

THE AMERICAN LAW INSTITUTE

BYLAWS

(as adopted in May 2007; last amended as of May 18, 2016)

BYLAW 1 – PURPOSES

1.01 A. The Institute’s purposes are as stated in its Certificate of Incorporation:

The particular business and objects of the society are educational, and are to promote the clarification and simplification of the law and its better adaptation to social needs, to secure the better administration of justice, and to encourage and carry on scholarly and scientific legal work.

B. The Institute shall be operated exclusively for the purposes stated in paragraph A of this Bylaw 1.01. It shall not be operated for profit, and no part of its assets or net earnings shall inure to the benefit of any member or private individual.

1.02 To further its purposes as stated in paragraph A of Bylaw 1.01, the Institute

A. may make the results of its nonpartisan analysis, study, or research available to lawyers, judges, and the general public; and

B. to the extent specifically authorized only by the Council and consistent with the Institute’s tax-exempt status, may engage in educational activities to bring those results to the attention of appropriate legislative and other governmental bodies, their members, committees, and personnel.

1.03 The Institute may appear before, or communicate with, any legislative or other governmental body with respect to a possible decision of that body that might affect the existence of the Institute, its powers and duties, its tax-exempt status, or the deductibility of contributions to it.

1.04 The Institute shall not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

BYLAW 2 – INSTITUTE MEMBERSHIP

2.01 The Institute’s membership consists of all members in good standing at the close of the 2007 annual meeting of the membership. New members may be added as provided in these Bylaws and the Rules of the Council.

2.02 There are four classes of membership: elected members, ex-officio members, honorary members, and life members. (Life members are those transferred to such status

after at least 25 years' tenure in one or more of the other classes.) The Council may, by Rule, establish additional classes of membership. Subject to these Bylaws, only the Council may determine the qualifications, minimum eligibility requirements, and privileges for each class of membership.

2.03 The membership is to be composed primarily of elected members, the maximum number of which is fixed from time to time by the Council, by Rule, with the approval of the membership.

2.04 The Council, by Rule, determines, and from time to time may change, the structure and the amount of the membership dues.

2.05 The membership of any member may be reclassified or terminated by the Council, in accord with the Rules of the Council, for any of the following reasons: failure to participate in the work of the Institute during three consecutive years; failure to pay dues; or any other good cause as determined by the Council. The Council's power under this Bylaw 2.05 is reserved to the Council except with regard to a failure to pay dues.

BYLAW 3 – MEMBERSHIP MEETINGS AND ACTION

3.01 The Council shall call an annual meeting of the membership of the Institute and may call additional meetings of the membership. Notice of the time, place, and proposed agenda of any meeting of the membership must be provided to the members at least 30 days before the meeting.

3.02 A quorum for any session of a meeting of the membership is established by registration during the meeting of 400 members, or such other number as may be established by the Council before the meeting.

3.03 The Council may authorize concurrent sessions during any meeting of the membership to consider different matters.

3.04 A majority vote of members voting on any question during any meeting of the membership or any session of such meeting is effective as action of the membership.

3.05 Any action that may be taken at a meeting of the membership may be taken without a meeting if a vote on the matter is authorized by the Council, except that if at least 100 members request that the matter be considered at a meeting, the action may not be taken except at a meeting. Action without a meeting requires approval of a majority of the members of the Institute, voting by a method determined by the Council. The Council's authority under this Bylaw 3.05 is reserved to the Council.

3.06 All members of the Institute, regardless of class of membership, are eligible to vote on matters upon which a vote of the members is required. Proxy voting by Institute members is not permitted.

BYLAW 4 – COUNCIL AND COMMITTEES

4.01 A. Subject to the delegation of authority to the Executive Committee in accord with Bylaw 4.03, the Council oversees the management of the business and affairs of the Institute. In carrying out this responsibility, a member of the Council who acts in good faith and reasonably believes that reliance is warranted may rely on the acts, statements, reports, or opinions of the Executive Committee, of other duly constituted committees, of an officer of the Institute, or of any other person.

B. The primary functions of the Council are to determine projects, programs, and activities to be undertaken by the Institute, either alone or with other organizations; to determine the form of Institute projects; to evaluate and, in accord with Bylaw 6, to approve work as representing the position of the Institute; and to receive and review reports from the Executive Committee.

4.02 The authority reserved to the Council by these Bylaws is expressed by reference to the Council's having to act "by Rule," to the matter being "only" for the Council, or to the matter being specifically "reserved to" the Council. In addition, the authority reserved to the Council includes, but is not limited to, the following:

A. To adopt and amend Rules of the Council, not inconsistent with these Bylaws;

B. To make the final interpretation of any Bylaw or Council Rule;

C. To lease, mortgage, or sell any of the Institute's real property (only if authorized by a majority of the Council at a meeting called for that purpose); and

D. To reserve additional authority to itself by Rule or resolution.

4.03 A. The Executive Committee is composed solely of Council members and is a required standing committee of the Institute. Its primary responsibility is the oversight of the management of the business and affairs of the Institute under a broad delegation of the Council's authority except what is reserved to the Council by applicable law, by these Bylaws, or by the Council by Rule, resolution, or other recorded action.

B. Six other standing committees of the Institute are also required: Audit, Governance, Investment, Membership, Nominating, and Projects. The Council, by Rule, may create additional standing committees.

C. Each standing committee of the Institute must have a formal charter adopted (or amended) only by the Council, in which the committee's composition, authority, and responsibilities are stated. The Executive and Nominating Committees are appointed only by the Council, but the Council may delegate its authority to appoint any of the other standing committees.

D. Any delegation of Council authority to a standing or other committee, whether by charter or otherwise, is not exclusive, and the Council continues to retain and may exercise all delegated authority.

4.04 The Council consists of no fewer than 42 and no more than 65 members. The Council may transfer Council members to emeritus status in accord with its Rules. Council members emeritus may participate in meetings of the Council but are not members of the Council and may not vote.

4.05 A. Council members are elected from the Institute's membership by the members at an annual meeting of the membership. Except as provided in Bylaw 4.06, the term of Council members is five years beginning at the close of the annual meeting at which the election occurs and terminating at the close of the annual meeting five years later.

B. A vacancy that occurs on the Council due to the death, resignation, or removal of a Council member during the member's term may be filled temporarily only by the Council. A person appointed under this paragraph to fill a vacancy is a member of the Council only until the next annual meeting of the membership of the Institute.

C. Except as provided in Bylaw 4.06, a Council member may serve no more than three consecutive terms.

4.06 A. A Council member may serve more than three consecutive terms and remain eligible for reelection to the Council for as long as the member holds any office, subject to the term limits in Bylaw 5.04. The term of a Council member who has served for more than three consecutive terms as permitted by this paragraph terminates when the person no longer holds any office.

B. The offices covered by this Bylaw 4.06 and Bylaw 4.07 are all offices under Bylaw 5.01 other than the director and deputy director.

C. Regardless of the Council class to which the member was assigned when elected to the Council, the term of each member of the Council at the time this Bylaw 4 is approved by the membership terminates at the close of the 2007 annual meeting of the membership. Such persons are eligible for reelection to the Council only as provided in the applicable transition rule approved by the Council on December 7, 2006.

4.07 A Council member who becomes ineligible for reelection to the Council as a result of term limits under Bylaw 4.05 or 4.06 or the applicable transition rule (approved by the Council on December 7, 2006) may be reelected to the Council after two years have elapsed, except that a person who is nominated for any office may be reelected to the Council after no lapse, effective at the same time as the term of office begins. A Council member who leaves the Council (whether during or at the end of a term) prior to

reaching the applicable term limits may be reelected to the Council at any time. However, no person may serve more than four terms on the Council, whether or not the terms are consecutive, unless so permitted under Bylaw 4.06 or the applicable transition rule.

4.08 No member or former member of the Council may receive any compensation from the Institute for services rendered during that person's term as a Council member.

4.09 The Council should meet in person at least once a year.

4.10 One-third of all Council members constitutes a quorum for a Council meeting, but one-third need not be present at all times. Except as provided by applicable law, a majority vote of those present when the vote is taken on any matter at a duly constituted Council meeting is effective as the Council's action.

4.11 A. The term of appointed members of standing committees is three years. All terms begin and end at the close of an annual meeting of the membership. Except as provided in paragraph B, C, or D of this Bylaw 4.11, appointed members of standing committees may serve no more than two consecutive terms.

B. At the end of the second consecutive term an appointed member or chair of a standing committee is eligible for reappointment for two years only as chair, unless that person previously served more than one term as chair.

C. In extraordinary circumstances, at the request of the President, the Council may grant a one-time extension to allow an appointed chair of a standing committee to serve beyond the term limits under paragraphs A and B of this Bylaw 4.11.

D. Members of a standing committee at the time this Bylaw 4 is approved by the membership are eligible for reappointment to that standing committee only as provided in the applicable transition rule approved by the Council on December 7, 2006.

E. Members of a standing committee who are ineligible for reappointment to the committee as a result of term limits under paragraph A, B, C, or D of this Bylaw 4.11 and the applicable transition rule approved by the Council on December 7, 2006, may be reappointed to the committee after two years have elapsed.

F. The Council may appoint special committees and prescribe the authority and responsibilities of each.

G. Any member of a standing or special committee may be removed, with or without cause, by the Council or by any other person or entity that is authorized to appoint the committee.

4.12 A majority of the members of any standing or special committee constitutes a quorum for a committee meeting, but a majority need not be present at all times. A majority vote of those present when the vote is taken on any matter at a duly constituted meeting is effective as the committee's action.

4.13 A. Except when an in-person meeting is required by applicable law, these Bylaws, a Council Rule or resolution, or a committee charter, any meeting of the Council or of a committee may be held in person, by teleconference, or by any other means whereby all participants in the meeting are able to talk with each other.

B. Any action that may be taken at a meeting of the Council or of a committee may be taken without a meeting by an approving vote of a majority of its members, except that if any of its members requests that a meeting be held on the matter, the action may not be taken except at a meeting (which need not be an in-person meeting). Voting by the Council or by a committee without a meeting must be by a method determined by the President or Chair of the Council, in the case of the Council, and by the committee's chair, in the case of a committee.

C. Proxy voting by members of the Council or of any committee is not permitted.

BYLAW 5 – OFFICERS

5.01 The Institute's officers are a president, a first vice president, a second vice president, a secretary, a treasurer, a director, and a deputy director. The Council may designate additional officers, including but not limited to a chair of the Council, a president designate, an assistant secretary, and an assistant treasurer. No two offices may be held simultaneously by the same person. Officers serve with the authority and duties prescribed by the Council.

5.02 Neither the director nor deputy director may serve on the Council. All other officers must be members of the Council and persons in or formerly in those offices may not receive any compensation from the Institute for services rendered during their term in office.

5.03 Only the Council may elect, appoint, or, with or without cause, remove an officer, except that the Council may delegate such authority to the Executive Committee with respect to the deputy director.

5.04 A. The term of office of each officer other than the director and deputy director is three years. All officer terms begin and end at the close of an annual meeting of the membership of the Institute.

B. Except as provided in this Bylaw 5.04 and in Bylaw 5.05, no person may serve more than three terms in the same office.

C. Only the immediate past president may serve as chair of the Council, and, except as provided in Bylaw 5.05, no person may serve more than one term in that office.

D. No person may serve more than one term as president designate.

E. The director and deputy director each serve for a fixed term set at the time of appointment not to exceed three years. There is no limit to the number of terms the director and deputy director may serve.

5.05 The officers at the time this Bylaw 5 is approved by the membership are eligible for reelection or reappointment to the same office only as provided in the applicable transition rule approved by the Council on December 7, 2006.

BYLAW 6 – PUBLICATIONS OF THE INSTITUTE

Publication of any work as representing the Institute's position requires approval by both the membership and the Council. Use of the name of the Institute in connection with other publications may be authorized by the Council without specific approval of their contents by the membership or the Council.

BYLAW 7 – AMENDMENT OF THE BYLAWS

7.01 These Bylaws may be amended by a majority of the members of the Institute voting on the matter at a meeting of the membership, or by approval of a majority of the members without a meeting if so authorized under Bylaw 3.05.

7.02 Members must be sent a copy of any proposed Bylaw amendment at least 30 days before action on the amendment is required.

7.03 A proposed amendment must be submitted for a vote of the membership if recommended by a majority of the Council or if the requirements set forth in Bylaw 7.04 are met.

7.04 If at least 100 members of the Institute submit a proposed amendment to the Council, the amendment must be submitted for a vote of the membership if:

A. within six months after its receipt by the Council, the Council does not recommend the proposed amendment under Bylaw 7.03 and, following the Council's decision or inaction,

B. at least 100 members request that the proposed amendment be submitted for a vote of the membership.

Once both conditions are met, the submission for a vote of the membership, at or without a meeting, must occur no later than the first annual meeting of the membership that would permit the notice required under Bylaw 7.02.

BYLAW 8 – INDEMNIFICATION

The Council is authorized to provide indemnification to the fullest extent permitted by law. The Council, by Rule or otherwise, shall provide for such indemnification as the Council from time to time deems appropriate.