the Trustees of the College by the date specified by the Trustees. The Trustees of the College, by a majority vote, may request any nominee to appear personally before the Trustees. After due consideration of the applications and supporting information, the Trustees may elect a Fellow by a vote of two-thirds of the Trustees in attendance. Trustees of the College shall not vote or participate in consideration of a nomination for election of a partner, business, or professional associate or relative. The Trustees may not nominate or elect a Fellow (except a Judicial Fellow) on its own initiative, provided, however, the initial Trustees as designated in these By-laws may both nominate and elect Fellows for the induction of Fellows. However, at all times individuals serving as Trustees may in their individual capacity make nominations.

(d) **ELECTION OF JUDGES:** The Trustees of the College shall have the sole authority to initiate, nominate and elect judges for admission as Fellows. A Fellow who resides in the jurisdiction of a judge under consideration may not initiate an application or participate in the consideration of or vote on the candidacy of that judge, provided, however, this limitation shall not apply in the case of a judge or justice of a court having national jurisdiction.

(e) **INDUCTION:** The Trustees of the College shall extend an invitation to become a Fellow to each nominee who is elected by the Trustees. Upon acceptance of the nomination, the nominee shall become a Fellow-elect and shall pay annual membership fees beginning the following calendar year. Unless the Trustees determine otherwise, the elected Fellow must be present in person to be inducted into Fellowship at the time and place designated for such induction within three years of election or the election of that Fellow will expire and be voided. Induction shall be at a meeting of the College, or at such other time and place as the Trustees may determine to be appropriate. (Amended 01.25.03)

(f) **CHARTER FELLOWS:** Notwithstanding any other provision of these By-laws, the Fellows initially shall be those individuals whose names and addresses are set forth on Schedule A attached hereto. (Original 3.3(b) deleted 01.10.04)

SECTION 3.4. INDUCTION AND MEMBERSHIP FEES. Each Fellow shall pay the induction and annual membership fees in an amount and at a time determined by the Trustees of the College. The Treasurer or the Treasurer's designee shall mail to each Fellow a statement of fees due at an appropriate time. Honorary and Emeritus Fellows shall not be required to pay annual membership fees. Honorary Fellows shall not be required to pay an induction fee.

SECTION 3.5. RIGHTS TO VOTE AND HOLD OFFICE. The right to vote and hold office in the College shall be limited to Fellows and shall not include Honorary or Emeritus Fellows.

SECTION 3.6. DISCIPLINE AND EXPULSION.

(a) **VOTE OF TRUSTEES OF THE COLLEGE:** The Trustees of the College, by a vote of two-thirds of those present and entitled to vote, may expel from membership, call for the resignation of, or otherwise discipline or censure any Fellow of the College for reasonable cause which includes, but is not limited to, misconduct of the Fellow connected with the College or the Profession of the Fellow or conduct injurious or derogatory to the order, dignity, peace, reputation, interests, purposes or objectives of the College. The issue of discipline and expulsion shall be considered by the Trustees upon the request in writing of three Fellows or upon the request of any one of the Trustees at a regular or special meeting of the Trustees. A Fellow charged with such misconduct shall be given written notice of the charges, mailed to the address of the Fellow appearing on the membership register, and provided an opportunity for hearing at a time and place designated in the notice, not less than 30 days from the date of the mailing. The Trustees may establish a committee of Trustees to conduct such a hearing, to investigate the matter, and to report its conclusions and recommendations to the Trustees of the College which may act upon the report without further notice or hearing.

(b) **REVOCAION OF LICENSE:** Any Fellow whose license or right to practice such person's profession has been revoked pursuant to disciplinary procedures of any court, bar association, professional organization, or other body with the right to do so shall cease to be a Fellow of the College.

(c) **FAILURE TO PAY MEMBERSHIP FEES:** Any Fellow who is more than six months delinquent in the payment of annual membership fees shall be automatically dropped from membership and shall not be eligible for reelection until the delinquency has been remedied and unless the Trustees shall permit. The Treasurer shall notify a Fellow of delinquency of payment of fees and the rule of termination by written notice mailed to the address of the Fellow appearing on the membership roster, not less than 60 days prior to date of termination. The Trustees may, for good cause, abate any delinquency in the account of a Fellow with respect to the period preceding such Fellow's election as an Emeritus Fellow. (Amended 09.10.04)

SECTION 3.7. REFUNDS. No dues shall be refunded to any Fellow whose membership terminates for any reason, unless such refund is approved by the Trustees.

ARTICLE 4. OFFICERS

SECTION 4.1. OFFICERS. The Officers of the College shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by and shall be Trustees of the College. Such other Officers and Assistant Officers, including one or more Vice Presidents (the number thereof to be determined by the Trustees) as may be deemed necessary, may be elected or appointed by the Trustees. Any two offices may be held by the same person, provided that the President shall not hold any other office.

SECTION 4.2. ELECTION AND TERM OF OFFICE. In 2008, the President shall be elected for a two-year term by the Trustees of the College at the annual meeting of the Trustees. During the second year of the President's term, the Vice President shall be the President-elect and shall automatically succeed to the Presidency at the expiration of the President's two-year term. The President shall serve only one two-year term. If the President's term as a Trustee does not continue after expiration of his or her term as President, he or she shall nonetheless continue as an ex officio Trustee with seat and voice, but no vote for one year.

The other Officers of the College shall be elected for one-year terms annually by the Trustees of the College at the annual meeting of the Trustees. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until such person's successor shall have been duly elected and qualified or until such person's death, resignation, or removal in the manner hereinafter provided. No Officer shall serve in any one officer position for more than three one-year terms.

SECTION 4.3. PRESIDENT. The President shall be the chief executive and principal operating officer of the College. The President in general shall supervise the business and affairs of the College; shall preside at all meetings of the Trustees of the College and of the Executive Committee, if such has been designated by the Trustees; may sign with the Secretary or any other proper officer of the College hereunto authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees authorize to be executed, except in cases where signing authority thereof shall be expressly delegated by the Trustees or by these By-laws to some other officer or agent of the College, or shall be provided by law to be otherwise signed or executed and in general shall perform such other duties as may be presented by these By-laws or by the Trustees or by the Executive Committee from time to time. The President shall have the authority to employ and discharge the staff of the College.

SECTION 4.4. VICE PRESIDENT. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) 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. The Vice President shall perform such duties as from time to time may be assigned by these By-laws or by the President or by the Executive Committee or by the Trustees. The Vice President shall be the President-elect during the second year of the President's two-year term, and shall automatically succeed to the Presidency at the expiration of the President's two-year term.

SECTION 4.5. SECRETARY. The Secretary shall: (a) keep the minutes of the Trustees' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be the custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the College under its seal is duly authorized; (d) keep a register of the post office address of each Trustee which has been furnished to the Secretary; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such person by these By-laws or by the Trustees or by the President or by the Executive Committee.

SECTION 4.6. TREASURER. If required by the Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Trustees shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the College; receive and give receipts for monies due and payable to the College from any sources whatsoever, and deposit all such monies in the name of the College in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws; and (b) in general perform all of the duties as from time to time may be assigned to such person by these By-laws or by the Trustees or by the President or by the Executive Committee.

SECTION 4.7. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Treasurers shall, respectively, if required by the Trustees, give bond for the faithful discharge of their duties in such sums and with such sureties as the Trustees shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Trustees, and, in the absence of the Secretary or Treasurer, respectively, shall have all of the powers and duties of the Secretary or Treasurer, respectively.

SECTION 4.8. RESIGNATIONS. Any Officer may resign at any time by giving written notice of resignation to the Trustees or to the President of the College. Any such resignation shall take effect at the time of receipt of such notice or on the date specified in the notice.

SECTION 4.9. REMOVAL. Any Officer or agent elected or appointed by the Trustees may be removed by the Trustees whenever in their judgment the best interest of the College would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4.10. VACANCIES. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Trustees of the College for the unexpired portion of the term.

SECTION 4.11. SALARIES. The salaries of the Officers shall be fixed from time to time by the Trustees. No officer shall be prevented from receiving such salary by reason of the fact that such person is also a Trustee of the College.

ARTICLE 5. TRUSTEES OF THE COLLEGE

SECTION 5.1. GENERAL POWERS. The business and affairs of the College shall be managed under the direction of the Trustees, including but not limited to the election of the corporate officers, the election of Trustees, the election of Fellows, and the appointment of such other officers and committee chairs as may be required for the operation of the corporation.

SECTION 5.2. NUMBER, ELECTION, TENURE, AND QUALIFICATIONS. There shall be 15 Trustees, or such additional number as the Trustees may determine. Commencing with the annual meeting in 1995, five Trustees shall be elected for a one-year term, five for a two-year term, and five for a three-year term. Annually commencing in 1996, Trustees shall be elected for three-year terms or until their successors are duly elected. Trustees shall be elected from the Fellows of the College and shall take office at the close of the annual meeting at which they are elected. A trustee who has served three consecutive terms of three years shall not be eligible for re-election. (Amended 05.01, 09.20.02, and 09.10.04)

SECTION 5.3. RESIGNATION. Any Trustee of the College may resign at any time by giving written notice to the President or Secretary of the College. A resignation of any Trustee shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.4. REMOVAL OF TRUSTEES. Any Trustee may be removed, either with or without cause, at any time, by the vote of a three-fifths majority of the entire Board of Trustees.

SECTION 5.5. VACANCIES. Any vacancy in the position of Trustee may be filled by the affirmative vote of a majority of the remaining Trustees at a meeting called for that purpose. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any position of Trustee to be filled by reason of an increase in the number of Trustees shall be filled by election at a regular meeting of the Trustees or at a special meeting of the Trustees called for that purpose.

SECTION 5.6. PRESIDING OFFICER. The President shall preside at all meetings of the Trustees.

SECTION 5.7. QUORUM. A majority of the number of Trustees fixed by Section 5.2 shall constitute a quorum for the transaction of business at any meeting of the Trustees, but if less than such majority is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without notice.

SECTION 5.8. MANNER OF ACTING. The act of the majority of Trustees present at a meeting at which a quorum is present shall be the act of the Trustees, unless a greater vote is required by the By-laws. Any action required or permitted to be taken may be taken without a meeting, if, prior to such action, a written consent thereto is signed by each of the Trustees, and such written consent is filed with the minutes of the proceedings of the Trustees. Additionally,

the Trustees may conduct the business of the corporation by conference call or electronic communication, provided due notice of such call or communication is given to the Trustees.

SECTION 5.9. COMPENSATION. By resolution of the Trustees, Trustees may be paid their expenses, if any, of attendance at each meeting of the Trustees, but shall not be paid a fixed sum or a stated salary as Trustee. Any Trustee may serve the College in any other capacity permitted under these By-laws and may receive compensation therefore.

SECTION 5.10. PRESUMPTION OF ASSENT. A Trustee of the College who is present at a meeting of the Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action unless a dissent shall be entered in the minutes of the meeting.

ARTICLE 6. MEETINGS

SECTION 6.1. ANNUAL MEETING. The annual meeting of the Trustees of the College shall be held at such time as determined by the Trustees, for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the election of Trustees shall not be held at the time designated herein for the annual meeting of the Trustees, or at any adjournment thereof, the Trustees shall cause the election to be held at a special meeting of the Trustees as soon thereafter as may be convenient. Notice of such annual meeting may be given as provided in Section 6.4. (Amended 02.20.99)

SECTION 6.2. REGULAR MEETINGS. The Trustees may provide, by resolution, the time and place for the holding of regular meetings without notice other than such resolution.

SECTION 6.3. SPECIAL MEETINGS. Special meetings of the Trustees may be called by or at the request of the President or any three Trustees. The person or persons authorized to call special meetings of the Trustees shall notify the Secretary of the time and place for holding any special meeting of the Trustees.

SECTION 6.4. NOTICE. Any notice of a meeting of the Trustees shall be given at least 15 days previously thereto be written notice delivered personally or mailed to each Trustee at such person's business address, or by telegram, fax, or electronic communication, provided, however, that if a Trustee shall indicate by a writing to the Secretary that notices should be sent to some other address, that alternate address shall be used. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, fax, or electronic communication, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the fax or electronic communication is transmitted. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Trustees need be specified in the notice or waiver of notice of such meeting.

SECTION 6.5. INITIAL TRUSTEES. The initial Trustees shall be those individuals whose names and addresses appear as Schedule A, attached hereto, and such initial Trustees shall serve in that capacity until the 1995 Annual Meeting or until their successors are elected and qualified.

ARTICLE 7. CONTRACTS, LOANS, CHECKS, DRAFTS, DEPOSITS, AND PROXIES

SECTION 7.1. CONTRACTS. The Trustees may authorize any Officer or Officers, agent or agents, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.

SECTION 7.2. LOANS. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Trustees. Such authority may be general or confined to specific instances.

SECTION 7.3. CHECKS, DRAFTS. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College shall be signed by such Officer or Officers, agent or agents of the College and in such manner as shall from time to time be determined by resolution of the Trustees.

SECTION 7.4. DEPOSITS. All funds of the College not otherwise employed shall be deposited from time to time to the credit of the College in such banks, trust companies, or other depositories as the Trustees may select.

SECTION 7.5. PROXIES WITH RESPECT TO SECURITIES OF OTHER CORPORATIONS. Unless otherwise provided by resolution adopted by the Trustees, the President or a Vice President or their agent or agents shall have the right to exercise in the name and on behalf of the College the powers and rights which the College may have as the holder of stock or other securities in any other corporation to vote or consent with respect to such stock or other securities, and the President or any Vice President may instruct the person or persons so appointed as to the manner of exercising such powers and rights. The President or any Vice President may execute or cause to be executed in the name and on behalf of the College and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as such person may deem necessary in order that the College may exercise such powers and rights.

ARTICLE 8. INDEMNIFICATION

SECTION 8.1. GENERALLY. The College shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or upon a right of the College, by reason of the fact that such person is or was a Trustee, officer, member of a committee, employee, or agent of the College, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the College, and, with respect to any criminal action or proceeding, had no reasonable cause to

believe such person's 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 that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the College, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

SECTION 8.2. NEGLIGENCE OR MISCONDUCT. The College shall indemnify any person who was or is a party or is threatened to be made a party to any right of the College to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, officer, member of a committee, employee or agent of the College, against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the College, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the College unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 8.3. SUCCESS ON THE MERITS. To the extent that a Trustee, officer, member of a committee, employee or agent of the College has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection therewith.

SECTION 8.4. AUTHORIZATION BY TRUSTEES. Any indemnification under Sections 8.1 and 8.2, unless ordered by a court, shall be made by the College only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, member of a committee, employee, or agent is proper in the circumstances because such person has met the applicable standards of conduct set forth in Sections 8.1 and 8.2. Such determination shall be made by the Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, as the case may be.

SECTION 8.5. ADVANCE PAYMENT. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the College in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 8.4 upon receipt of an undertaking by or on behalf of the Trustee, officer, member of a committee, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the College as authorized in this Article.

SECTION 8.6. NONEXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any

agreement, vote of disinterested Trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, member of a committee, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

SECTION 8.7. INSURANCE. The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, member of a committee, employee, or agent of the College, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the College would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE 9. SEAL

The Trustees may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the College, the state of incorporation, and the words "Corporate Seal. Unless a seal is adopted by the Trustees, no such seal shall be required for any purpose by the College.

ARTICLE 10. WAIVER OF NOTICE

Whenever any notice is required to be given to any Trustee of the College under provisions of the By-laws or under the provisions of the Articles of Incorporation or under the provisions of the Michigan Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11. AMENDMENTS

SECTION 11.1. ARTICLES OF INCORPORATION. The Articles of Incorporation of the College may be amended from time to time by a vote of a majority of the Trustees, provided that notice of the proposed change is given in the notice of the meeting. However, the foregoing shall not constitute a limitation on the right of taking such action without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter.

SECTION 11.2. BY-LAWS. The By-laws of the College may be amended, added to, or repealed, by the Trustees at any meeting of the Trustees, provided that notice of the proposed change is given in the notice of the meeting. However, the foregoing shall not constitute a limitation on the right of taking such action without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees entitled to vote with respect to the subject matter thereof.

ARTICLE 12. RELIANCE ON RECORDS AND REPORTS

Each Trustee, Officer or member of any committee designated by, or by authority of, the Trustees shall, in the performance of such person's duties, be fully protected in relying in good

faith upon the books of account or other records of the College or of any of its subsidiaries, or upon the work product of an independent certified public accountant or by an appraiser selected with reasonable care by the Trustees, officers or by any such committee.

ARTICLE 13. OFFICES

SECTION 13.1. PRINCIPAL OFFICE. The principal office of the College in the State of Michigan shall be located in the City of Ann Arbor. The College may have such other offices, either within or without the State of Michigan as the Trustees may determine or as the affairs of the College may require from time to time.

SECTION 13.2. REGISTERED OFFICE. The College shall have and continuously maintain in the State of Michigan a registered office and a registered agent whose office is identical with such registered office as required by the Michigan Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Michigan and the address of the registered office may be changed from time to time by the Trustees.

(Adopted October 7, 1993. Amended February 20, 1999; May 2001; September 20, 2002; January 25, 2003; January 10, 2004; September 10, 2004 and June 2008.)

EXHIBIT A CHARTER FELLOWS

Austin G. Anderson

James E. Brill

Charles R. Coulter

Kathleen Fisher

J. Harris Morgan

Francis H. Musselman

Carol F. Phillips

Roberta Cooper Ramo

Richard C. Reed

Lowell E. Rothschild

Nancy J. Siegel

Samuel Smith

Warren Tomlinson

Robert P. Wilkins
Richard Williams