

AMENDED AND RESTATED BYLAWS OF
THE J. REUBEN CLARK LAW SOCIETY

ARTICLE I

NAME AND LOCATION

The name of this organization is the J. Reuben Clark Law Society ("Law Society"). In some areas of the world, to avoid confusion with associations of the bar, the Law Society may be known by other names as approved by the Board. The principal address of the Law Society will be 348 JRCB, Brigham Young University, Provo, Utah 84602. The Law Society is a voluntary, unincorporated association affiliated with Brigham Young University ("BYU") and specifically with the J. Reuben Clark Law School ("Law School") at BYU.

ARTICLE II

MISSION STATEMENT AND PURPOSES

1. The Law Society's mission statement is as follows: **"We affirm the strength brought to the law by a lawyer's personal religious conviction. We strive through public service and professional excellence to promote fairness and virtue founded upon the rule of law."**
2. In fulfilling its mission statement, the Law Society is guided by the philosophy, personal example, and values of its namesake, J. Reuben Clark, Jr. Those values include: (1) public service, (2) loyalty to the rule of law, and (3) appreciation for the religious dimension in society and in a lawyer's personal life.
3. To accomplish its mission, the Law Society will (1) promote the formation of attorney and student chapters around the world that meet regularly to further the values and objectives of the Law Society; (2) encourage its members to regard the practice of law as a public trust from which compensation may be accepted but as to which service to the courts, clients and society will always be paramount; (3) promote and protect the rule of law; and (4) strengthen chapters through publications, conferences, events and other efforts.
4. The Law Society assists the Law School in fulfilling its educational and professional mission. As the Law School operates under the legal umbrella of BYU, it shall operate within the scope of and be governed by the constitution of BYU.
5. The Law Society is included under the general BYU tax exempt status. This inclusion was established by decision of the President's Council on 25 October 1993. Accordingly, the Law Society and its chapters need to comply with BYU's Political Neutrality Policy, all other BYU policies that pertain to BYU's nonprofit, tax-exempt status, and federal

501(c)(3) guidelines¹, which together require strict neutrality regarding partisan political activities, and which also place certain restrictions on lobbying and other political activities. Law Society members are welcomed and encouraged to engage in the political process as individuals or as members of another group. The Law Society and its chapters, by virtue of their organization, are affiliated with BYU, which would imply that they represent or speak for BYU if they were to endorse political positions. Thus, it is inappropriate for the Law Society or any of its members or chapters to use the name of the Society or the name of BYU to endorse a political activity that BYU has not chosen to endorse itself. The Law Society, while affiliated with and supported by the Law School, is not an alumni association. The Law Society is open to graduates (hereinafter referred to as “attorneys”) and law students from all law schools.

ARTICLE III

ORGANIZATION

1. The structure of the Law Society consists of a Board of Directors (“Board”), Officers of the Law Society (“Officers”), an Operations Committee, Chapter Relations Council (“Council”), Student Chapters Board (“SCB”), Law Society Committees, (“Committees”) Clark Society Advisors (“CSA”), and Sections and Chapters consisting of attorneys, law students, or both.
2. The **Board of Directors** consists of the Chair of the Board (“Chair”), the Chair-elect, the immediate Past Chair of the Board (“Past Chair”), the Executive Director and Assistant Executive Director, the Dean of the Law School, and if possible a representative of the Office of General Counsel of The Church of Jesus Christ of Latter-day Saints and other members as needed and appointed by a majority vote of the Board. The Board sets the policy of the Law Society, appoints the Officers, approves the budget and gives general direction to the Law Society. The Board will meet, either in person or electronically, at the direction of the Chair, at least quarterly. A majority of the Board will constitute a quorum for purposes of transacting Law Society business.
3. **Operations Committee** consists of the Chair, Chair-elect, the Executive Director and Assistant Executive Director, and other Officers or members as assigned from time to time by the Chair. The Operations Committee will meet regularly, either in person or electronically, at the direction of the Chair to manage the operations of the Law Society in accordance with the policy and directives established by the Board.
4. **Board Appointed Officers of the Law Society** are the Chair, Chair-elect, Past Chair, Treasurer, Committee Chairs, Chair of the SCB, Chair of the CRC, Regional Vice-Chairs of the CRC, Chair of the CSA, and such other officers as may be appointed by the Board.

¹ Section 501 (c) (3) requires that a tax exempt organization “not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.” Treasury Regulations specify that a “candidate for public office means an individual who offers himself/herself, or is proposed by others, as a contestant for an elective public office, whether such office be national, state, or local.” Treasury Reg. Section 1.501(c)(3)-1(c)(3)(iii).

These officers of the Law Society are appointed by the Board and serve for a term of two-years, with the exception of the Chair of the SCB and the Past Chair who serve a term of one-year. The Board may extend the term of any Officer as needed. Officers shall meet on a regular basis with the Operations Committee as directed by the Chair. Such meetings shall (a) include reports from the Officers concerning their assignments, (b) focus the role of the Officers on supporting the Chapters and Members of the Law Society in the areas outlined in the mission statement, and (c) coordinate the work of the Officers. Such meetings may be attended either in person or electronically. If an Officer is unable to attend such a meeting, they should designate a member of their Board, Council, or Committee to attend in their place.

5. **The Chapter Relations Council** consists of the Operations Committee, a Chair and Vice-Chairs of the Council, the Chair and Vice-Chairs of the SCB, and other members as needed and appointed by the Chair of the CRC. The Council oversees Area Leadership Teams who in turn oversee Chapters of the Law Society. The Council functions under the direction of the Board. The functions and purpose of the Council are to communicate with and support all chapters of the Law Society.
6. **Student Chapters Board** consists of the Chair and Vice Chairs of the SCB, student representatives on the Area Leadership Teams, student representatives on the Committees, and such other Student Division members as may be appointed from time to time by the Chair of the SCB in consultation with the CRC. All SCB members serve for a term of one-year. The SCB functions and operates under the direction of the Board. The purpose of the SCB is to work with the Council in supporting and strengthening the chapters and to communicate with and support particularly the members of the Student Division and the student chapters.
7. **Law Society Committees** will be established, as needed, by the Board. Such committees may include, but are not limited to, Community Service and Outreach, Conferences and Events, Finance, Media, Sections, Technology, and Women in the Law. The Committees will consist of a Committee Chair and Vice Chair, a Secretary and committee and subcommittee members. The Treasurer shall serve as the Committee Chair of the Finance Committee.
8. **The Clark Society Advisors** consist of the Chair, the Past Chair, Chair of the CSA, and past or present Board, CRC, or Committee members as invited by the Board to serve for a term of three years. The CSA will advise and support the Law Society in its long-range strategic planning, assist with fundraising, and in other ways support the Law Society. The CSA functions under the direction of the Board.
9. **Sections** consist of members of the Law Society who practice or are interested in a particular area of the law. A Section may be formed for a particular area of the law with the approval of the Chair. A chair for each Section will be nominated by the Sections Committee Chair and approved by the Operations Committee.

10. **Attorney Chapters** consist of geographically diverse chapters throughout the world led by attorney chapter chairs and supporting organizations. Attorney chapters are organized when there are enough members or potential members in a particular geographical area to support the creation of an attorney chapter.
11. **Student Chapters** consist of chapters established on school campuses throughout the world led by student chapter presidents and supporting organizations. If there are insufficient eligible students at one school, students from several schools may collectively form a student chapter. Students who live in an area not served by a local student chapter are eligible to join the closest student chapter, a student at-large chapter or an attorney chapter with the consent of the attorney chapter chair.

ARTICLE IV

MEMBERSHIP

1. Membership in the Law Society is multi-faith and is open to any person who holds a law degree, or is actively pursuing a law degree, and who shares in the values and objectives of the Law Society. Those who are currently enrolled in law school or the equivalent of a law school and are actively pursuing a law degree, but have not yet obtained one, and share in the values and objectives of the Law Society will be members of the Student Division of the Law Society.
2. Individuals may become members of the Law Society by completing and submitting a membership form provided by the Law Society. The Board reserves the right to revoke membership when it deems appropriate.
3. Members receive a variety of benefits from Law Society membership as outlined in the Law Society Handbook. Benefits may vary between attorney and Student Division members.
4. The Law Society, at both the general and local levels, is authorized to establish and collect annual membership dues and solicit sponsors.

ARTICLE V

EXECUTIVE OFFICERS

The following are executive officers of the Law Society:

1. **Chair:** The Chair of the Board is appointed by the members of the Board. The Chair is the Chief Executive Officer of the Board and the Operations Committee. The Chair serves for a term of two-years, with such duties and powers as are prescribed by the Bylaws or the Board.

2. **Chair-elect**: The Chair-elect assists the Chair in overseeing the operations of the Law Society and is appointed by the members of the Board during the Chair's first year in office. The Chair-elect will succeed the Chair at the conclusion of the current Chair's term. In the absence of the Chair, the Chair-elect chairs the Board and the Operations Committee and has full power and authority to act as the Chair. The Chair-elect shall assist the Chair and have such other duties and powers as are prescribed by the Bylaws or the Board
3. **Treasurer**: The Treasurer acts as the Committee Chair of the Finance Committee and is appointed by the members of the Board. The Treasurer will collect financial information of the Law Society and periodically present a financial report to the Board. The Treasurer will prepare an annual budget for approval by the Board.
4. **Past Chair**: The Immediate Past Chair of the Board will serve on the Board for a term of one-year immediately following his or her term as the Chair.
5. **Executive Director and Assistant Executive Director**: The Executive Director and Assistant Executive Director are appointed by the Dean of the Law School. They serve until replaced by the Dean of the Law School. The Executive Director oversees any paid staff of the Law Society and will provide staff direction and support for the Law Society from the Law School.

ARTICLE VI

ATTORNEY CHAPTERS AND STUDENT CHAPTERS

1. The Law Society encourages the organization of attorney and student chapters in areas where there are enough members or potential members to support a chapter. The Law Society encourages attorney and student chapters to adopt and support the values and objectives set by the Board and the Council. The Law Society also recommends that each chapter have a standard organizational structure (composed of a chapter chair or president, chair-elect or president-elect, board and appropriate committees as outlined in the Law Society Handbook) but allows each chapter the flexibility to adapt its organizational structure to meet its own particular needs. The chair, president, or similar chief officer of any chapter as well as their successor must be approved in accordance with the procedures established by the Council. Attorney chapters are encouraged to have a liaison from the BYU Law School Alumni Association on the chapter board. Attorney chapters are encouraged to include Student Division members in their chapter activities whenever possible, and student chapters should consider inviting attorney members to their activities when appropriate. The president of any student chapter in the same general geographic area as an attorney chapter should be a member of the board of the attorney chapter. The Law Society also encourages awards, events, and leadership patterns that give visibility to local Law Society members and others whose professional and personal lives exemplify the Law Society's values and mission statement. Beyond these recommendations chapters are encouraged to operate in such a manner that fulfills

the mission of the Law Society and meets the professional needs and interests of their members, using the Law Society Handbook as a guide.

2. Creation of new chapters of the Law Society must be approved by the Council. Area Leadership Teams are encouraged to grow and develop the Law Society in their assigned areas, and they may request that the Council approve a new chapter after recruiting chapter leaders. Members in a particular area may also organize themselves and seek authorization to form a new chapter.


ARTICLE VII


AMENDMENT TO BYLAWS


The Board may amend the By-Laws of the Law Society from time to time upon approval of any such amendments by a two-thirds vote of the members of the Board. These Bylaws will supersede and replace in its entirety the Amended Charter of Organization of the Law Society dated August 29, 2002, and the Amended and Restated By-Laws dated January 20, 2009.

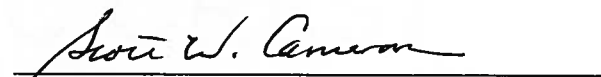
Executed as of July 19, 2012


Douglas R. Bush, Chair


Nancy Van Slooten, Immediate Past Chair


William F. Atkin, Office of General Counsel
of The Church of Jesus Christ of Latter-day Saints


James Rasband, Dean of the
J. Reuben Clark Law School


Scott W. Cameron, Executive Director


Mary H. Hoagland, Associate Executive Director