

**BYLAWS
OF
THE SECTION OF INTERNATIONAL LAW
OF THE
AMERICAN BAR ASSOCIATION**

As Amended Through August 2010

BYLAWS OF THE AMERICAN BAR ASSOCIATION

SECTION OF INTERNATIONAL LAW

ARTICLE 1: NAME AND PURPOSE. 4

 1.1 BYLAWS. 4

 1.2 NAME. 4

 1.3 PURPOSE. 4

ARTICLE 2: MEMBERSHIP. 4

 2.1 MEMBERS. 4

 2.2 MEMBERSHIP CATEGORIES. 4

 2.3 MEMBERSHIP DUES. 5

 2.4 TERMINATION OF MEMBERSHIP. 5

ARTICLE 3: SECTION MEMBERSHIP MEETINGS. 5

 3.1 ANNUAL BUSINESS MEETING. 5

 3.2 SPECIAL BUSINESS MEETINGS. 6

 3.3 QUORUM AND MANNER OF ACTION. 6

 3.4 PARLIAMENTARY AUTHORITY. 6

ARTICLE 4: SECTION OFFICERS. 7

 4.1 OFFICERS. 7

 4.2 DUTIES OF OFFICERS. 7

 4.3 OFFICER TERMS. 12

 4.4 VACANCIES. 13

 4.5 FUNCTIONAL COMMITTEES REPORTING TO SECTION OFFICERS AND DEPUTIES. 13

ARTICLE 5: ADMINISTRATION AND EXECUTIVE COMMITTEES. 16

 5.1 COMPOSITION OF ADMINISTRATION COMMITTEE. 16

 5.2 POWERS AND FUNCTIONS OF THE ADMINISTRATION COMMITTEE. 16

 5.3 TERMS OF MEMBERS OF THE ADMINISTRATION COMMITTEE. 17

 5.4 ADMINISTRATION COMMITTEE MANNER OF ACTING. 18

 5.5 COMPOSITION OF THE EXECUTIVE COMMITTEE. 19

 5.6 POWERS OF THE EXECUTIVE COMMITTEE. 19

 5.7 MEETINGS OF THE EXECUTIVE COMMITTEE. 19

ARTICLE 6: COUNCIL. 20

 6.1 POWERS AND FUNCTIONS OF THE COUNCIL. 20

 6.2 COMPOSITION OF THE COUNCIL. 20

 6.3 TERMS OF COUNCIL MEMBERS. 22

 6.4 QUORUM AND MANNER OF ACTING. 23

 6.5 COUNCIL MEETINGS. 23

 6.6 VACANCIES ON THE COUNCIL. 24

ARTICLE 7: COMMITTEES, TASK FORCES, AND DIVISIONS. 24

 7.1 COMMITTEES. 24

 7.2 COMMITTEE LEADERSHIP. 24

 7.3 TERMS OF COMMITTEE LEADERS. 25

7.4	TASK FORCES.....	25
7.5	DIVISIONS.....	25
7.6	DIVISION CHAIRS.	25
ARTICLE 8: NOMINATION AND ELECTION OF OFFICERS AND VOTING MEMBERS OF THE COUNCIL.....		26
8.1	COMPOSITION AND AUTHORITY OF THE NOMINATING COMMITTEE.....	26
8.2	NOMINATION BY PETITION.....	26
8.3	PUBLICATION OF NAMES OF ALL NOMINEES.	27
8.4	ELECTIONS.....	27
ARTICLE 9: REPRESENTATION OF ASSOCIATION POSITION.....		27
ARTICLE 10: MISCELLANEOUS PROVISIONS.....		27
10.1	FISCAL YEAR.....	27
10.2	APPROVAL OF PAYMENT.	27
10.3	COMPENSATION.....	28
10.4	NOTICES.....	28
ARTICLE 11: AMENDMENTS.		28

**BYLAWS OF THE
AMERICAN BAR ASSOCIATION SECTION OF INTERNATIONAL LAW**

ARTICLE 1: NAME AND PURPOSE.

1.1 BYLAWS.

The activities of the American Bar Association Section of International Law shall be carried out at all times in accordance with the terms of these Bylaws.

1.2 NAME.

This organization shall be known as the American Bar Association Section of International Law (the "Section").

1.3 PURPOSE.

The Section's purposes shall be the purposes of the American Bar Association (the "Association") as stated in the Association's Constitution within the particular areas of international law and practice. More specifically, the Section's purposes shall be to (a) provide programs, publications, and projects that enhance professional skills and expertise; (b) facilitate relationships among lawyers throughout the world that benefit Section members, their clients, law firms, and organizations, (c) maintain a globally-minded, welcoming, open, and diverse environment where achievement is nurtured and rewarded with leadership opportunities; (d) identify and influence public policy issues important to international law, global business, and international institutions; and (e) promote the global acceptance and the just implementation of the rule of law.

ARTICLE 2: MEMBERSHIP.

2.1 MEMBERS.

The membership of the Section shall consist of those persons (a) with interest in the Section's purpose; (b) eligible to be members of the Association and Section; and (c) who have paid Section and Association dues or have obtained a waiver of Section and/or Association dues as provided for in this Article 2. Any member of the Association in good standing shall be enrolled as a member of the Section upon request to the Secretary of the Association and the payment of the annual Section dues.

2.2 MEMBERSHIP CATEGORIES.

The Section shall have the following specific membership categories, which categories shall be defined and interpreted in a manner consistent with the Association's membership categories:

2.2.1 *Lawyer.* Lawyers licensed to practice in one of the states, territories or possessions of the United States;

2.2.2 *Associate.* Lawyers admitted to practice in any jurisdiction outside a state, territory or possession of the United States, as well as legal educators, paralegals, legal assistants, law-office administrators, law librarians, consultants, and other professionals who are not admitted to practice law in any jurisdiction;

2.2.3 *Law Student.* Individuals who are members in good standing of the Law Student Division of the Association and are enrolled in a law school accredited by the Association;

2.2.4 *Student Associate.* Individuals enrolled in college or university level post secondary educational studies outside of a state, territory or possession of the United States and have an interest in the work of the Association; and

2.2.5 *Other.* For persons falling within another membership category, not specified in this Section 2.2, as may be adopted by the Association from time to time.

2.3 MEMBERSHIP DUES.

A member of the Section shall pay dues to the Section and the Association in the manner and in the amounts set forth in this Section 2.3.

2.3.1 *Enrollment.* After payment of the Section and Association dues upon enrollment, members shall pay Association and Section dues in advance each year as set forth in these Bylaws and in accordance with the Association's dues policy.

2.3.2 *Annual Association Dues.* Each category of membership shall pay to the Association annual Association dues in an amount to be determined by the Association.

2.3.3 *Annual Section Dues.* Each category of membership shall pay to the Association annual Section dues in an amount to be determined by the Section's Administration Committee (as defined below), but subject to review by the Section Council (as defined below) pursuant to Section 6.5.4 of these Bylaws. The Administration Committee (as defined below) may make such adjustments to the Section's dues structure as it deems appropriate, from time to time, subject to approval by the Association's Board of Governors.

2.4 TERMINATION OF MEMBERSHIP.

A Section member may voluntarily terminate his or her membership in the Section at any time, upon written notification to the Association's Secretary. Further, any Section member whose annual Association and/or Section dues are more than six (6) months past due shall cease immediately to be a member of the Section. In addition, any person who ceases to be a member of the Association for any reason shall automatically cease to be a member of the Section.

ARTICLE 3: SECTION MEMBERSHIP MEETINGS.

3.1 ANNUAL BUSINESS MEETING.

3.1.1 *General.* The membership of the Section shall meet immediately before or during the Annual Meeting of the Association (the “Association Annual Meeting”) in the same city or place as the Association Annual Meeting.

3.1.2 *Notice.* The Chair of the Section shall give the membership at least thirty (30) days’ notice of the date and time, place, and tentative agenda for such meeting (the “Section Business Meeting”).

3.1.3 *Agenda.* The agenda of the Section Business Meeting, subject to the terms of these Bylaws, shall consist of the election of Officers (as defined below) and voting members of the Council (as defined below), and such other matters deemed appropriate by the Chair (as defined below) of the Section or the Administration Committee (as defined below).

3.2 SPECIAL BUSINESS MEETINGS.

3.2.1 *General.* The Section may hold such other business meetings of its membership during the year as called by its Chair and approved by a majority vote of the Section’s Administration Committee (as defined below) (the “Section Special Business Meeting”).

3.2.2 *Notice.* The Chair (as defined below) of the Section shall give the membership at least twenty (20) days’ notice of the time, place, and tentative agenda for a special business meeting.

3.2.3 *Agenda.* The agenda of a Section Special Business Meeting shall consist of the issues and that the Chair (as defined below) or the Administration Committee (as defined below) deems appropriate, and of which notice has been given.

3.3 QUORUM AND MANNER OF ACTION.

Ten (10) members in good standing of the Section present at a duly-constituted Section Business Meeting or Section Special Business Meeting, as the case may be, shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at the Section Business Meeting or Section Special Business Meeting at which a quorum is present shall constitute an action of the Section.

3.4 PARLIAMENTARY AUTHORITY.

The Chair (as defined below) of the Section shall preside at the Section Business Meeting and any Section Special Business Meeting. The Chair shall select the parliamentary authority to govern such meetings in parliamentary situations not covered by these Bylaws.

ARTICLE 4: SECTION OFFICERS.

4.1 OFFICERS.

4.1.1 *General.* As defined in this Article 4, the Officers of the Section (the “Officers”), all of whom must be members of the Section, shall be a (a) Chair; (b) Chair-Elect; (c) Vice-Chair; (d) Immediate Past Chair; (e) Policy Officer; (f) Secretary/Operations Officer; (g) Liaison Officer; (h) Finance Officer; (i) Technology Officer; (j) Publications Officer; (k) Membership Officer; (l) Rule of Law Officer; (m) Programs Officer; (n) Diversity Officer; (o) Communications Officer and (p) two (2) At Large Administration Committee Members. Any member of the Section, regardless of such person’s membership classification as set forth in Section 2.2 of these Bylaws, may serve as an Officer of the Section.

4.1.2 *At Large Administration Committee Members.* The At Large Administration Committee members shall be the Section’s Delegates to the Association’s House of Delegates, to be nominated by the Section Nominating Committee (as defined below) and elected by the membership at the Section Business Meeting, subject to the provisions of Section 4.3.5 of these Bylaws.

4.1.3 *Increase in Number of At Large Administration Committee Members.* At such time or times as the Section shall have more than two (2) Delegates to the Association’s House of Delegates, the number of At Large Administration Committee Members shall increase by the number of additional Section Delegates above two (2). The person(s) appointed to such additional Section Delegate position automatically shall become an Officer of the Section.

4.1.4 *Delegate to the Association Board of Governors.* At such time or times as the Section shall have a delegate to the Association’s Board of Governors, such delegate shall automatically become an Officer of the Section.

4.2 DUTIES OF OFFICERS.

4.2.1 *Chair.* The Chair shall preside at all meetings of the Section membership, Executive Committee, Administration Committee, and the Council (as such terms are defined below). The Chair shall appoint the leaders of all Committees (as defined below) of the Section who are to hold office pursuant to the terms of these Bylaws during such person’s term as Chair. The Chair shall plan and supervise the activities of the Section during his or her term, subject to the direction and approval of the Administration Committee and Council, as appropriate. The Chair shall keep the Administration Committee and Council informed of the activities of the Section and implement their decisions. The Chair shall serve as the Section’s chief communications officer. Further, the Chair shall oversee all Section programs during his or her term. The Chair shall perform such other duties and acts as usually pertain to such office or as may be designated by the Administration Committee or the Council.

4.2.2 *Chair-Elect.* The Chair-Elect shall aid the Chair in the performance of the Chair’s responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall preside at meetings of the Section membership, Executive Committee, Administration Committee, and the Council (as such terms are defined below) in the absence of the Chair. The Chair-Elect shall also be responsible for advance planning for the events and activities to occur during the Chair-Elect’s year as Chair. The Chair-Elect shall perform such other duties and have such powers as usually pertain to such office or as may be designated by the Administration Committee, the Council

or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-Elect shall become the Acting Chair and shall perform the duties of the Chair for the remainder of the Chair's term or the duration of the disability, as applicable. Notwithstanding anything to the contrary contained in Section 4.3.1 of these Bylaws, or any other provision of these Bylaws, any amount of time that the Chair-Elect serves as Acting Chair shall not be considered as part of the Chair-Elect's term as Section Chair.

4.2.3 *Vice Chair.* The primary responsibility of the Vice Chair shall have primary responsibility for the supervision of the Committees (as defined below) and task forces of the Section. The Vice Chair shall be responsible for the coordination of the activities of Section Committees and task forces with those Officers who have responsibility for specific functional issues pursuant to this Section 4.2. In all aspects, including where there is overlap between the activities of a Committee or task force and the responsibility of an Officer pursuant to this Section 4.2, the Vice Chair shall discharge his or her duties hereunder in coordination with, and with the assistance of, the Division Chairs (as defined below) and the Officers. The Vice Chair also shall be responsible for advance planning for the events and activities to occur during the Vice Chair's year as Chair. The Vice Chair shall perform such other duties and have such powers as usually pertain to such office or as may be designated by the Administration Committee, the Council or the Chair. In case of the death, resignation, or disability of the Chair and the Chair-Elect, the effect of which would cause the Chair and Chair-Elect to be unable to perform the duties of their positions for simultaneous periods of time, the Vice Chair shall become the Acting Chair, and shall perform the duties of the Chair for the remainder of the Chair's term or the duration of the disability of the Chair and Chair-Elect, as applicable. Notwithstanding anything to the contrary contained in Section 4.3.1 of these Bylaws, or any other provision of these Bylaws, any amount of time that the Vice Chair serves as Acting Chair shall not be considered as part of the Vice Chair's term as Section Chair.

4.2.4 *Secretary/Operations Officer.* The Secretary/Operations Officer shall be the Chair's principal deputy for the internal operations of the Section. The Secretary/Operations Officer shall coordinate with the Section staff with respect to the retention and maintenance of books, records, papers, documents, and information in any form and other property pertaining to the work of the Section. The Secretary/Operations Officer shall ensure that a true record is kept of the proceedings of all meetings of the membership of the Section, the Administration Committee, the Council, and of the committees reporting to Section Officers. The Secretary/Operations Officer shall assist the Chair in any matter related to the internal operations of the Section and shall perform such other duties and acts as usually pertain to such office or as may be designated by the Administration Committee or the Council.

4.2.5 *Liaison Officer.* The Liaison Officer shall be the Chair's principal deputy for external operations of the Section, including liaising between the Section and the other parts of the Association and other organizations. The Liaison Officer shall take appropriate steps to assure that Section activities are widely publicized to other parts of the Association, and work to coordinate the activities of the Section's liaisons to various entities within and outside the Association. The Liaison Officer shall be responsible for the development and execution of the Section's international bar leaders delegations, distinguished guests programs at the Section's seasonal meetings, and participation in the Association's international guests program at its Annual Meeting. The Liaison Officer shall ensure continuing contacts and relationships between the Section and other bar associations. Further, the Liaison Officer shall be responsible for the implementation of all

understandings with outside organizations to which the Section is a party. The Liaison Officer also shall help assure communication to Section members of activities of interest by other parts of the Association and other groups, to the extent appropriate. Each year, the Liaison Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.6 *Policy Officer.* The Policy Officer shall work with the Chair to ensure the identification and discussion of substantive issues to be considered by the Council (as defined below). The Policy Officer shall assist the Chair in preparing the agenda for Council meetings and making advance arrangements to ensure that substantive policy issues are addressed by Council members with appropriate expertise. In overseeing the development of substantive policy matters for the Section prior to presentation of the same to, and discussion by, the Council or the Executive Committee, as appropriate, the Policy Officer will coordinate his or her efforts with the Section's Delegates to the Association House of Delegates and the relevant Section Committees (as such term is defined below). The Policy Officer shall oversee the preparation of Section Reports and Recommendations (as such term is defined by the Association) to ensure the appropriateness of topics addressed and proper presentation for Council consideration. The Policy Officer also shall be responsible for coordinating the Section's participation in Association *amicus curiae* briefs, technical comments, and Blanket Authority Requests (as such term is defined by the Association). The Policy Officer shall be responsible for coordinating the implementation of the Section's policy initiatives, including the presentation of policy positions of the Section and/or those of the Association that are sponsored, co-sponsored, or supported by the Section to appropriate executive, legislative, administrative or judicial bodies. Each year, the Policy Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.7 *Finance Officer.* The Finance Officer shall ensure that the Section keeps an accurate record of all its income, expenditures, and reserves. The Finance Officer shall monitor all accounts, reports, and other documents prepared relating to Section funds, revenues, and expenditures, and shall make certain that all such accounts, reports, and other documents are accurate and complete. The Finance Officer shall advise the Administration Committee and the Council (as such terms are defined below), as appropriate, as to the effect of any proposed action by the Section that, in his or her judgment, would have a significant impact on the financial condition of the Section. The Finance Officer shall have primary responsibility for implementing the Section's policies with regard to securing sponsorship and other extraordinary revenues for the Section. The Finance Officer shall prepare a projected budget and a report on the Section's financial affairs and financial condition for presentation to the Administration Committee at the time of the Section's Spring Meeting, or such other time as may be fixed by the Administration Committee. The Finance Officer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section or the Administration Committee.

4.2.8 *Technology Officer.* The Technology Officer shall be responsible for all facets of developing and implementing the Section's technology resources in support of the Section's purpose and activities. The Technology Officer shall focus on the use of technology in communications, programming, publications, membership, and any other appropriate areas of Section activity. The Technology Officer shall be responsible for helping to ensure that the Section's website includes current and attractive content and that the Section's list serves are utilized effectively and appropriately. The Technology Officer shall advise the Administration Committee (as defined below) as to the strategic implications of technology on Section activities and membership. Each

year, the Technology Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.9 *Rule of Law Officer.* The Rule of Law Officer shall be responsible for the development, implementation, and oversight of the Section's international development and technical assistance work, specifically rule of law projects, including, but not limited to, Section rule of law-focused programs (at Section seasonal meetings and stand alone events) and related activities undertaken by the Section's committees and task forces. The Rule of Law Officer shall coordinate the activity of all rule of law activities undertaken by the Section, including requesting Rule of Law letters from the Association's Center for Human Rights and the Section's participation in the ABA-UNDP International Legal Resource Center, as well as rule of law activities undertaken by other organizations. The Rule of Law Officer shall report to the Administration Committee (defined below) on the activities of the ABA-UNDP International Legal Resource Center as part of the periodic reports made by such Officer to the Administration Committee. Each year, the Rule of Law Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.10 *Programs Officer.* The Programs Officer shall be responsible for preparing and maintaining a coordinated plan for the Section's continuing legal education ("CLE") and other programming activities. Such programming shall include, but not be limited to, the Association's Annual and Midyear meetings, the Section's seasonal meetings, stand-alone programs, significant committee programs, teleconference, and videoconference programs, and such other types of programming activities as shall be produced by or on behalf of the Section. The Programs Officer shall be responsible for conducting a review of the planning and execution of the Section's seasonal meetings and updating the Section's seasonal meeting planning template. The Programs Officer shall be responsible, in cooperation with the Chair and the Administration Committee (as defined below), for all material elements of such programs including, but not limited to the curricula, pricing, oversight of program chairs and coordination with Section staff. The Programs Officer shall also coordinate with the Publications Officer (as defined below) to prepare a combined CLE and Publications calendar to be submitted to the Chair-Elect and Administration Committee at the Section's Spring Meeting preceding the start of the Chair-Elect's term as Chair. Each year, the Programs Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.11 *Membership Officer.* The Membership Officer shall be responsible for the direction and coordination of all of the Section's efforts to recruit and retain members, including through liaison with Association staff as well as with other Association entities including the Membership Committee of the Association's Section Officers Conference. The Membership Officer shall prepare a report on the Section's membership, including plans to recruit and retain members, and an evaluation of such plans for presentation to the Administration Committee at such times as may be expressly fixed by the Administration Committee. The Membership Officer shall prepare such other recommendations and special reports on membership issues as may be requested by the Chair or the Administration Committee (as defined below). Each year, the Membership Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.12 *Publications Officer.* The Publications Officer shall be responsible for the development, direction, and coordination of all of the Section's publications, including but not

limited to the International Lawyer, the Year-in-Review project of the International Lawyer (in coordination with the Vice Chair), the *International Law News*, books published by the Section, and other Section publications. The Publications Officer shall coordinate with the editors of such publications and shall have the primary responsibility for maintaining the quality of such publications. Each year, the Publications Officer shall prepare and implement a coordinated annual plan for all Section publications, including the budget for such publications, which shall be presented to the Administration Committee (as defined below) at the Section's Spring Meeting. The Publications Officer shall prepare a report on the Section's publications, including an analysis of the Section's publications plan and budget, for presentation to the Administration Committee at such times as may be expressly fixed by the Administration Committee. The Publications Officer shall prepare such other recommendations and special reports on publications as may be requested by the Chair of the Section or the Administration Committee. Each year, the Publications Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.13 *Diversity Officer.* The Diversity Officer shall be responsible for the development and effective implementation, and periodic revision of a diversity plan for the Section. The Diversity Officer shall oversee the Section's compliance with the Association's diversity programs and goals. The Diversity Officer shall act to increase the number of lawyers of color, women lawyers, younger lawyers, lawyers with disabilities, lawyers with non-traditional sexual orientations and gender identifications, and lawyers with minority status in non-U.S. jurisdictions, in the Section, and particularly in leadership roles and positions in the Section. The Diversity Officer shall coordinate with and provide input to other Officers so that all appointments, programs, and Section activities are consistent with the Section's diversity goals. In addition, the Diversity Officer shall report to the Administration Committee (as defined below) at the time as may be expressly fixed by the Administration Committee, and shall, at the end of each Association year, present a report to the Administration Committee on the Section's diversity status. The Diversity Officer shall also liaise with minority bar associations to encourage their involvement in Section activities and their members' participation in Section leadership. The Diversity Officer shall also liaise with other Association entities to further the Association's diversity goals. Each year, the Diversity Officer shall review and comment on that part the Section's proposed budget that will affect such Officer's area of responsibility.

4.2.14 *Communications Officer.* Subject to relevant Association guidelines and policies and in coordination with the Association's Media Affairs Office, the Communications Officer will oversee all communications and outreach efforts to further establish and maintain the role of the Section as the preeminent U.S.-based international legal association, by: providing public relations leadership to the Section by developing and overseeing the implementation of a Section strategic communications plan. The Communications Officer will coordinate all of the Section's media relations and public outreach including: (a) serving as primary liaison to the legal and general media (domestic and international); (b) identifying media contacts in the legal and general media in the United States and international jurisdictions to further the Section's brand; (c) identifying publicity opportunities for all Section activities, including Section and Committee programs, projects, publications, and policy efforts; (d) drafting and reviewing of press releases and other communications materials; and (e) ensuring that the Section's core audiences—including but not limited to (i) the ABA Section Officers Conference; (ii) ABA Standing Committees, Special Committees, Commissions, and Task Forces (iii); ABA Sections, Divisions and Forums; (iv) the ABA House of Delegates; (v) the ABA Board of Governors; (vi) the ABA President and President-Elect; (vii) other Officers of the ABA; (viii) all ABA members; (ix) legal and general media; (x) current and potential funders; and (xi) government and non-government policy makers—are kept apprised of the Section's activities, especially

those activities related to furthering the global acceptance and just implementation of the rule of law. The Communications Officer will also review Member Communications including: (a) monthly E-Update to Section members announcing Section news, programs, publications and projects by working with Section Chair to ensure that noteworthy activities and committee projects are highlighted; (b) all promotional e-mails; and (c) publicizing notable committee activities and other Section initiatives through the Section website, discussion lists, and other means, working in concert with Section Technology Officer.

(4.2.15) Immediate Past Chair. The Immediate Past Chair shall chair the Nominating Committee (as defined below). The Immediate Past Chair shall ensure that the deliberations of the Nominating Committee are accomplished in a timely manner and that a full slate of Officers, Section Delegates, and Council Members (as defined below), as applicable, is nominated and reported to the Section membership in a timely manner in accordance with these Bylaws.

4.2.16 Section Delegates to the Association's House of Delegates. One or more Section Delegates shall represent the Section in the Association's House of Delegates. The number of Section Delegates to the Association's House of Delegates shall be as established by the Association. At appropriate times, as determined by the Section Officers Conference, one of the Section Delegates, who shall be selected by the Section's Administration Committee, shall serve on the Nominating Committee of the Association's House of Delegates. When serving on the Nominating Committee of the Association's House of Delegates, the Section Delegate so serving shall consult with the Administration Committee (as defined below) in connection with all decisions to be made by the Nominating Committee of the Association's House of Delegates. The Section Delegates shall advise the Administration Committee and Council (as defined below) on the agenda, including policy developments, of upcoming meetings of the Association's House of Delegates.

4.2.17 Section Delegate to the Association's Board of Governors. From time to time, one (1) Section Delegate shall represent the Section in the Association's Board of Governors. The number of Section Delegates to the Association's Board of Governors shall be as established by the Association, and shall be selected by the Section's Administration Committee. The Section Delegates shall advise the Administration Committee and Council on the agenda, including policy developments, of upcoming meetings of the Association's Board of Governors.

4.3 OFFICER TERMS.

4.3.1 Terms of Executive Officers. Subject to the terms of these Bylaws, the term of the Chair, the Chair-Elect, and the Vice Chair (collectively, the "Executive Officers") shall be one (1) Association year, beginning with the adjournment of the Association Annual Meeting during which such Executive Officer is elected or otherwise takes an Executive Officer position as set forth herein.

4.3.2 Promotion of Executive Officers. Subject to the terms of these Bylaws: (a) the Chair-Elect becomes the Chair upon the adjournment of the next Association Annual Meeting and is not again eligible for either office; (b) the Vice Chair becomes the Chair-Elect upon the adjournment of the next Association Annual Meeting and is not again eligible for either office; and (c) the Chair becomes the Immediate Past Chair upon the adjournment of the next Association Annual Meeting and is not again eligible for either office.

4.3.3 *Terms of Administrative Officers.* Subject to the terms of these Bylaws, the terms of the Policy Officer, the Secretary/Operations Officer, the Liaison Officer, the Finance Officer, the Technology Officer, the Rule of Law Officer, the Programs Officer, the Publications Officer, the Membership Officer, the Diversity Officer, and the Communications Officer (collectively referred to herein as the “Administrative Officers”) shall be one (1) Association year, beginning with the adjournment of the Association Annual Meeting during which such Administrative Officer is elected. In the sole discretion of the Section Nominating Committee, any Administrative Officer may be nominated for additional one (1) year terms; provided that no person may serve in any specific Administrative Officer position for more than a total of three (3) years.

4.3.4 *Term of Immediate Past Chair.* Subject to the terms of these Bylaws, the term for the Immediate Past Chair shall be for a period of one (1) Association year immediately following the completion of such person’s term as Section Chair.

4.3.5 *Term of Section Delegates to Association House of Delegates.* Subject to the terms of these Bylaws, the terms of the Section Delegates to the Association House of Delegates shall be three (3) years, provided that such terms shall be staggered. Such terms shall begin with the adjournment of the Association Annual Meeting during which they are elected. In extraordinary circumstances and in the sole discretion of the Nominating Committee (as defined below), a Section Delegate may be nominated for election by the Section membership to a maximum of one (1) additional three (3) year term.

4.3.6 *Term of Section Delegates to Association Board of Governors.* Subject to the terms of these Bylaws, the term of the Section Delegates to the Association Board of Governors shall be as specified by the Association. No person may serve more than one (1) term as a Section Delegate to the Association’s Board of Governors.

4.4 VACANCIES.

If any Administrative Officer shall fail to attend two (2) successive meetings of the Administration Committee (as defined below), such person’s office or position shall be automatically vacated unless the Administrative Officer is excused for good cause by action of the Chair or the Administration Committee. The Administration Committee, between Section Business Meetings, may fill vacancies in the positions of the Administrative Officers and in the positions of other persons who have been selected for their positions by the Administration Committee to select. Administrative Officers, members of the Administration Committee and such other persons so elected shall serve until the next Section Business Meeting.

4.5 FUNCTIONAL COMMITTEES REPORTING TO SECTION OFFICERS AND DEPUTIES.

4.5.1 *General.* In addition to the substantive standing and special committees reporting to Section Officer(s) as specified in this Section 4.5, there shall be such functional standing and special committees reporting to Section Officer(s) as shall be authorized by these Bylaws or the Administration Committee from time to time. The committees specified in this Section 4.5 shall be advisory in nature, and any decision by such entity shall not bind the Section in whole or part.

4.5.2 *Deputies.* Section Officers, with the approval of the Chair, may appoint one or more persons to be deputies for purposes of discharging such Officer's duties under these Bylaws. Such deputies shall serve for a one (1) term, but may be reappointed for additional one (1) year terms. Such deputy's duties under these Bylaws shall be as assigned, from time to time, by the Officer who appointed such Officer. A person appointed to be a deputy hereunder shall use the title Deputy Officer.

4.5.3 *Meetings of Committees Reporting to Section Officers.* All functional standing and special committees reporting to Section Officer(s) shall meet from time to time and may convene specially in person, by telephone or by written communication. Unless otherwise determined by the Chair or the Section Officer chairing such entity, any regularly scheduled meeting of a functional standing or special committee reporting to Section Officer(s) shall be open to any member of the Section and a summary report of all actions of said committees shall be provided to the Administration Committee (as defined below).

4.5.4 *Finance Committee.* There shall be a Finance Committee that shall be chaired and presided over by the Finance Officer and shall consist of such other members as the Administration Committee and the Finance Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Finance Committee. The purposes of the Finance Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), investment proposals for the funds of the Section; (b) to review on a periodic basis, and in any event no less than quarterly, the budgeted and actual revenues and expenses of the Section; (c) to exercise oversight regarding the propriety and amount of expenditures and sources of revenue of the Section; (d) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Finance Committee's duties; and (e) to make recommendations to the Administration Committee in order for the Section to comply with its financial obligations.

4.5.5 *Membership Committee.* There shall be a Membership Committee that shall be chaired by the Membership Officer and shall consist of such other members as the Administration Committee and the Membership Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Membership Committee. The purposes of the Membership Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), proposals for the recruitment and retention of Section members; (b) to review the Section's membership outreach and plans; and (c) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Membership Committee's duties.

4.5.6 *Liaison Committee.* There shall be a Liaison Committee that shall be chaired and presided over by the Liaison Officer and shall consist of such other members as the Administration Committee and Liaison Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Liaison Committee. The purposes of the Liaison Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), proposals on the interactions and relationships with other Association entities and outside associations; (b) to review the Section's external relations outreach and plans; and (c) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Liaison Committee's duties.

4.5.7 *Publications Committee.* There shall be a Publications Committee that shall be chaired and presided over by the Publications Officer and shall consist of such other members as the Administration Committee and Publications Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Publications Committee. The purposes of the Publications Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), proposals on Section publications; (b) to review the Section's publications program; and (c) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Publications Committee's duties.

4.5.8 *Programs Committee.* There shall be a Programs Committee that shall be chaired and presided over by the Programs Officer and shall consist of such other members as the Administration Committee and Programs Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Programs Committee. The purposes of the Programs Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), proposals on Section programming and CLE activities; (b) to review the Section's programming schedule and agenda; and (c) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Program Committee's duties.

4.5.9 *Diversity Committee.* There shall be a Diversity Committee that shall be chaired and presided over by the Diversity Officer and shall consist of such other members as the Administration Committee and Diversity Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Diversity Committee. The purposes of the Diversity Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), proposals on the Section's diversity plan; (b) to review the Section's diversity plan; and (c) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Diversity Committee's duties.

4.5.10 *Rule of Law Committee.* There shall be a Rule of Law Committee that shall be chaired and presided over by the Rule of Law Officer and shall consist of such other members as the Administration Committee and Rule of Law Officer shall appoint. The Chair and Chair-Elect shall be *ex officio* members of the Rule of Law Committee. The purposes of the Rule of Law Committee are: (a) to recommend to the Administration Committee (as defined below) or, between meetings of the Administration Committee, to the Executive Committee (as defined below), proposals on matters within the scope of the Rule of Law Officer's position; (b) to review the Section's rule of law efforts; and (c) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Rule of Law Committee's duties.

4.5.11 *Regular Meetings.* There shall be such number of meetings of the Finance Committee, Membership Committee, Liaison Committee, Programs Committee, Publication Committee, Diversity Committee, and Rule of Law Committee as determined by the Officers responsible for such entities.

4.5.12 *Attendance by Teleconference.* Members of the Finance Committee, Membership Committee, Liaison Committee, Programs Committee, Publication Committee, Diversity Committee or Rule of Law Committee may participate in any meeting of such entities by means of a conference

telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak with each other, and participation by such means shall constitute presence in person at such meeting.

ARTICLE 5: ADMINISTRATION AND EXECUTIVE COMMITTEES.

5.1 COMPOSTION OF ADMINISTRATION COMMITTEE.

5.1.1 *General.* Subject to Section 5.1.3 of these Bylaws, the Section's Administration Committee shall be composed of up to seventeen (17) voting and up to two (2) *ex officio* (non-voting) members.

5.1.2 *Voting Members of the Administration Committee.* The voting members of the Administration Committee, shall be (a) the Chair; (b) the Chair-Elect; (c) the Vice Chair; (d) the Finance Officer; (e) the Secretary/Operations Officer; (f) the Liaison Officer; (g) the Policy Officer; (h) the Programs Officer; (i) the Publications Officer; (j) the Membership Officer; (k) the Rule of Law Officer; (l) the Technology Officer; (m) the Diversity Officer; (n) the Communications Officer; (o) the Immediate Past Chair; (p) two (2) At Large Members who are the Section Delegates to the Association's House of Delegates; and (p) the Section's Delegate to the Association Board of Governors in those Association years in which the Section has such representation.

5.1.3 *Increase in Number of Voting Members of the Administration Committee.* At such time or times as the Section shall have more than two (2) Delegates to the Association's House of Delegates, the number of At Large Administration Committee Members shall increase by the number of additional Section Delegates above two (2). The person(s) appointed to such additional Section Delegate position automatically shall become a voting member of the Section's Administration Committee. At such times as the Section shall have a Delegate to the Association's Board of Governors, the number of At Large Administration Committee Members shall increase by one (1) person, and such person shall become a voting member of the Administration Committee.

5.1.4 *Non-Voting Members of the Administration Committee.* One non-voting, *ex officio* member of the Administration Committee shall be the Association Board of Governors Liaison, selected by the Association's Board of Governors. The second non-voting, *ex officio* member of the Administration Committee shall be a Senior Advisor to the Section, nominated by the Section's Nominating Committee and elected by Section membership.

5.2 POWERS AND FUNCTIONS OF THE ADMINISTRATION COMMITTEE.

5.2.1 *General.* The Administration Committee shall be vested with the powers and duties necessary for the administration of all of the Section's operations and activities. The Administration Committee shall function as the governing body of the Section with regard to the Section's finances, operations, and administration. The Administration Committee also shall be responsible for the review and adoption of a strategic plan for the Section every five (5) years, as well as the ongoing implementation of that strategic plan.

5.2.2 *Budget.* Each year, the Administration Committee shall be responsible for adopting an annual budget for the Section's operations and activities. At each Administration Committee meeting the Finance Officer shall present to the Administration Committee a summary status report

on the Section's approved budget. Any financial exposure on the part of the Section in excess of \$5,000 per item not authorized in such budget shall require the approval of the Administration Committee. All other decisions relating to Section finances and budget shall be the responsibility of the Executive Committee, except that (a) the Chair, Chair-Elect, Vice Chair or Finance Officer may, in his or her discretion, bring any significant budget issue to the Administration Committee; and (b) the Finance Committee may bring before the Administration Committee any budget or finance issue for action by the Administration Committee.

5.2.3 *Committees, Task Forces, and Divisions.* The Administration Committee is authorized to establish and organize the Section's operations and activities into appropriate organizational structures such as divisions, committees, task forces and/or other organizational units (collectively referred to herein as "Committees" or individually as a "Committee") as it deems necessary to carry out the purposes of the Section. No action of a Committee for or on behalf of the Section shall be effective until approved by the Administration Committee of the Section, by the Council or membership of the Section, as appropriate.

5.3 TERMS OF MEMBERS OF THE ADMINISTRATION COMMITTEE.

The term of any person's Administration Committee membership is for such position's term of office, as detailed in Section 4.3 of these Bylaws.

5.4 ADMINISTRATION COMMITTEE MANNER OF ACTING.

5.4.1 *Regular Meetings.* The Administration Committee shall hold at least ten (10) regular meetings each year, including at the time and place of the Association Annual Meeting and all Section seasonal meetings.

5.4.2 *Special Meetings.* Upon the Chair's initiative or upon request of three (3) members of the Administration Committee and/or Officers, the Chair shall call a special meeting of the Administration Committee between regularly scheduled meetings. The Chair shall give to the members of the Administration Committee at least five (5) days notice of the date, time, and place of a special meeting.

5.4.3 *Open Meetings.* Only those meetings of the Administration Committee held at the Association's Annual Meeting and Midyear Meeting, and the Section's Spring and Fall Meetings, except when in executive session, shall be open to all members of the Section. As used in this Section 5.4.3, the term "executive session" shall mean a meeting, or part of a meeting, of the Administration Committee that is closed to persons who are not members of the Administration Committee or invitees of such members. Any member of the Administration Committee may request that a meeting, or part of a meeting, be held in executive session, and the Chair, in his or her reasonable discretion shall approve such request. Minutes of an executive session may be taken only with the consent of the Chair and the member of the Administration Committee making the motion to convene an executive session.

5.4.4 *Attendance by Teleconference.* Members of the Administration Committee participate in any regular or special meeting of the Administration Committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can speak with and hear each other, and participation by such means shall constitute presence in person at such meeting.

5.4.5 *Quorum.* One half plus one of all the voting members of the Administration Committee shall constitute a quorum at all meetings of the Administration Committee.

5.4.6 *Manner of Action.* The action of a majority of those voting members present at an Administration Committee meeting at which a quorum is present shall constitute the act of the Administration Committee. For actions taken in lieu of a meeting of the Administration Committee, the action of a majority of all voting members of the Administration Committee shall be required for such action to constitute the act of the Administration Committee.

5.4.7 *No Proxy Vote.* There shall be neither absentee nor proxy voting at any regular or special meeting, or electronic vote, of the Administration Committee.

5.4.8 *Action in Lieu of Meeting.* The Administration Committee shall consider any item or issue for review and decision upon the Chair's own initiative or upon the written request of three (3) members of the Administration Committee and/or Officers. The members of the Administration Committee may vote upon any item so submitted either by written ballot or by any form of

electronic communication to the Secretary/Operations Officer who shall record the proposition and votes on the matter.

5.4.9 *Delegation to Executive Committee.* For any reason between regularly scheduled meetings of the Administration Committee, the Executive Committee (defined below) shall decide upon any items upon which the Administration Committee would otherwise have been authorized to act.

5.5 COMPOSITION OF THE EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the Chair, the Chair-Elect, the Vice Chair, the Secretary/Operations Officer, the Liaison Officer, the Finance Officer, and the Membership Officer.

5.6 POWERS OF THE EXECUTIVE COMMITTEE.

5.6.1 *General.* The Executive Committee shall be authorized to decide matters normally within the competency of the Administration Committee that may arise between regularly scheduled Administration Committee meetings, and shall undertake other responsibilities as may be assigned from time to time by the Administration Committee or the Council.

5.6.2 *Policy Submissions.* The Executive Committee also is empowered to act on Blanket Authority Requests (as such term is defined by the Association), technical comments, and requests for Association *amicus curiae* briefs that are time sensitive and must be acted upon prior to the next scheduled Council meeting. The Executive Committee shall vote on any Blanket Authority Request, technical comments or request for Association *amicus curiae* brief in the first instance. A copy of any such Blanket Authority Request, technical comment or Association *amicus curiae* brief, together with the result of the Executive Committee vote shall be sent to all Council members. If the Executive Committee action on such Blanket Authority Request, technical comment or Association *amicus curiae* brief is unanimous, then the vote shall be deemed accepted by the Council unless a request, within the specified time, for a Council vote is received from three (3) Council members who are not members of the Executive Committee, in which case the matter will be referred to the Council for a vote. In the event that a unanimous vote of the Executive Committee is not achieved, the matter will be referred to the Council for a vote pursuant to the terms of these Bylaws.

5.6.3 *Financial Decisions.* Between regular meetings of the Administration Committee, the Executive Committee shall be authorized to approve expenditures of Section funds provided that no individual budgetary decision may involve a financial exposure to the Section in excess of \$5,000. All budgetary decisions made by the Executive Committee shall be reported to the Administration Committee at the Administration Committee's next meeting.

5.7 MEETINGS OF THE EXECUTIVE COMMITTEE.

5.7.1 *Regular Meetings.* The Executive Committee shall hold at least ten (10) regular meetings each year.

5.7.2 *Special Meetings.* Upon the Chair's own initiative or upon request of one (1) member of the Executive Committee and/or Officers the Chair shall call special meetings of the Executive

Committee between regularly scheduled meetings. The Chair shall give to the members of the Executive Committee at least two (2) days notice of the date, time and place of a special meeting.

5.7.3 *Attendance by Teleconference.* Members of the Executive Committee may participate in any regular or special meeting of the Executive Committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can speak with and hear each other, and participation by such means shall constitute presence in person at such meeting.

5.7.4 *Quorum.* Five (5) members of the Executive Committee, including the Chair or Chair-Elect, shall constitute a quorum at all meetings of the Executive Committee.

5.7.5 *Manner of Action.* The action of a majority of those members present at an Executive Committee meeting at which a quorum is present shall constitute the act of the Executive Committee. For actions taken in lieu of a meeting of the Executive Committee, the action of a majority of all members of the Executive Committee shall be required for such action to constitute the act of the Executive Committee

5.7.6 *No Proxy Vote.* There shall be neither absentee nor proxy voting at any regular or special meeting, or electronic vote, of the Executive Committee.

5.7.7 *Action in Lieu of Meeting.* Upon the Chair's own initiative or upon the written request of one (1) member of the Executive Committee any item or issue may be submitted for review and decision by the Executive Committee. The members of the Executive Committee may vote upon any item so submitted either by written ballot or by any form of electronic communication to the Secretary/Operations Officer who shall record the proposition and votes on the matter.

5.7.8 *Attendance by Other Officers.* Nothing herein shall preclude the participation by any Officer not on the Executive Committee in any Executive Committee meeting, provided that such Officer is invited to participate in such meeting by the Chair or Chair-Elect.

ARTICLE 6: COUNCIL.

6.1 POWERS AND FUNCTIONS OF THE COUNCIL.

The Council shall be the policy-making body of the Section. The Council shall be vested with the powers and duties necessary to identify, consider, debate, and approve Section policy, including, but not limited to, approval of Section-developed Reports and Recommendations (as such term is defined by the Association) to be referred to the Association's House of Delegates for approval, and approval of Section co-sponsorship of Reports and Recommendations initiated by other entities of the Association.

6.2 COMPOSITION OF THE COUNCIL.

6.2.1 *General.* Subject to the terms of these Bylaws, the Council shall be composed of fifty-five (55) voting members and at least seven (7) non-voting members. Any member of the Section, regardless of such person's membership classification as set forth in Section 2.2 of these Bylaws may serve as an member, voting or non-voting, of the Council.

6.2.2 *Voting Members.* The voting members of the Council, all of whom must be members of the Section, shall consist of the following: (a) all voting members of the Administration Committee plus the Senior Advisor to the Administration Committee as specified in Section 5.1.4 and the Section Delegate to the Association's Board of Governors, in those Association years in which the Section has such representation (up to eighteen (18) persons); (b) the three former Section Chairs who served immediately prior to the Immediate Past Chair (three (3) persons); (c) the Editor-in-Chief of The International Lawyer, provided that in the event that there is more than one editor, the Chair shall designate the editor who will serve as a Council Member and the other editor(s) will serve as alternate(s) (and such alternate(s) shall be entitled to sit in on Council meetings and vote in the absence of the designated Council member) (one (1) person); (d) the Editor-in-Chief of the International Law News (one (1) person); (e) Eighteen (18) At Large Members (eighteen (18) persons); (f) Division Chairs (twelve (12) persons); (g) one (1) person designated as Non-U.S. Lawyer Representatives hereunder (one (1) person); (h) one (1) person designated as the representative of the Association's Young Lawyers Division (one (1) person); and (i) one (1) person designated as the representative of the Association's Law Student Division (one (1) person). Notwithstanding anything to the contrary in the foregoing, at such time or times as the Section shall have more than two (2) Delegates to the Association's House of Delegates, the number of voting Council members shall increase by the number of additional Section Delegates above two (2). The person(s) elected to such additional Section Delegate position automatically shall become a voting member of the Council.

6.2.3 *Election of Voting Members.* Except as provided in this Section 6.2.3, voting members of the Council shall be nominated by the Nominating Committee (as defined below) and elected by the membership of the Section pursuant to the terms of these Bylaws. The Non-US Lawyer Representative shall be appointed by the Chair-Elect and, after consultation with the Nominating Committee, shall serve during such person's term as Chair. The representatives from the Association's Young Lawyer Division and the Association's Law Student Division shall be appointed by their respective organizations with the acceptance of the Section's Chair-Elect.

6.2.4 *Non-US Lawyer Representative.* As used in this Article 6, a "Non-U.S. Lawyer" shall mean a person (a) whose primary admission to the practice of law is from a jurisdiction outside a state, territory or possession of the United States; and (b) who practices primarily outside a state, territory or possession of the United States. In the event a person who otherwise meets the definition of "Non-U.S. Lawyer" hereunder is a member of the Council pursuant to any subpart of Section 6.2.2 except for Section 6.2.2(g), such person shall not be considered a Non-U.S. Lawyer Representative on the Council, but shall serve on the Council in the position for which such person originally was nominated and elected.

6.2.5 *Non-Voting Members.* The non-voting members of the Council shall consist of (a) one (1) person who is the liaison from the Association's Board of Governors to the Section; (b) one (1) person who is the Section member-at-large to the Association's Board of Governors (at such times as the Section has such a delegate); (c) one (1) person who shall be a liaison from a Non-Governmental Organization; (d) one (1) person who shall be a government liaison from a government department or agency concerned with trade, finance, or other international business transactions; (e) one (1) person who shall be a government liaison from a government department or agency concerned with public international law issues; (f) one (1) person who shall be a government liaison from a government department or agency concerned with private international law issues;

and (g) one (1) person who shall be a government liaison from the staff or membership of the United States Congress.

6.2.6 *Appointment of Non-Voting Members.* Except as provided in this Section 6.2.6, the non-voting members of the Council shall be appointed by the Chair-Elect to serve during the Association year in which the Chair-Elect serves as Chair. Notwithstanding the forgoing, the liaison from the Association's Board of Governors shall be appointed by the Association, and the Section's Delegate to the Association's Board of Governors shall be appointed by the Section's Administration Committee.

6.2.7 *Former Section Chairs as Non-Voting Members.* All former Section Chairs who are not otherwise voting members of the Council shall be honorary, non-voting, members of the Council for life.

6.3 TERMS OF COUNCIL MEMBERS.

6.3.1 *Administration Committee Members of the Council.* The term as a voting member of the Council for a member of the Administration Committee is such position's term of office, as detailed in Section 4.3 of these Bylaws.

6.3.2 *Past Section Chairs.* Each Section Chair shall, after serving as the Immediate Past Chair, serve on the Council as a voting member for an additional period of three (3) consecutive Association years.

6.3.3 *Editors of Section Publications.* The terms of the Editor-in-Chief of The International Lawyer and the Editor-in-Chief of the International Law News as voting members of the Council, shall be two (2) Association years beginning with the adjournment of the Association Annual Meeting during which such person is elected.

6.3.4 *Young Lawyers and Law Student Representatives and Non-U.S. Lawyer Representative.* The terms of the representatives of the Young Lawyers Division and the Law Student Division and the Non-US Lawyer Representative as voting members of the Council shall be one (1) Association year beginning with the adjournment of the Association Annual Meeting.

6.3.5 *Division Chairs.* The terms of Division Chairs as voting members of the Council shall be two (2) Associations years beginning with the adjournment of the Association Annual Meeting during which such person is elected.

6.3.6 *At Large Members.* Except as stated in Section 6.3.7, the term of an At Large voting member of the Council member shall be three (3) Association years beginning with the adjournment of the Association Annual meeting during which such At Large Member is elected. The terms of the At Large Council members shall be staggered so that no more than six (6) are elected in any given year.

6.3.7 *Term Limits on At-Large Council Members.* No At-Large Council member may serve more than two (2) successive three (3) year terms in that capacity.

6.4 QUORUM AND MANNER OF ACTING.

6.4.1 *Quorum.* One-third of all the voting members of the Council shall constitute a quorum at all meetings of the Council.

6.4.2 *Manner of Action.* Except as provided in these Bylaws, the action of a majority of those members present at a Council meeting at which a quorum is present shall constitute the act of the Council.

6.4.3 *Action in Lieu of a Meeting: Policy Actions.* Between regular Council meetings, the Council may approve by mail (electronic or otherwise) ballot, in lieu of a meeting, Reports and Recommendations (as such term is defined by the Association), blanket authority requests, technical comments and Association *amicus curiae* briefs. For actions taken on policy matters in lieu of a meeting of the Council, the action of a majority of all voting members of the Council shall be required for such action to constitute the act of the Council.

6.4.4 *Action in Lieu of a Meeting: Other Business.* If a meeting of the Council is not deemed feasible by the Chair, the Chair of the Section, upon his or her own initiative or upon the written request of any member of the Council, shall submit in writing (electronic or otherwise) to the members of the Council any items upon which the Council is otherwise authorized to act. The voting members of the Council may vote upon the proposition either by written ballot or by any form of electronic communication to the Secretary/Operations Officer of the Section who shall record the proposition and votes on the matter. For such actions taken in lieu of a meeting of the Council, the action of a two-third of all voting members of the Council shall be required for such action to constitute the act of the Council.

6.4.5 *Members' Referendum.* The Council may direct a referendum by mail (electronic or otherwise) ballot of the members of the Section. A majority of the votes cast in the referendum shall determine the policy of the Section with respect to the question submitted. Such referendum shall be conducted according to rules established by the Council.

6.4.6 *No Absentee or Proxy Votes.* No Council member may vote by absentee ballot nor may any Council member's vote be cast by a person other than such Council member.

6.5 COUNCIL MEETINGS.

6.5.1 *Regular Council Meetings.* The Council shall hold at least four (4) regular meeting each year at the time and place of the Association Annual Meeting and Midyear Meeting and the Section's Spring and Fall Meetings, unless the time and place of such meeting is changed by action of the Administration Committee.

6.5.2 *Special Council Meetings.* Upon his or her own initiative or upon request of three (3) members of the Council and/or Officers, the Chair shall call special meetings of the Council between regularly scheduled Council meetings. The Chair shall give to the members of the Council at least five (5) days notice of the date, time and place of a special meeting.

6.5.3 *Open Meetings.* All meetings of the Council, except when in executive session, shall be open to all members of the Section. As used in this Section 6.5.3, the term "executive session" shall

mean a meeting, or part of a meeting, of the Council that is closed to persons who are not members of the Council or invitees of such members. Any member of the Council may request that a meeting, or part of a meeting, be held in executive session, and the Chair, in his or her reasonable discretion shall approve such request. Minutes of an executive session may be taken only with the consent of the member of the Chair and the Council making the motion to convene an executive session.

6.5.4 *Consent Calendar.* All decisions made by the Administration Committee that are subject to Council review as set forth in these Bylaws will be placed on a consent calendar for the Council and will be deemed approved by the Council absent a Motion for Review (defined below). Upon the motion of three Council members who are not members of the Administration Committee for review of any decision made by the Administration Committee (a "Motion for Review"), the Council may consider and comment on and, by appropriate vote, modify such decision subject to the terms of these Bylaws.

6.6 VACANCIES ON THE COUNCIL.

If any member of the Council shall fail to attend two (2) successive meetings of the Council, such person's seat on the Council shall be automatically vacated unless the Council member is excused for good cause by action of the Administration Committee. Between Section Business Meetings, the Administration Committee may fill vacancies in the seats of Council members until the next Section Business Meeting. In the case of a Law Student Division representative or a Young Lawyers Division representative, the Council will request the Law Student Division or the Young Lawyers Division, as the case may be, to appoint other representatives.

ARTICLE 7: COMMITTEES, TASK FORCES, AND DIVISIONS.

7.1 COMMITTEES.

The Section shall operate one or more substantive Committees to advance the Section's purpose. The scope of a Committee shall be as approved by the Section's Administration Committee. A Committee may be created or terminated by an action of the Section's Administration Committee. The date of such creation or termination shall be as set forth in the action of the Administration Committee.

7.2 COMMITTEE LEADERSHIP.

Each Committee shall have a Chair or Co-Chairs, one (1) or more Vice Chairs, and such other leaders as may be decided by the Administration Committee. Each such Committee leader shall be appointed by the Section Chair-Elect, and such leaders' term shall commence as of the adjournment of the Association Annual Meeting during which such Committee leader is appointed; except that, for Committees formed during an Association year, the leadership of such Committee shall be appointed by the Section Chair, in consultation with the Chair-Elect, and such leaders' term shall commence as of the date of such person's appointment. Any member of the Section, regardless of such person's membership classification as set forth in Section 2.2 of these Bylaws may serve as a leader of a Committee.

7.3 TERMS OF COMMITTEE LEADERS.

7.3.1 *Committee Chairs/Co-Chairs.* No Committee Chair or Co-Chair shall serve in the same capacity for more than three (3) successive one (1) year terms unless, in the judgment of the Section Chair-Elect, special circumstances make such extended service desirable for the Section. Notwithstanding the foregoing, the term of a Committee Chair or Co-Chair may be terminated (a) as specified in a written notice by such person to the Section's Chair; or (b) as specified in a written notice by the Chair of the Section upon a majority vote of the Section's Executive Committee.

7.3.2 *Committee Vice Chairs.* No Committee Vice Chair shall serve in the same capacity for more than three (3) successive years unless, in the judgment of the Section Chair-Elect, special circumstances make such extended service desirable for the Section. Notwithstanding the foregoing, the term of a Committee Vice Chair may be terminated (a) as specified in a written notice by such person to the Chair; or (b) by the Chair of the Section upon a majority vote of the Section's Executive Committee.

7.4 TASK FORCES.

The Section Chair may, from time to time with the approval of the Administration Committee, establish such task forces and working groups as may be necessary in the Chair's judgment to further the Section's purpose. The number, description, scope, leadership, and membership of such entities shall be decided by the Section Chair with the approval of the Administration Committee. Any member of the Section, regardless of such person's membership classification as set forth in Section 2.2 of these Bylaws may serve as a member or leader of a task force or working group.

7.5 DIVISIONS.

The Section's Committees, except for those committees reporting to Officers and not including task forces, working groups or similar entities, shall be organized into Divisions. The Administration Committee shall decide, from time to time, the number and scope of the Divisions, and the assignment of Committees to Divisions.

7.6 DIVISION CHAIRS.

Each Division shall be chaired by a Division Chair, and each Division Chair shall be nominated by the Section's Nomination Committee and elected by the Section's membership. A Division Chair's term shall commence as of the adjournment of the Association Annual meeting during which such Division Chair is elected. No Division Chair shall serve in the same capacity for more than two (2) years unless, in the judgment of the Nominating Committee, special circumstances make such extended service desirable for the Section.

ARTICLE 8: NOMINATION AND ELECTION OF OFFICERS AND VOTING MEMBERS OF THE COUNCIL.

8.1 COMPOSITION AND AUTHORITY OF THE NOMINATING COMMITTEE.

8.1.1 *Composition.* The Section's Nominating Committee shall be comprised of the Chair, the Immediate Past Chair of the Section, the Chair-Elect, the Vice Chair, the penultimate Past Chair of the Section, and two (2) At Large members of the Nominating Committee, who shall be members of the Section. The two At Large members of the Nominating Committee shall be appointed by the Section Chair. The Immediate Past Chair shall serve as the Chair of the Nominating Committee. If a vacancy should occur in the membership of the Nominating Committee, the Chair may appoint a member to fill such vacancy.

8.1.2 *Timing.* At any time, not later than September 1, the Chair shall appoint the two (2) At Large Members of the Nominating Committee. As soon as practicable after September 1, the Chair shall notify the members of the Section of the names and addresses of the members of the Nominating Committee.

8.1.3 *Authority.* Subject to these Bylaws, the Nominating Committee shall nominate at least one candidate for each Officer position and voting Council member position for which a nomination may be made. In making nominations, the Nominating Committee shall attempt to recognize the broad and diverse membership of the Section, including its geographic dispersion, and shall take into account the Section's commitment to equal opportunity.

8.1.4 *Positions Not Subject to Nominations.* Notwithstanding anything to the contrary contained in these Bylaws, (a) the Chair shall automatically assume the office of Immediate Past Chair at the end of the Association Annual Meeting; (b) the Chair-Elect shall automatically assume the office of Chair at the end of the Association Annual Meeting; and (c) the Vice Chair shall automatically assume the office of Chair-Elect at the end of the Association Annual Meeting. Such positions are not subject to nomination by the Nominating Committee or election by Section membership hereunder.

8.1.5 *Nominating Committee Report.* At the Section's Spring Meeting, the Nominating Committee shall report the identity of each nominee to the Administration Committee and the Council, and shall include a brief statement of the nominee's activities in the Section and in the legal profession. The Nominating Committee shall submit a final report to the Chair of the Section not later than ninety (90) days prior to the Opening Assembly of the Association Annual Meeting.

8.2 NOMINATION BY PETITION.

Any Section member in good standing may submit a nomination for each Officer position and voting Council member position for which a nomination may be made as set forth in this Section 8.2. Such a nomination must be supported by a petition signed by not less than fifty (50) members of the Section eligible to vote in a Section-sponsored election, no more than fifteen (15) of whom shall be resident in any one state, the District of Columbia or a territory or possession of the United States, and who have been members of the Section as of January 1 of the year in which the nomination occurs. The petition must state that the individual nominated has agreed to the nomination. The petition shall be sent to the Chair of the Section and must be received by the Chair

not less than seventy-five (75) days prior to the Opening Assembly of the Association Annual Meeting.

8.3 PUBLICATION OF NAMES OF ALL NOMINEES.

No less than sixty (60) days prior to the Opening Assembly of the Association Annual Meeting the Chair shall publish the names of all nominees for each Officer position and voting Council member position for which a nomination was made. Such publication shall be in the *International Law News* or on the Section website or in any other publication of the Section or communication from the Section to its members.

8.4 ELECTIONS.

All elections for each Officer position and voting Council member position for which a nomination was made shall be held at the Section Business Meeting. The date, time, and place of the meeting shall be published in the official program of the Annual Meeting of the Section or the Association. Elections for contested positions shall be by written ballot. Each contested position, other than that of Council member-at-large, shall be voted upon separately. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained. Council nominees shall be voted on as a group. Those nominees receiving the highest number of votes shall be elected, to the extent required to fill all vacancies on the Council.

ARTICLE 9: REPRESENTATION OF ASSOCIATION POSITION.

Except for Blanket Authority Requests (as such term is defined by the Association), Reports and Recommendations (as such term is defined by the Association), technical comments, and Association *amicus curiae* briefs approved in accordance with Association policies, any action by this Section must be approved by the House of Delegates or by the Association's Board of Governors before the action can be effective as, or represented as, the action or position of the Association. Except for Blanket Authority Requests, Reports and Recommendations, technical comments, and Association *amicus curiae* briefs approved in accordance with Association policies, any resolution or recommendation adopted or action taken by the Section, on request of the Council or the membership of the Section, shall be reported by the Chair or a Section Delegate to the House of Delegates or to the Board of Governors for action by the Association.

ARTICLE 10: MISCELLANEOUS PROVISIONS.

10.1 FISCAL YEAR.

The fiscal year of the Section shall be the same as that of the Association.

10.2 APPROVAL OF PAYMENT.

All bills incurred by the Section, before being forwarded to the Treasurer of the Association for payment, shall be approved by the Chair or the Chair's designee (who may be the Finance Officer or the Section Staff Director).

10.3 COMPENSATION.

No salary or compensation for services shall be paid to any Officer, member of the Council, or member of any committee, except as may be specifically authorized by the Association's Board of Governors.

10.4 NOTICES.

Whenever notice is required to be provided to any person in accordance with these Bylaws, notice shall be deemed to have been properly given if sent to such person's last known physical address. Such notices shall be deemed given when deposited in the U.S. mail. Notices shall also be deemed properly given if communicated by electronic means. Notices to the members of the Section including but not limited to the notice required under Section 3.1, Section 3.2, and Section 8.3 hereof, shall be deemed given to all members if posted on, and as of the date of posting on, the Section's website. Nothing contained in this Section 10.4 shall be deemed to limit notice by any other means including but not limited to oral notice, publication in a Section publication, fax or any other method.

ARTICLE 11: AMENDMENTS.

These Bylaws may be amended at any duly-constituted Section Business Meeting by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall first have been approved by the Administration Committee. Notice of an intention to amend these bylaws must be given to the membership no later than sixty (60) days prior to the opening of such Section Business Meeting. Amendments to these Bylaws shall become effective only upon approval by the Association's Board of Governors.