

Articles of Incorporation of the Midwest Association of Pre-Law Advisors (MAPLA)

ARTICLE I.

PURPOSES

This organization will provide a context for the sharing of knowledge and experience among advisors to promote informed advising of students considering a legal career. The Association will sponsor an annual conference of advisors and law school admissions officers. It will promote the training of new Pre-Law Advisors through workshops as well as through the annual conference. It will provide a vehicle for increased communication between individual law school admissions officers, Law Services, Pre-Law Advisors, and students.

ARTICLE II.

OFFICES

The location of the principal office of this corporation shall be 307 South Hall, University of Wisconsin, Madison, Wisconsin 53706. The initial address of the registered agent of this corporation shall be 307 South Hall, University of Wisconsin, Madison, Wisconsin 53706; and the initial registered agent shall be Grace D. Shaw. The address of the registered office and the registered agent may be changed from time to time by action of the Board of Directors, provided that the registered agent must be maintained in the State of Wisconsin. The corporation may have such other office or offices as the Board of Directors may designate from time to time.

ARTICLE III.

MEMBERS

1. Initial Members. All persons who are members of the unincorporated organization known as Midwest Association of Pre-Law Advisors at the time of incorporation of this organization shall be deemed to be members of this organization.
2. Qualification of Members. Any person who is a Pre-Law Advisor at an accredited college or university may become a member of this corporation by registering with the Secretary and paying the membership dues for the fiscal year in which the person becomes a member.
3. Voting of Members. Each member who is not delinquent in paying dues is entitled to one vote at any meeting of the membership.
4. Membership Dues. The Board of Directors, from time to time, may set and change annual and special dues to be paid by members, at times specified by the Board.

5. Termination of Membership. Any person may resign his membership by submitting his resignation to the Secretary. The membership of any person shall terminate if his dues are delinquent for more than ninety days. Such membership may be reinstated by paying the delinquent dues.

6. Associate Members. Associate membership, without voting privileges, may be extended by the Board of Directors to appropriate individuals from law schools, other educational institutions, and attorneys.

ARTICLE IV.

MEETINGS OF MEMBERS

1. Time and Place: Call of Special Meetings. A meeting of the members of this corporation shall be held annually in the fall of each year, at such time and place as may be designated by the Board of Directors. Special meetings may be called by the President, the Board of Directors, or by ten (10) members who shall designate the time, place, and purpose of the meeting in the call. Meetings of members may be held at any place in the United States designated by the Board of Directors or the person or persons calling the meeting.

2. Notice of Meeting. Written notice of all meetings of the members, stating the place, day, and hour of the meeting, and, in case of special meetings, the purposes of the meeting, shall be mailed to each member of this corporation, using the last address of each member, as shown by the records of this corporation, not less than thirty (30) nor more than sixty (60) days prior to the day of the meeting. Such notice shall be mailed by or at the direction of the Secretary, but shall be deemed sufficient if, instead of being mailed by or at the direction of the Secretary, it is mailed by or at the direction of the President, the Board of Directors, or other persons calling the meeting.

3. Quorum. Ten (10) of the members of this corporation shall constitute a quorum for a meeting of members. No member shall be entitled to vote or be counted as part of a quorum unless he is present in person. A majority of the votes entitled to be cast by the members present in person, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by statute. A majority of those present, even though constituting less than a quorum, may adjourn the meeting from time to time.

4. Procedure. Meetings shall be conducted so that the sense thereof may be determined and so that any member present may have a reasonable opportunity to be heard, but strict adherence to parliamentary rules is not required.

ARTICLE V.

BOARD OF DIRECTORS

1. General Powers. Except as otherwise provide herein, the business and affairs of this corporation shall be managed by its Board of Directors. The Board of Directors may create, use, and discharge such committees, including a nominating committee, as it may deem appropriate to assist it in the conduct of the business and affairs of this corporation.

2. Composition of Board. Elections and Tenure. The Board of Directors shall consist of nine persons who are members of this corporation, four of whom shall be the President, the President-elect, the Secretary, and the Treasurer. The other five members of the Board of Directors shall be Directors who are not officers. At the October 1980 annual meeting two of such directors shall be elected for a term of one year and two shall be elected for a term of two years. Thereafter, two directors shall be elected at each annual meeting for a term of two years each. Directors who are not officers shall be elected by a simple majority vote of those present and voting. The Board of Directors may, from time to time, select a member of a law school faculty/staff to serve without a vote as a member of the Board of Directors as a liaison with law schools.

3. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by a majority vote of the directors then in office. The person chosen to fill the vacancy shall serve until the expiration of the term of office involved and until his successor has been chosen and assumes the duties of office.

4. Meetings of Board of Directors. A regular meeting of the Board of Directors shall be held immediately following the conclusion of the annual meeting of the members at the place of that meeting. Additional regular meetings may be held at such time and place in the United States as may be specified by the Board of Directors. Notice of a regular meeting need not be given. The Board of Directors shall meet at such other times and places in the United States, as may be specified in the call of the President, or any two other members of the Board of Directors, filed with the Secretary. Notice of each special meeting shall be mailed at least ten (10) days prior to the meeting to each director at his house or business address. No purposes of any special meeting need be specified in any call or notice thereof.

5. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present, though less than a quorum may adjourn the meeting from time to time.

6. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater proportion is required by statute.

7. Informal Action. Any action which may be taken by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken is signed by all the directors then in office.

ARTICLE VI.

OFFICERS

1. Principal Officers. The principal officers of this corporation shall be a President, President-Elect, a Secretary, and a Treasurer. Other officers and assistant officers may be appointed or elected by the Board of Directors and the Board of Directors shall prescribe their duties.

2. Selection and Terms of Officers. The President-Elect shall be elected annually by the members of this corporation. The President-Elect and President shall each hold office for a term of two years. The President-Elect shall succeed to the office of President upon completion of his or her term as President-Elect. The Secretary and the Treasurer shall be elected in alternative years and each shall hold office for a term of two years, except that the Secretary shall be elected at the annual meeting in October, 1980 for a period of one year only, and the Treasurer shall be elected at said meeting for a term of two years. The President-Elect, the Secretary and the Treasurer shall each be elected by a simple majority vote of the members present and voting.

3. President. The President, when present, shall preside at meetings of the Board of Directors and of the members, super-vise the work of and activities of the various committees, shall execute all documents necessary or proper to be executed in the course of the conduct of the regular affairs of the corporation or which may be authorized by the Board of Directors. The President shall have such additional powers as may be authorized by the Board of Directors or by these By-Laws, and shall supervise and control the affairs of the corporation under the control of the Board of Directors.

4. President-Elect. In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall assist the President in conducting the business of the Association, serve as program coordinator, and perform such other duties as may be assigned to him by the Board of Directors.

5. Secretary. The Secretary shall perform such duties as are elsewhere prescribed by these By-Laws, keep the minutes of the meetings of the Board of Directors and of the members; see that all notices are duly given to the custodian of all corporate records; keep a register of the post office address of each director and member of the corporation; and sign such instruments as are required to be attested by the Secretary of the corporation; and shall perform such other duties as may be assigned by the Board of Directors.

6. Treasurer. The Treasurer, under the direction and control of the Board of Directors, shall have charge and custody of and be responsible for all of the funds of the corporation, shall perform all duties incidental to the office of Treasurer and shall have such other duties as may be delegated or assigned by the Board of Directors. The Treasurer, if required by the Board of

Directors, shall give a bond for the faithful discharge of his duties, in such sum and with such securities as the Board of Directors shall determine.

7. Vacancies. The Board of Directors may determine that there is a vacancy in any office and fill such vacancy. A vacancy may be caused by death, disability, or refusal to act.

8. Initial Officers. The initial principal officers of this corporation, existing at the time of adoption of the By-Laws, are designated as follows. President, Robert C. Fee; President-Elect, Louis C. Rice; Secretary, Doreen A. Herlihy; Treasurer, Grace D. Shaw; Immediate Past President, Eugene Hauge. Such officers shall serve for a term ending at the conclusion of the annual meeting in October, 1980 and until their successors are chosen and assume the duties of office.

ARTICLE VII.

TERMS OF OFFICE OR DIRECTORS AND OFFICERS' GENDER

For the purposes of section 2 of Article V and section 2 of Article VI of these By-Laws, (a) a "year" shall be deemed to be the time between the conclusion of an annual meeting and the conclusion of the next succeeding annual and (b) except for the offices of President and Immediate Past President, all terms of office shall begin at the conclusion of the annual meeting at which the election for that office is required to occur. Each director and officer shall hold office until his successor is chosen and assumes the duties of office or he ceases to be a member of this corporation or resigns.

Words used in these By-Laws importing one gender shall extend to and may be applied to any gender.

ARTICLE VIII.

FISCAL YEAR

The fiscal year of this corporation shall commence on April 1 of each year.

ARTICLE IX.

SEAL

This corporation shall have no corporate seal.

ARTICLE X.

AMENDMENT

These By-Laws may be amended by the Board of Directors or by majority vote of the members present and voting at a meeting of the members where a quorum is present, provided that no By-Law adopted by the members may be amended by the Board of Directors unless the members have conferred such authority upon the Board of Directors. No alteration of these By-Laws shall be made (a) at a meeting of the members or (b) by less than a unanimous vote of all of the directors in office unless notice of the subject matter of the proposed change is mailed to all of the members or all of the directors, as the case may be, not less than thirty (30) nor more than sixty (60) days before the meeting at which the proposed change is to be submitted for consideration. Any By-Law change adopted by the Board of Directors may be repealed at the next annual meeting of the corporation without such said notice having been given.

Amended September 2001.

MIDWEST ASSOCIATION OF PRE-LAW ADVISORS (MAPLA) CONSTITUTION

ARTICLE I. Name

The organization shall be known as the "Midwest Association of Pre-Law Advisors."
(MAPLA)

ARTICLE II. Purpose

The organization will provide a context for the sharing of knowledge and experience among Advisors to promote informed advising of students considering a legal career. The Association will sponsor an annual conference of Advisors and law school admission officers. It will promote the training of new Pre-Law Advisors through workshops as well as the annual conference. It will provide a vehicle for increased communication between individual law school admissions officers, Law Services, Pre-Law Advisors and students.

ARTICLE III. Membership

1. Members shall be Pre-Law Advisors in accredited colleges or universities. Each member will have one vote.
2. Associate Memberships without voting privileges shall be extended to appropriate individuals from law schools, other educational institutions, and attorneys

ARTICLE IV. Meetings and Quorums

1. Meetings shall be held annually. Additional meetings may be called by the Board of Directors.
2. A majority of the voting members attending the meeting shall constitute a quorum.
3. A quorum is necessary to take formal actions. Decisions will be made by majority vote of those present and voting.
4. The time, place and agenda for the meetings shall be determined by the Board of Directors.
5. Robert's Rules of Order, Newly Revised, shall govern all parliamentary procedures.

ARTICLE V. Officers

The officers shall be President, President-Elect, Secretary, and Treasurer.

A new President-Elect shall be elected at the annual meeting. The current President-Elect will automatically become the new President.

Nominations for Officers and Board Members shall be made by a nominating committee composed of the President, President-Elect, and Immediate Past President if able to serve. Consent must be obtained from the nominees. Nominations will be sent to members with the announcement of the annual meeting. Additional nominations, with the consent of the nominee, may be made from the floor at the annual meeting.

Terms of office for the President and President-Elect shall be for two years (Annual Meeting to Annual Meeting); terms for members of the Board, Secretary, and Treasurer shall be for two years. Terms of office shall commence upon election and shall continue until a replacement is elected.

ARTICLE VI. Board of Directors

1. The Board of Directors is composed of the officers and five members elected for two-year terms, with two or three members to be elected every other year. Nominations should be made with consideration for geographical distribution and diversity of types of schools represented.
2. The Board of Directors shall select a member of a law school faculty to serve as an ex-officio member of the Board of Directors as a liaison with law schools.
3. The Board of Directors shall have the power to create ad hoc advisory committees whose membership, charge, and duration shall be at the discretion of the Board.

ARTICLE VII. Amendments

1. The Constitution may be amended only at the annual meeting by a two-thirds vote of the members present and voting.
2. Proposed amendments must be sent to each member thirty days before the annual meeting to make them eligible for consideration.

Amended September 2001

MIDWEST ASSOCIATION OF PRE-LAW ADVISORS (MAPLA)

BY-LAWS

ARTICLE I. Duties

President - The President shall preside at all meetings of the Association and of the Board of Directors. He or she shall supervise the work and activities of the various committees.

President-Elect - The President-Elect shall preside at meetings in the absence of the President. He or she shall assist the President in conducting the business of the Association, serve as program coordinator, and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Secretary - The Secretary shall keep a record of the proceedings of all meetings of the Executive Committee and of the annual meeting. He or she shall perform such additional duties as may be assigned him or her by the Board of Directors.

Treasurer - The Treasurer shall keep an accurate record of all monies received and paid out. A report shall be made at the annual meeting of members and at each meeting of the Board of Directors.

ARTICLE II. Vacancies

The Board of Directors shall have the power to fill any vacancy occurring in an office of the Association.

ARTICLE III. Fiscal Year

The fiscal year shall be from April 1 through March 31.

ARTICLE IV. Dues

Dues shall be set by the Board of Directors.

ARTICLE V. Amendments

1. The By-Laws may be amended at the annual meeting by a two-thirds vote of the members present and voting.
2. Any such proposed change must be submitted to the membership thirty days prior to the annual meeting to make it eligible for adoption.

Amended September 2001