

ARTICLES OF ASSOCIATION

BUSINESS LAW ASSOCIATION

AT THE UNIVERSITY OF MICHIGAN LAW SCHOOL

ARTICLE I: NAME AND PURPOSE

The name of the organization shall be the Business Law Association at the University of Michigan Law School (the "BLA").

The purpose of BLA shall be to pursue academic, professional and social opportunities arising out the nexus of law and business. BLA's goals are to expose law students to interdisciplinary issues affecting lawyers and businesspeople, and to foster interaction between the law and business schools.

ARTICLE II: MEMBERSHIP REQUIREMENTS AND LIMITATIONS

Section 1: Membership

Membership in BLA shall be available to any student of the University of Michigan Law School or the Ross School of Business at the University of Michigan who has:

- (i) paid the requisite annual membership dues as determined by the BLA Executive Board; and
- (ii) shown a commitment to the mission of BLA.

Section 2: Rights and Responsibilities of Members

Members of BLA are entitled to participate in all activities sponsored by BLA, vote on certain BLA business and administrative matters as determined by the Executive Board, vote in BLA elections, and are generally eligible to hold office subject to the specific qualifications for each office.

BLA members are required to attend general body meetings of BLA regularly and are expected to support activities sponsored by BLA through attendance and/or volunteered services.

ARTICLE III: EXECUTIVE BOARD

BLA shall be governed by a twelve (12) member Executive Board elected annually for a term of one year commencing on the last day of the winter semester or on an alternate date determined by the Executive Board. The Executive Board shall consist of a President, Treasurer, Communications Chair, Events Chairs (2), Alumni and OCP Liaison, 3L Representative, and 1L Representatives (5). The Executive Board may, at its discretion, determine alternative primary responsibilities for any position subject to the following limitations: (i) the Executive Board may consist of no more than twelve (12) and no fewer than five (5) members; (ii) the Executive Board must include a President, Communications Chair, and Treasurer; and (iii) no Chair's primary responsibilities may substantially overlap with those of the President, Communications Chair, or Treasurer.

The Executive Board shall be responsible for the internal administration, governance, and external relations of BLA. Repeated and systematic failure of an Executive Board member to attend Executive Board meetings, attend general membership meetings, or to perform those duties reasonably required of the Executive Board member shall subject that member to removal from the Executive Board pursuant to a Board vote. An affirmative vote to remove by a majority of the Executive Board, with the member in question abstaining, shall be sufficient to remove the member from the Executive Board. In the event of a tie, the President's vote shall decide the matter.

Section 1: President

The duties of the President shall include, but shall not be limited to: chairing all Executive Board and general membership meetings; channeling issues to appropriate committees for consideration and overseeing the activities of those committees; serving as a spokesperson for BLA; coordinating the work of the other officers and ensuring that they function together as a team; and providing overall direction for the organization.

Section 2: Communications Chair

The duties of the Communications Chair shall include, but shall not be limited to: keeping minutes at all meetings of the Executive Board; maintaining thorough organizational files and records; handling organizational correspondence; distributing meeting minutes to members, and assisting the Executive Board members with administrative duties.

Section 3: Treasurer

The duties of the Treasurer shall include, but shall not be limited to: collecting and disbursing all BLA funds; maintaining an accurate record of all members; depositing and withdrawing funds; maintaining the good standing of BLA's SOAS account; maintaining an accurate record of BLA revenues and expenditures; and reporting regularly to the Executive Board and to the membership on the group's financial status.

ARTICLE IV: COMMITTEES

BLA may maintain any number of committees assigned to execute the purposes of the organization. These committees shall be authorized by the Executive Board and may be terminated at any time by an affirmative vote of the Executive Board. The Executive Board shall make provisions directing the selection of committee chairs or co-chairs.

ARTICLE V: MEETINGS

Section 1: Membership Meetings

The membership body of BLA shall meet regularly during the academic year at the discretion of the Executive Board. Meetings shall generally consist of committee reports, Executive Board reports, and any business or elections requiring the vote of the membership. Major policy decisions regarding the official positions and the general direction of BLA shall be brought before the BLA membership for approval at the discretion of the Executive Board.

Section 2: Executive Board

The Executive Board of BLA shall meet regularly at the discretion of the Executive Board, but in no instance shall the Executive Board meet less than one time in one month during the academic year.

Section 3: Committees

Committees shall meet as often as deemed necessary by the leaders of each committee or by the Executive Board.

Section 4: Special Meetings

The President or one-third of the Executive Board can call a special meeting of the membership, the Executive Board, or a committee.

Section 6: Quorum and Voting

Each voting body requires a quorum of one-third plus one of that body's membership. All business shall be approved by a simple majority vote of the quorum present, except where otherwise specified. Voting shall take place by a voice vote or a show of hands unless a ballot vote is deemed necessary by the Executive Board.

ARTICLE VI: ELECTIONS

Section 1: Date and Time

Elections to the BLA Executive Board shall take place during the final 30 days of the Winter semester for the one-year term commencing on the final day of the semester or on an alternative date determined by the Executive Board. The Executive Board shall determine the specific date and time of the election.

Section 2: Election Commission

At least fifteen (15) days prior to the election date, the Executive Board shall create an Elections Commission. The Commission shall be composed of any three members not seeking an elected office. The Commission has oversight over the procedures for members to declare the candidacy, making the electorate aware of the candidates and the candidates' positions, creating the ballots, conducting the voting, tabulating the voting, and making the membership aware of the results.

Section 3: Voting Procedures

The election shall be by a secret ballot. All members of the executive board are entitled one vote. Write-in candidates shall not be permitted. The candidate receiving a plurality of eligible votes for each elected position shall be deemed elected to that office. In the event of a tie, there shall be a run-off election

between the tied candidates. The Election Commission shall count the ballots and preserve them for 30 days following an election. The results shall be announced to the membership. Absentee voting shall not be allowed.

Section 4: Vacancy

If there is a vacancy in any office, the Executive Board shall appoint a BLA member in good standing to fill the vacancy.

ARTICLE VIII: REMOVAL OF MEMBERSHIP OR OFFICERS

Section 1: Removal of Officers

Any officer of BLA in violation of BLA's purpose, constitution, or who fails to fulfill their responsibilities in Article III, may be removed from office by the following process: (a) a written request by at least three members of the organization; (b) written notification to the officer of the request, asking the officer to be present at the next meeting and prepared to speak; and (c) A two-thirds majority vote of eligible voting members is necessary to remove the officer.

Section 2: Removal of Members

Any member of BLA in violation of BLA's purpose, constitution, or who fails to meet the membership requirements as outlined in Article II, may have their privileges as a member revoked through the following process: (a) a written request by at least three members of the organization must be sent to the executive committee; (b) written notification to the member in question, asking the member to be present the next executive committee meeting and prepared to speak; and (c) a unanimous decision by the executive committee members, in consultation with the advisor, to remove the member from the organization.

ARTICLE IX: AMENDMENTS

These Articles of Association may be amended as follows:

- (i) Prior to the last day of Winter semester 2006, by unanimous vote of the members of the Executive Board; and
- (ii) After the last day of Winter semester 2006, by resolution of the Executive Board upon a two-thirds vote of the membership, provided that the proposed change has been circulated in writing or via e-mail to the membership at least seven days prior to the time at which the vote is to take place.