I. ARTICLE III, SECTION 5 OF THE BY-LAWS IS AMENDED TO READ AS FOLLOWS:

Section 5. Election.

(a) Non-Officer Positions on the Board of Directors.

The graduating classes shall be divided into [two] three groups, to be determined by their chronological order, as follows:

Group “A” shall be comprised of the first [half] third of the total number of graduating classes. Group “B” shall be comprised of the second [half] third of the total number of graduating classes. Group “C” shall be comprised of the final third of the total number of graduating classes. Where there exists [an uneven] a number of classes not divisible by three, the additional year or years shall be placed with Group “[“B.”]“C” if the remainder of dividing the total number of classes by three is one class, or with Groups "B" and “C” if the remainder is two classes.

Three (3) nonofficer director positions shall be filled from candidates who were members of the classes constituting Group “A” for that election year. Three (3) nonofficer director positions shall be filled from candidates who were members of the classes constituting Group “B.” Three nonofficer director positions shall be filled from candidates who were members of the classes constituting Group “C.”

Except when Section 8 of this article applies, the three (3) candidates receiving the most votes for the vacant non-officer positions for each group on the Board of Directors shall be elected as directors of the Association.

II. SECTION 6 OF THE BY-LAWS IS AMENDED TO READ AS FOLLOWS:

Section 6. Initial Election Under These Bylaws In the first election under these Bylaws as amended in [1992, each position shall be open for nomination and election including the offices of president, vice-president, secretary, treasurer and all twelve (12) non-officer director positions. The six (6) candidates from each group receiving the most votes shall be elected. Of those six (6) candidates, the three (3) receiving the most votes shall serve terms of two (2) years and the remaining three (3) shall serve terms of one (1)
2012, i.e. in the 2013 election, the terms of all Boardmembers whose terms are scheduled to end at the 2013 election shall end, but they shall be eligible, depending upon their year of graduation, to run for one of three seats available in that year for Group “A” members, three seats available for Group “B” members or three seats available for Group “C” members, and those Boardmembers whose terms do not end until the 2014 election shall carry over, regardless of the Group of which they are a member. Thereafter, at the 2014 election, the terms of all Boardmembers whose terms are scheduled to end at the 2014 election shall end, but they shall be eligible, depending upon their year of graduation, to run for one of the three seats available in that year for Group “A” members, three seats available for Group “B” members, or three seats available for Group “C” members. Thus, notwithstanding Article VI, Section 2, for the 2013-2014 electoral year, the Board will temporarily have fifteen non-officer members.

III. ARTICLE III, SECTION 8 OF THE BY-LAWS IS AMENDED TO READ AS FOLLOWS:

Section 8. Uncontested Elections.

If:

(a) Following the deadline for the Association to receive nominations from the membership, there is no contested officer or director position; and

(b) Neither the Board of Directors nor any committee appointed by the Board to administer the election has, prior to the deadline for mailing ballots, either:

(i) Nominated more than one candidate for any officer position; or

(ii) Nominated more candidates to serve in nonofficer positions on the Board for either Group “A,” [or Group] “B” or “C” than there are positions to be filled;

the nominees for the various officer and director positions shall be deemed elected without the necessity of holding an election.

IV. ARTICLE VI (“BOARD OF DIRECTORS”), SECTIONS 1 AND 2 OF THE BY-LAWS OF THE ASSOCIATION ARE AMENDED TO READ AS FOLLOWS:

“Section 1. The business, property and affairs of the Association shall be managed by a Board of Directors. [Seven] Nine members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 2. The Board of Directors shall include the [five (5)] six (6) officers of the Association, [twelve (12)] all of whom shall be voting members of the Board.
eighteen (18) non-officer directors elected as provided for herein, and four (4) directors appointed by the Dean of the Law School as provided in Section 7 of this article.”

V. ARTICLE VII (“OFFICERS”), SECTION 1 OF THE BY-LAWS SHALL BE AMENDED TO READ AS FOLLOWS:

“Section 1. The officers of this Association shall be a president, vice president, immediate past president, recording secretary, corresponding secretary and treasurer.”