

The Lex:lead Group

Lawyers for Economic Advancement and Development

Lex:lead Membership Application

Lex:lead—an all-volunteer group of (as we style ourselves) international lawyers and friends—welcomes new members to help our mission of supporting, even in a small way, the world’s least developed countries (LDCs). Lex:leaders fall into four groups:

1 Board of Directors and Officers – *The board is the group’s leadership*, directors generally heading up a particular function including our internship program, compliance, and outreach. Directors (the only members of the group to have a vote) are asked to attend quarterly meetings conducted via Skype and all directors are asked to fundraise: it is hoped that each director will be able to bring in at least 1-2 of the year’s sponsorships. Officers, similarly, are appointed to particular functions including as group secretary (supporting minutes, communications and record-keeping) and treasurer (overseeing the group’s finances and issuing Section 501(c)(3)-compliant donor letters). Although waivers or reductions are granted where needed, to meet expenses we are a dues-paying group with dues set annually: board and officer dues have typically been US\$100 per annum, payable in February. *Board members and Officers are generally elected from within the group and will typically have been part of the advisory board.*

2 Senior Advisory Board – The group from time to time invites senior members of the legal profession to join its senior advisory board, providing high-level guidance to the group. All Lex:leaders are invited to attend the group’s annual meeting in January, in addition to which senior advisory board members are asked to attend the group’s midyear *inter alia* to advise on the appointment of Lex:lead ambassadors. Dues have not typically been set for senior advisory board members although personal contributions are always welcome. *Senior advisory board member appointments are made by invitation only.*

3 Advisory Board – *The advisory board is generally where new members join Lex:lead.* Advisory board members are asked to help out as best they can including to assist at least one director with one of the group’s functions in the year; one of the most important roles for the group is the compliance function and each January advisory board members make a valuable contribution checking essays submitted for conformity with competition rules, including the due attribution of credit for any source materials used. As with all Lex:leaders, advisory board members are invited to attend the group’s annual meeting, in addition to which they may be invited to attend the group’s midyear. Dues for the advisory board have typically been around US\$50 per annum, reduced pro rata for appointments made mid-year. *Applications to join the advisory board are welcome by completing this form and submitting it to lexlead@yahoo.com.*

4 Lex:lead Ambassadors – Lex:lead invites the majority of its student winners to be Lex:lead Ambassadors each year, representing the program in their countries with their university, community and other student applicants to the program. The group is generally in contact with its ambassadors throughout the year who are invited to report to Lex:lead on outreach activities

The Lex:lead Group

Lawyers for Economic Advancement and Development

undertaken per country at the annual meeting. Lex:lead Ambassadors do not pay dues nor are personal contributions to Lex:lead ever encouraged here; to the contrary, Lex:lead Ambassadors are more likely to be considered for additional opportunities the group has before it. *Lex:lead Ambassador appointments are made by invitation only.*

Additional points and policies regarding any appointments to Lex:lead:

(1) All members are presumed to be familiar with our bylaws (as amended from time to time), a copy of which will be forwarded upon receipt of any application or in extending any invitation to join the group, and agree to act in accordance with its terms at all times;

(2) While in most cases we will not share member email address outside the group, you agree that we may share your personal contact details between ourselves and that you will provide us with an up-to-date email address at all times that you check regularly;

(3) Similarly, you agree that we may post information about you on our website (including photographs) and in communications we send out; we encourage all members to include their affiliation to Lex:lead in their personal email signature blocks with a link to the website; and

(4) Importantly, information obtained about the group or its candidates must be kept in **confidence** at all times. As a general rule, group emails are **not to be forwarded externally**.

We look forward to welcoming you to Lex:lead!

With very best regards,

Patron: Dame Linda Dobbs DBE (UK)
President/Chair: Anne Bodley ([Australia](#))
First Vice-President: Rudolf Ezeani ([Nigeria](#))
Vice-President: Yevgenya Muchnik-Beale (USA/Russia)
Vice-President: Lakwame Anyane-Yeboah (USA/Ghana)
Vice-President: Lemlem Fiseha Minale (Ethiopia)
Vice-President: Chioma Ayogu (USA/Nigeria)

The Lex:lead Group

Lawyers for Economic Advancement and Development

Curriculum vitae: (Please include a copy of your CV showing, at a minimum, your educational and employment history.)



The Lex:lead Group

Lawyers for Economic Advancement and Development

Amended BYLAWS of
THE LEX:LEAD GROUP
Adopted 27 January 2013

Article I – Name and Purpose

Section 1 – Name: The name of the organization shall be the Lex:lead Group. It shall be a non-profit organization incorporated under the laws of the State of New York, USA.

Section 2 – Purpose: The Lex:lead Group is organized exclusively for charitable purposes. The purpose of the organization is to support economic development initiatives toward reducing poverty in the world's developing nations primarily through education and scholarship. The organization may undertake all such lawful action it so decides in furtherance of its purpose.

Article II – Membership

Section 1 – Membership: Membership shall consist of a board of directors and such other members as the chair or vice-chair of the board may from time to time appoint or the board may elect.

Article III – Board of Directors

Section 1 – Board role: The board is responsible for the overall policy and direction of the organization, for fundraising, and may delegate responsibility to officers, staff, an advisory board, committees, and/or to other members. The board shall have up to ten (10) but not fewer than three (3) members.

Section 2: Terms: Apart from initial directors who shall be appointed by the promoter, board members in good standing shall be appointed by the chair or vice-chair, or elected by a quorum of current board members. All board members shall serve one-year terms (or part thereof) subject to provisions herein on resignation and

termination and are eligible for re-appointment or re-election for consecutive terms without limit. The president of the organization, by virtue of his/her office, shall chair the board.

Section 3 – Meetings: The board shall meet at least annually, which meeting(s) may be online and conducted via email or other format. The board may meet informally (including virtually) throughout the year to conduct any other business. Each director in good standing shall have one vote which vote may be cast by proxy or by absentee voting. Voting shall be done (including electronically) in writing unless otherwise arranged. Meetings may be called by any member of the organization, acting reasonably, with notices to be sent out by the secretary to all members at least one week in advance.

Section 4 – Rules: The board may make such rules and regulations covering its meetings and other matters as it may in its discretion determine necessary.

Section 5 – Quorum: The quorum for any meeting or proceedings of the board shall be three directors one of whom shall be the chair or vice-chair. References to actions of the board, unless the context otherwise requires, shall mean a quorum of the board.

Section 6 – Resignation; termination; other:

(a) **Resignation:** A director may request in writing to resign the board of directors prior to the expiry of his/her term for good cause which request for resignation will be accepted in good faith by the board where possible and practicable under law.

The Lex:lead Group

Lawyers for Economic Advancement and Development

(b) **Termination:** A director may be terminated from the board prior to the expiry of his/her term by vote of a quorum of existing board members for conduct (including non-participation) that the board, acting reasonably, considers detrimental to the organization; provided that the director whose termination is sought shall be notified in writing in advance of the intended vote of termination and given an opportunity to answer any complaints.

(c) **Continuation/interim appointments:** Where, through the natural expiration of terms or otherwise, the number of directors would be fewer than three (3), any number of existing directors (including one) may continue the terms of at least a minimum number of existing directors until such time as a quorum may otherwise be found or appoint additional director(s) sufficient to comprise a quorum.

(d) **Property:** Any director resigning (including through the natural expiration of his/her term) or terminated shall promptly return all organization property (including intellectual) in his/her care or control to the board in good and proper condition.

Article IV – Offices

Section 1 – Offices and duties: There shall be at least four (4) offices, appointed by the chair or vice-chair, or elected by a quorum of directors, consisting of a president, a vice president, a secretary and a treasurer. Officers may hold one or more offices. Their duties are as follows:

(a) **The president:** The president shall convene board meetings, and preside over or arrange for other members to preside at each such meeting in the following order: vice-chair, any director, secretary, treasurer. Other duties: The president shall present an annual report of the work of the organization at each annual meeting of the board; shall see that all books, reports and

certificates required by law are properly kept and/or filed; shall be one of the officers who may sign for the organization including cheques or drafts; and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

(b) **The vice president:** The vice-president (if any) shall, in the event of the absence or inability of the chair to exercise his/her office, become acting chair of the organization with all the rights, privileges and powers as if he/she had been duly appointed president.

(c) **The secretary:** The secretary shall be responsible for keeping records of board actions, including sending out meeting announcements, overseeing the taking of minutes at all board meetings, distributing copies of all minutes and other required documents to each board member, and ensuring that corporate records are duly maintained. It shall be the secretary's duty to file or oversee the filing of any certificate required by any statute, whether federal or state. The secretary may be one of the officers authorized to sign cheques and drafts of the organization. He/she shall submit to the board any communications addressed to him/her as secretary of the organization, and shall exercise all duties incident to the office of secretary.

(d) **The treasurer:** The treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization. He/she shall ensure the deposit in a regular business bank or trust company of any sum addressed to the organization except that the board may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. The treasurer must be one of the officers authorized to sign cheques or drafts of the organization. The treasurer shall make a report at least

The Lex:lead Group

Lawyers for Economic Advancement and Development

annually of the finances of the organization and such report shall be maintained with the minutes of the meeting. The treasurer shall chair the finance committee, if any, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and to the public. The treasurer shall exercise all duties incident to the office of treasurer.

Section 2 – Terms: Officers shall be appointed by the chair or vice-chair or elected by a quorum of directors to serve one-year terms commensurate with the terms of the current board. Interim appointments shall serve the remainder of a term. All appointments or elections are subject to the provisions on resignation or termination and are eligible for re-appointment or re-election for consecutive terms without limit.

Section 3 – Meetings: Officers shall be expected to attend meetings of the board (including online) except for good cause in carrying out their functions although they do not have a vote.

Section 4 – Resignation; termination; other:

(a) **Resignation:** An officer may request in writing to resign his/her office prior to the expiry of its term for good cause which request will be accepted in good faith by the board where possible and practicable under law.

(b) **Termination:** An officer may be terminated from his/her office prior to the expiry of its term by vote of a quorum of existing board members for conduct (including non-participation) that the board, acting reasonably, considers detrimental to the organization; provided that the officer whose termination is sought shall be notified in writing in advance of the intended vote of termination and given an opportunity to answer any complaints.

(c) **Continuation/interim appointments:** Where, through the natural expiration of terms or otherwise, offices would fall vacant, any number of existing directors (including one) may continue the terms of at least a minimum number of existing officers until such time as additional officers sufficient to fill the vacancies may be appointed or elected.

(d) **Property:** Any officer resigning (including through the natural expiration of his/her term) or terminated shall promptly return all organization property (including intellectual) in his/her care or control to the board in good and proper condition.

Article V – Advisory Board

Section 1 – Members: Advisory board members may be appointed by the president or vice-president or elected by a quorum of the board in any number at any time and have no set duties other than to support the organization as and when they are able.

Section 2 – Terms: Advisory board members are appointed for one-year terms or for the remainder of existing one-year terms. All appointments or elections are subject to the provisions on resignation or termination and are eligible for reappointment or reelection for consecutive one-year terms without limit.

Section 3 – Meetings: Advisors may but are not required to attend board meetings and do not vote but are eligible to run for office or for a position on the board by appointment by the president or vice-president or election by a quorum of directors.

Section 4 – Resignation; termination; other:

The Lex:lead Group

Lawyers for Economic Advancement and Development

(a) **Resignation:** An advisor may request in writing to resign the advisory board prior to the expiry of his/her term for any reason which request for resignation will be accepted in good faith by the board where possible and practicable under law.

(b) **Termination:** An advisor may be terminated from the advisory board prior to the expiry of his/her one-year term or remainder thereof by vote of a quorum of board members for conduct (including non-participation) that the board, acting reasonably, considers detrimental to the organization; provided that the advisor whose termination is sought shall be notified in writing in advance of the intended vote of termination and given an opportunity to answer any complaints.

(c) **Property:** Any officer resigning (including through the natural expiration of his/her term) or terminated shall promptly return all organization property (including intellectual) in his/her care or control to the board in good and proper condition.

Article VI – Committees

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, etc. The chair or vice chair appoints all committee chairs.

Section 2 – Finance Committee: The treasurer is the chair of the finance committee, if any, which may include up to three board members. The finance committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing (inter alia) income, expenditures, and pending income. The

financial reports of the organization are public information and shall be made available to board members and to the public.

Article VII Director and staff

Section 1 – Executive Director: The executive director, if appointed, shall be hired by the board. The executive director shall have day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will participate in all board meetings as a non-voting member, report on the progress of the organization, answer questions of the board, and carry out the duties described in his/her job description. The board may designate other duties as necessary or desirable.

Section 2 – Staff: The board of directors shall hire and fix the compensation of any and all employees which they in their discretion determine necessary for the conduct of the business of the organization.

Article IX – Dues; Compensation; Members in Good Standing

Section 1 – Dues; Compensation; Good Standing: Neither officers, directors, nor advisory board members shall receive compensation other than the reimbursement of reasonable expenses where such reimbursement is appropriate and possible. All members shall timely pay dues as set annually by the board with waivers or reductions granted by the board on good faith application by the board member. Members who have timely arranged the payment of their annual dues (which shall generally be within 30 days of notification) or applied in good faith for a reduction or waiver of annual dues within this time period shall be considered in good standing.

The Lex:lead Group

Lawyers for Economic Advancement and Development

Article VIII – Amendments

Section 1 – Amendments: These bylaws may be amended as and when necessary by a quorum of the board of directors. Proposed amendments must be submitted to the secretary or the president to be sent out with regular board announcements.

CERTIFICATION

These bylaws have been executed in any number of counterparts the entirety of which when taken together shall constitute one and the same instrument and became binding upon receipt by the president or secretary of the signatures of a quorum of the board of directors.

Anne Bodley
President and Chair

Date: 27 January 2013

Rudolf Ezeani
First Vice President and Vice-Chair

Date: 27 January 2013

Bert J. Denolf
Vice President and Director

Date: 27 January 2013

Yevgenya Muchnik
Vice President and Director

Date: 27 January 2013

Anjli Garg
Vice President and Director

Date: 27 January 2013

Stefaan Ghesquiere
Vice President

Date: 27 January 2013