BYLAWS AND CONSTITUTION
OF THE
PUBLIC INTEREST LAW FOUNDATION OF
WHITTIER LAW SCHOOL
ADOPTED August 23, 1999
REVISED September 4, 2002
REVISED September 7, 2005
REVISED February 8, 2011

ARTICLE I

NAME

The name of this organization shall be the Whittier Public Interest Law Foundation (WPILF).

ARTICLE II

OFFICES

The principal executive office for the transaction of the business of WPILF shall be the mailing address of Whittier Law School, 3333 Harbor Blvd., Costa Mesa, CA, 92626.

ARTICLE III

PURPOSES AND OBJECTIVES

WPILF is a non-profit student directed organization committed to increasing the awareness of students, faculty, alumni and administration to the rewards, challenges, and opportunities in public interest projects through financial support, education programs, community outreach, and other ongoing efforts necessary to fulfill its goals.

ARTICLE IV

MEMBERSHIP

Section 1 This organization admits Whittier Law School students of any sex, race, color,
age, national and ethnic origin, sexual orientation and disability to all the rights, privileges, programs and activities generally made available to all Whittier Law School students.

Section 2  Membership: A Whittier Law School student who signs a Declaration of Membership is considered a member. The Declaration of Membership reflects Article III Purposes and Objectives.

Section 3  Voting: a member (Section 2) is in good standing may vote in the annual election pursuant to Article VI Section 10. For a member to be in good standing, they must complete five hours of service to WPILF and / or Public Interest Community Activities. These hours shall be reported to the officers at the end of each semester through forms provided by the executive board.

Section 4  Dues
No dues are required for membership in WPILF.

Section 5  Termination of Membership
The Board of Directors may terminate the membership of any member if it determines that a member has engaged in conduct prejudicial to the interest of WPILF. The termination process shall be determined by the Board.

ARTICLE V

BOARD OF DIRECTORS

Section 1  Powers
The activities, affairs and property of WPILF shall be managed, directed and controlled, and its powers exercised by and vested in the Board of Directors.

Section 2  Number of Directors
The Board of Directors shall consist of at least seven (7) individuals who shall have the following qualification respectively:

Director A, at all times during the term of office, shall be a student currently enrolled in Whittier Law School, having been voted to the office of President by a majority of the voting members of the organization.
Director B, at all times during the term of office, shall be a student currently enrolled in Whittier Law School, having been voted to the office of Vice-President by a majority of the voting members of the organization.

Director C, at all times during the term of office, shall be a student currently enrolled in Whittier Law School, having been voted to the office of Secretary by a majority of the voting members of the organization.

Director D, at all times during the term of office, shall be a student currently enrolled in Whittier Law School, having been voted to the office of Treasurer by a majority of the voting members of the organization.

Director E, F, G at all times during the term of office, shall be a Dean, Director on the Whittier Law School administrative staff, or Whittier Law School faculty. At least one of these Directors shall serve as the Faculty advisor to WPILF.

Directors A through D shall be voting members of the organization.

The Board of Directors may, by unanimous vote, create additional positions for Directors.

Section 3  Terms of Directors
The terms of the directors shall be as follows:

Directors A, B, C, and D: One (1) year commencing April 1 of every year
Directors E, F, and G: By election of the Officers

Section 4  Selection of Directors
All Directors A-D shall be elected or appointed at the conclusion of the term of each Director position as specified in these Bylaws. Each member of the organization shall have the right to one vote for each director position. The election shall take place at the Annual Meeting.

Section 5  Resignation
Directors E, F, & G may resign at any time by delivering a written resignation to the Board of Directors. The acceptance of such resignation shall not be necessary to make the same effective.
Section 6  Removal
Any Director may be removed at any time by the affirmative vote of a majority of the Board of Directors of the organization present in person at a meeting of the Directors, the notice of which shall have specified the proposed removal. Any student Director may be removed for not complying with membership requirements or for reasons stated in Article IV, Section 5.

Section 7  Vacancies
Whenever the number of Directors shall for any reason be less than the authorized number, the vacancy may be filled by a majority vote of the remaining Directors, though less than a Quorum, or by a sole remaining Director. Each such Director, so appointed or designated, shall hold office until the next Annual Meeting at which time the members will elect a Director for the remainder of the term of the Directorship vacated, if any remains.

Section 8  Annual Meetings
The annual meeting of the Board of Directors shall be held in April of every year. The Purpose of this meeting will be to transition leadership. Attendance will include out-going and in-coming Directors. The meeting agenda shall include a discussion and vote to establish projected allocation of WPILF revenue to fund the various WPILF programs, including WPILF Grants, LRAP, and 3L Scholarships.

Section 9  Other Meetings
Regular meetings for the Board of Directors shall be held no less than twice yearly, with one meeting held within 3 weeks of the start of the Fall Semester. Special meetings shall be held at any time when called by order of the Chairperson of the Board or any three (3) Directors.

Section 10  Notice
Members of the Board of Directors must be notified of meetings by telephone or e-mail not less than four (4) calendar days nor more than thirty (30) calendar days before the day on which the meeting is to be held. Each such notice shall state the general nature of the business to be transacted, the day, time and place of such meeting, and by whose request it was called.

Section 11  Quorum
The presence of at least fifty percent (50%) of the authorized number of Directors shall be necessary to constitute a quorum. A quorum is required is conducted business on matters regarding selection of interim Directors and proposed Bylaw changes. On these matters, no proxies are permitted.
Section 12  Organization
At each meeting of the Board of Directors, the president of the organization shall act as
Chairperson thereof; in case of his or her absence, the Vice-President shall so act. The Secretary
of the organization shall act as Secretary to the Board of Directors; in case of his or her absence,
the person whom the Chairperson of the meeting shall appoint a secretary pro-tem of the
meeting.

Section 13  Voting
At all meetings of the Board of Directors, except as otherwise expressly required by these
Bylaws, all matters shall be decided by the vote of a majority of the Directors present at the
meeting.

Section 14  Action by Board of Director Without a Meeting
Any action required or permitted to be taken by the Board of Directors may be taken without a
meeting if all the Directors shall consent in writing to the action, which includes email
communication.

Section 15  Duties
The Board shall have the responsibility to assess the effectiveness of the organization in
achieving purpose and objectives (Article III) and in making recommendations to the
membership. These recommendations may include public interest outreach, soliciting funds,
internal organizations and accounting concerns. The Board should insure the fiscal integrity of
the organization. The Board is responsible for deciding how revenue can be allocated to WPILF
programs, including WPILF Grants, LRAP, 3L Scholarships, and operating funds. The Board
shall select the WPILF Grant Committee.

ARTICLE VI

OFFICERS

Section 1  Titles and Qualification
The officers of the Organization shall include President, Vice-President, Secretary, and Treasurer
and such other officers as may from time to time be appointed by the Board of Directors. These
officers collectively are called the Executive Board. No person shall hold more than one office
in the organization.
Section 2  Election and Term of Office
The Officers are chosen at the Annual Membership meeting (Article VII) by the voting membership and will serve for a one year term, beginning after the annual election. New offices may be created and filled at any meeting of the Board of Directors.

Section 3  Resignations
Any Officer may resign by delivering a written reassignment to the Chairperson or the Secretary of the Board. The acceptance of any such resignation shall not be necessary to make it effective.

Section 4  Removal
Any Officer may be removed at any time by a vote of the majority of the Directors then in office at a meeting, the notice of which shall have specified the proposed removal. An Officer who does not meet the Membership criteria under Article IV may be removed or for any good cause as determined by the Board of Directors.

Any Officer must resign if he/she does not meet Good Academic Standing as required by Whittier Law School.

Section 5  Vacancies
Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

Section 6  The President
The President shall have the general powers and duties of management usually vested in the Office of President of an organization, shall serve as Chairperson of the Board of Directors, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him/her by the Board of Directors from time to time. The President shall preside at all meetings of the Board of Directors, the Executive Board and the Membership. The President shall be responsible for selecting the Auction Committee Chairperson, but may not serve as the Auction Committee Chairperson. The President, along with the other Directors, shall select the WPILF Grant Committee.

Section 7  The Vice-President
In the event that the President cannot perform his/her duties, the Vice-President shall act in his/her stead until such time as the Board of Directors shall appoint another President. The Vice-
President shall oversee the monthly volunteer activities. The Vice-President shall have such other powers and duties as may be assigned to him/her by the Board of Directors. The Vice-President shall oversee & manage all Auction Committee Activities. The Vice-President, along with the other Directors, shall select the WPILF Grant Committee.

Section 8    The Treasurer
In the event that the Vice-President cannot perform his/her duties, the Treasurer shall act in his/her stead until such time as the Board of Directors shall appoint another Vice-President. The Treasurer shall maintain all WPILF accounts and submit to the Faculty Advisor(s) all Purchase Orders and other matters requiring financial approval. The Treasurer is responsible for the timely deposit of all funds raised and the timely payment of bills. The Treasurer shall serve on the Board of Directors as Treasurer of the Board. The Treasurer shall also be the Auction Cash Committee Chairperson. The Treasurer shall have such other powers and duties as may be assigned to him/her by the Board of Directors. The Treasurer, along with the other Directors, shall select the WPILF Grant Committee.

Section 9    The Secretary
In the event that the Treasurer cannot perform his/her duties, the Secretary shall act in his/her stead until such time as the Board of Directors shall appoint another Treasurer. The Secretary is responsible for the timely filing of reports, for maintaining membership records and hours and for notifying members of meetings. The Secretary shall serve on the Board of Directors as Secretary to the Board of Directors. The Secretary shall be in charge of completing and making copies of the membership meeting agendas. He/she shall record minutes for Board and Membership meetings and maintain the Bylaws. The Secretary will be responsible for collecting all signed and sealed absentee ballots pursuant to Article VI, Section 12. The Secretary shall have additional powers and duties not inconsistent with these Bylaws as may be assigned to him/her by the Board of Directors and the President. The Secretary, along with the other Directors, shall select the WPILF Grant Committee.

Section 10    Election of Officers
The Officers of WPILF shall be elected at the Annual Meeting in April (Article VII, Section 2) by a majority vote of the membership. Each Officer shall hold his/her office from April until the next annual election. There is no restriction on serving consecutive terms. Ballots will be prepared in advance of the meeting.

Section 11    Nomination of Officers
Any voting member can nominate him or herself by filing a candidate statement for each office in which they intend to run. The statement shall not exceed 500 words and shall be emailed to the secretary no later than 14 days before the annual election.

Section 12 Voting
Voting will take place at the Annual Meeting. Candidate statements shall be disseminated by the secretary to all members electronically no later than 7 days prior to annual elections, and a hard copy shall be available at the annual election. Voting members will be verified at the election site and given one ballot. Ballots will be collected to assure anonymity. A simple majority prevails. Ballots will be counted at the meeting by one Director, either E, F, or G, and two non-candidate members. Run-off elections will be conducted immediately. Election results will be announced at the meeting. No proxies are permitted. No write-in candidates are permitted.

Voting members who are unable to attend the annual meeting will be permitted to file an absentee ballot. Absentee ballots will be sent electronically, upon request to the secretary. All absentee ballots must be placed in an envelope, which shall be signed, sealed, and delivered to the secretary prior to the annual election. Any late ballots will not be counted.

ARTICLE VII

MEMBERSHIP MEETINGS

Section 1 Place of Meeting
Membership meetings shall be held in any room within Whittier Law School that has been assigned by Facilities Management.

Section 2 Annual Meeting
The Annual Meeting of Members shall take place in January, unless the Board of Directors fixes another date and so notifies the members.

Section 3 General Meetings
There shall be monthly General Meeting from September through April.

Section 4 Special Meetings
A Special Meeting may be called by the Board of Directors.
Section 5  Notice of Meetings
Notice of meetings of Members shall be given by e-mail or via student mailboxes. All members on the roster shall receive notice. All notices of meetings of Members shall be sent not less than seven (7) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and, in the case of a Special Meeting, the general nature of the business to be transacted.

Section 6  Required Agenda Items at General Meetings
Each General Meeting agenda shall include the following:
- President’s Report
- Report from each Committee, as appropriate
- Treasurer’s Report, as appropriate

Section 7  Notice of Certain Agenda Items
If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal
- Removal of member of the Board of Director
- Filling vacancies on the Board of Directors
- Amendments of the Bylaws and Constitution
- Elections, if any

Section 8  Quorum
Thirty-five percent (35%) of the Members listed in the membership records as Voting Members shall constitute a quorum for the transaction of business at a meeting regarding election of the Executive Board and approval of Bylaw changes.

ARTICLES VIII

COMMITTEES & LRAP GOVERNING BOARD

Section 1  Formation
Every year, Committees may be appointed by the Board of Directors, which may vest this power in the Executive Officers.

Section 2  Standing Committees
The following are Standing Committees
The Auction Committee
3L Scholarship Committee
Grant Selection Committee

Section 3  Selection of the Standing Committee Members and/or Chairperson

The Auction Committee
Auction Chairperson: The Executive Board shall select the upcoming Auction Chair(s). The President cannot be auction chair.

Committee Chairs: After obtaining the President's approval, the Auction Chairperson shall appoint the Committee Chairs.

WPILF Bar Preparation Scholarship Committee: The selection committee shall be selected each year by the WPILF Board of Directors. The Committee shall be composed of 3 WPILF members who will not graduate in the calendar year for which the scholarships will be granted. Criteria will be determined by the WPILF Board of Directors. The WPILF scholarship process must be approved by the WPILF Board of Directors.

Grant Selection Committee: Each school year, the committee shall be composed of 3 Whittier Students and 2 Whittier faculty or administrators. The students on the committee cannot apply for a grant while serving on the committee. The current WPILF Board of Directors shall select the committee members for the current year. Only students scheduled to graduate in the calendar year in which the grants are being awarded may serve on the committee.

Section 4  Special Committees
Special committees can be appointed throughout the academic year at the discretion of the Executive Board.

Section 5  Loan Repayment Assistance Program (LRAP)
Loan Repayment Assistance Program: The board shall be selected each year by the WPILF Board of Directors. The composition and functions of the governing board shall be based on the LRAP Proposal of April 30, 2002.

ARTICLE IX
AMENDMENT OF BYLAWS AND CONSTITUTION

The Bylaws and Constitution may be altered, amended, supplemented or repealed, or a new Bylaws and Constitution may be adopted by a vote of the voting membership at a General Meeting, Annual Meeting or Special Meeting. Proposed amendment(s) shall be presented to the Board of Directors, who shall place the proposed changes on the meeting agenda and disseminate to all members, and shall thereafter be circulated in writing to all members of WPILF for discussion for no less than 15 days.