

BYLAWS
OF
HARVARD LAW SCHOOL ASSOCIATION OF MASSACHUSETTS

Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1. Name and Purposes. The name and purposes of the corporation shall be as set forth in the articles of organization.

1.2. Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3. Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4. Fiscal Year. The fiscal year of the corporation shall end on June 30 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

Section 2. MEMBERSHIP

2.1 The corporation has no members who have any voting powers or authority to act, and any action or vote required or permitted to be taken by members under M.G.L. c. 180, §3 shall be taken by action or vote of the same percentage of directors.

Section 3. BOARD OF DIRECTORS

3.1. Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation except as is otherwise provided by law or by these Bylaws.

3.2 All directors must be alumni or alumnae of the Harvard Law School (as determined by the Harvard Law School), full-time students currently enrolled in a degree program at the Harvard Law School, faculty of the Harvard Law School during the term of their appointment, or emeriti or emeritae Professors of the Harvard Law School.

3.3 Number and Election. The Board of Directors shall consist of no less than three (3) nor more than twenty-seven (27) directors, the number to be established and elected by the directors (except with respect to the initial Board of Directors, who shall be elected by the Incorporator) at an Annual Meeting of the Directors.

3.4. Tenure. Each elected director shall hold office for a term of three years following the annual meeting of the directors at which he or she is elected, except that one-third of the whole number of directors elected by the Incorporator shall serve a three-year term, one-third of such whole

number shall serve a two-year term, and one-third (or such smaller number as shall constitute the remainder of the Board of Director) of such whole number shall serve a one-year term and the term of a director who fills a vacancy shall expire at the expiration of the unexpired term of the director being replaced. Each director shall hold office until the expiration of his or her term and until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Unless otherwise determined by the Board of Directors, no director shall serve more than three consecutive terms as a director.

3.5. Suspension or Removal. An elected director may be removed at any time with or without cause by vote of two-thirds (2/3) of the directors then in office.

3.6. Resignation. A director may resign by delivering a written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.7. Vacancies. Any vacancy in the Board of Directors may be filled by the directors. Each such successor shall hold office for the unexpired term, and until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 4. OFFICERS AND AGENTS

4.1. Number and Qualification. The officers of the corporation shall be a president, two vice-presidents, a treasurer, a clerk and such other officers, if any, as the directors may determine. Only directors of the Corporation shall be eligible to serve as officers of the Corporation. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. Each officer of the Corporation shall serve as a director with full voting power.

4.2. Selection. The officers shall be elected by a majority of the directors present at an annual meeting of the directors held for that purpose. The initial president, treasurer and clerk shall be elected by the Incorporator.

4.3. Tenure. Each officer of the corporation shall hold office for three full years or for such term as shall be specified by the Board of Directors at the time of the officer's election and until his or her successor is elected and qualified or until he or she sooner dies, resigns, is removed or becomes disqualified. Unless otherwise determined by the Board of Directors, no officer shall serve more than three full consecutive terms in the same office.

4.4 President and Chairman of the Board of Directors. The president shall be the chief executive officer of the corporation and shall have general charge and supervision of the affairs of the corporation. The president shall also serve as the chairman of the Board of Directors. The chairman shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

4.5 Vice Presidents and Vice Chairman of the Board of Directors. The vice presidents shall have such duties and powers as the president or the board of directors shall determine. One of the vice-presidents shall be designated by the President to have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act. The vice-presidents shall also serve as the Vice Chairmen of the Board of Directors. The vice chairmen shall have such duties and powers as the chairman may determine, except as the directors shall otherwise determine. In the absence of the chairman, one of the vice chairmen shall preside at all meetings of the directors, except as the directors shall otherwise determine.

4.6. Treasurer. The treasurer shall have general charge of the corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the directors.

4.7 Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of the directors. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of the directors and the address of each. If the clerk is absent from any meeting of the directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

4.8. Suspension or Removal. Any officer may be removed at any time by vote of a majority of directors then in office.

4.9. Resignation. An officer may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.10. Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 5. COMMITTEES

5.1 Committees. There shall be a Finance and Audit Committee and a Membership Committee,. The directors may elect or appoint one or more additional committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

5.2 Finance and Audit Committee. The Finance and Audit Committee shall consist of the Chairman and at least two directors appointed by the Chairman. Its duties shall be to see that a

budget is prepared and submitted for the consideration of the Board of Directors and to provide oversight with respect to the financial affairs of the organization.

5.3 Membership Committee. The Membership Committee shall consist of the Vice Chairmen and at least two directors appointed by the Chairman. Its duties shall be to present to the Board of Directors candidates for election by the directors to the Board of Directors and to the corporate officer positions.

Section 6. MEETINGS

6.2. Annual Meeting of the Board of Directors. An Annual Meeting of the Board of Directors shall constitute the annual meeting of the corporation and shall be held each year on a date to be fixed by the Board of Directors or by the President, at the time and place to be fixed-by the Board of Directors or President and stated in the notice of the meeting.

6.3 If an annual meeting of the board of directors is not held as herein provided, a special meeting of the Board of Directors may be held in place thereof with the same force and effect as the annual meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 6.5 and 6.6.

6.4. Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine.

6.5. Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the president or by two or more directors.

6.6. Call and Notice.

(a) Reasonable notice of the time and place of regular and special meetings shall be given to each director as otherwise required by law, the articles of organization or these by-laws. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting contracts or transactions of the corporation with interested persons.

(c) Sufficient Notice. Except as otherwise expressly provided, it shall be sufficient notice to a director to send notice by mail at least four days or by email at least eighteen hours before the meeting addressed to the director's usual or last known business or residential address or email address or to give notice to the director in person or by telephone at least eighteen hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member or director if a written waiver of notice, executed by the member or director (or the member or director's attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any member or director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

6.7. Quorum. At any meeting of the directors forty percent of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

6.8. Action by Vote. When a quorum is present at any meeting of the directors, a majority of the directors present and voting shall decide any questions, including election of officers, unless otherwise provided by law, the articles of organization, or these by-laws.

6.9. Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meeting of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

6.10. Presence Through Communications Equipment. Unless otherwise provided by law or the articles of organization, directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, by a vice president, or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, one of whom is the president or executive vice president and the other is the treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the corporation.

Section 8. PERSONAL LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 9. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its directors or officers (each such person being called in this Section 9 a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with

the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification by a majority of the disinterested directors then in office.

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 9. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

As used in this Section 9, the term "Person" includes such Person's respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

Section 10. CONFLICT OF INTEREST

10.1 Disclosure of Conflict. Any duality of interest or possible conflict of interest on the part of any director shall be disclosed to the other directors and made a matter of record.

10.2 Abstention from Voting and Quorum. Any director having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and shall not be counted in determining the quorum for the matter, even where permitted by law. The minutes of the meeting shall reflect the making of a disclosure, the abstention from voting, and the determination of a quorum.

10.3 Statement of Position on Conflicting Matter. The foregoing requirements shall not be construed as preventing a director from briefly stating his or her position on the matter, nor from answering pertinent questions of other directors.

10.3.4 The board of directors shall, subject to the By-Laws, Articles of Organization, and applicable law, adopt a policy with respect to transactions with interested parties.

Section 11. AMENDMENTS

These by-laws may be altered, amended, or repealed in whole or in part by a vote of a majority of the directors then in office.

Section 12. OPERATING PRINCIPLES

12.1 The Corporation shall adhere to the Harvard Law School Association Club and Shared Interest Group Operating Guidelines,

12.2 The officers, directors, and committees of the Corporation shall cooperate with the committees of the Harvard Law School Association in carrying out the purposes of the latter Organization.

12.3. Adherence to Harvard Policies. The Corporation shall strictly adhere to Harvard University's policy on the use of the "Harvard" name and insignias. The Corporation shall also abide by the Trademark Policy detailing the use and licensing of the "Harvard" name, the VERITAS shields, Harvard Alumni Association and Harvard Law School Association logos and other Harvard University Trademarks.

12.4 Views and Positions. Any position that the Corporation takes, does not, and shall clearly state that such position does not, represent the views or positions of the President and fellows of Harvard University, or of the Harvard Law School Association or the Harvard Alumni Association.

12.5 Non-Discriminatory Clause. The Corporation shall not discriminate on the basis of race, ethnicity, gender, religion or sexual orientation in the furtherance of its purposes.