

**FEDERAL BAR ASSOCIATION
BYLAWS FOR THE
INTERNATIONAL LAW SECTION**

ARTICLE I: NAME AND ESTABLISHMENT

The name of this organization is the International Law Section (“Section”) of the Federal Bar Association (“Association”). The Section is established under Article IX of the Constitution of the Association and is governed by the Constitution and Bylaws of the Association and these Bylaws.

ARTICLE II: PURPOSES

The purposes of the Section shall be to further the general objectives of the Association, as set forth in Article III, Section 3 of its Constitution, and to carry out the following objectives:

- (a) To provide speaker programs on international legal subjects, including international trade, space law, international banking and finance, international development, investment, international claims, natural resources and the environment, and international human rights.
- (b) To publish a quarterly newsletter to the international legal community.
- (c) To produce articles, books or other publications on international legal subjects.
- (d) To assist people in other nations with United States legal talent to further the cause of peace and democracy.
- (e) To further the development of human rights principles and the enforcement of such principles.
- (f) To engage in other matters recommended by the Executive Board (“Board”).

ARTICLE III: MEMBERSHIP AND DUES

Section 1. ACTIVE MEMBERSHIP. An active member of the Association in good standing shall be enrolled as a member of the Section upon the payment of any annual Section dues.

Section 2. ASSOCIATES. A foreign associate or law school associate of the Association in good standing shall be enrolled as a foreign associate or law school associate of the Section upon the payment of the annual Section dues.

Section 3. HONORARY MEMBERSHIP. An honorary member of the Association may be made an honorary member of the Section upon the approval of the Board and shall be exempt from the payment of Section dues.

Section 4. DUES. The Board shall annually assess section dues from each active member and associate of the Section in an amount established by the Board and approved in advance by the Board of Directors of the Association. Section dues shall be assessed and collected in conjunction with the annual dues of the Association.

Section. 5. FISCAL YEAR. The fiscal year of the Section shall be the same as the fiscal year of the Association.

Section 6. TERMINATION OF MEMBERSHIP. An active member or associate of the Section shall cease to be a member or associate of the Section if the dues authorized under section 4 are more than 90 days past due.

ARTICLE IV: OFFICERS

Section 1. OFFICERS. The officers of the Section shall be the Chair, the Vice-Chair, the Secretary, the Treasurer, and the Immediate Past Chair.

Section 2. ELECTION OF OFFICERS. Any member of the Section in good standing who is interested in contributing his or her time and efforts to the objectives set forth in Article II is invited to seek a nomination to become an officer of the Section. It is anticipated that the Chair will have had prior service in a leadership position in the Section. The nomination and election process is set forth in Article VII.

Section 3. TERMS. Officers shall serve for one-year terms, but may be elected for a 2nd consecutive one-year term in accordance with Article VII. The Immediate Past Chair shall serve in such office through the last day of the term of the concurrently serving Chair.

Section 4. DUTIES OF THE CHAIR. The Chair shall be the chief executive officer of the Section and preside at all meetings of the Section's membership and at meetings of the Board. The Chair shall ensure that the Association and the members of the Section are timely informed of the Section's activities. The Chair shall also perform such other functions as usually pertain to this office or as may be designated by the Board.

Section 5. DUTIES OF THE VICE-CHAIR. The Vice-Chair shall assist the Chair in such manner and to such extent as the Chair may request. The Vice-Chair shall preside at meetings in the absence of the Chair. In case of the death, resignation, or disability of the Chair, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term or disability.

Section 6. DUTIES OF THE SECRETARY. The Secretary shall issue notices of all meetings of the Section's officers, Board, or membership and shall accurately record and disseminate the minutes of those meetings to the appropriate audience. The Secretary shall perform recordkeeping, calendaring, and correspondence functions as requested by the Chair and shall perform such other functions as usually pertain to this office.

Section 7. DUTIES OF THE TREASURER. The Treasurer, in cooperation with the other officers, shall prepare an annual budget, which shall be approved by the Board, and any modifications of such budget, if necessary. The Treasurer shall ensure that all approved expenditures are paid in a timely manner. The Treasurer shall periodically monitor the income and expenditures of the Section, compare such information with the Section's approved budget, and report the financial condition of the Section to the Board and to the membership of the section. The Treasurer shall respond to inquiries from officers and other Board members concerning the Section's budget.

Section 8. DUTIES OF THE IMMEDIATE PAST CHAIR. The Immediate Past Chair shall provide support and any necessary training to the Chair. The Immediate Past Chair shall serve as Chair of the Election Committee.

ARTICLE V: EXECUTIVE BOARD

Section 1. COMPOSITION. There shall be an Executive Board ("Board"), which shall be composed of the officers of the Section, the Membership Chair, the Newsletter Editor, the Committee Chairs, any Liaisons, and any additional members who have been appointed to the Board by the Chair, with the approval of the Board.

Section 2. MEMBERSHIP CHAIR. The Membership Chair shall develop and implement the Section's membership recruitment and retention program, in consultation with other members of the Board and members of the Membership Committee.

Section 3. NEWSLETTER EDITOR. The Newsletter Editor shall edit and publish the Section's quarterly newsletter, *Global Perspectives*, in consultation with the other members of the Board and members of the Newsletter Committee.

Section 4. LIAISONS. To encourage cooperation with the Division of the Association and other national or international professional legal organizations, the Board may appoint a Liaison to any such division or organization. Such Liaisons shall be members of the Board.

Section 5. POWERS AND FUNCTIONS. The Board shall be vested with the powers and duties necessary for the administration of the activities of the Section in accordance

with the Constitution and Bylaws of the Association and these Bylaws, including the following functions:

- (a) To set Section dues.
- (b) To recommend amendments to these bylaws to the National Council.
- (c) To approve the annual budget and subsequent budget modifications.
- (d) To determine appropriate projects and events for the Section.

ARTICLE VI: COMMITTEES

Section 1. COMMITTEES. The Section shall have the following committees:

- (a) International Human Rights Committee.
- (b) International Development and Investment Committee.
- (c) International Finance and Banking Committee.
- (d) International Resources and Environmental Law Committee.
- (e) International Trade and Customs Law Committee.
- (f) International Law Committee.
- (g) Membership Committee.
- (h) Newsletter Committee.
- (i) Election Committee.

Section 2. SELECTION OF COMMITTEE LEADERSHIP. Each Committee shall have a Chair appointed by the Section Chair, with the approval of the Board. The Committee Chairs will be appointed for one-year terms, and may be reappointed for any number of successive terms. Each Committee Chair may appoint a Vice-Chair to assist the Committee Chair in such manner and to such extent as the Committee Chair may request. The Vice-Chair shall attend Board meetings in the absence of the Committee Chair and may vote at such meetings. The Committee Chairs may appoint such other Committee officers as they determine to be necessary.

Section 3. COMMITTEE MEETINGS AND PROGRAMS. Committee chairs shall strive to schedule meetings and programs in conjunction with chapters of the Association outside of the District of Columbia area.

Section 4. PUBLIC POSITIONS. A Committee may not issue a public report or take a public position on behalf of the Section without prior approval of the Board. All proposals for public reports or positions shall be submitted to the Board for consideration and approval prior to issuance. A Committee Chair shall promptly inform the Section Chair of any such public reports or positions it takes in the name of the Committee only. Public positions taken by a Committee are also governed by Article IX.

ARTICLE VII: ELECTIONS

Section 1. NOMINATIONS.

- (a) Not later than April 1st of each year, the Election Committee shall issue a call for nominations that lists the offices available, a short description of their respective responsibilities, and the relevant dates set forth in this Article.
- (b) Any section member who desires to serve as a Section officer during the upcoming fiscal year shall notify a member of the Election Committee of such interest between April 1st and May 15th by submitting a short statement identifying his or her qualifications and interest in the position.
- (c) Not later than May 31st, the Election Committee shall compile the statements received from interested candidates pursuant to subsection (a).
- (d) Not later than June 15th, the Election Committee shall identify at least one candidate for each officer position to be placed on the ballot and shall notify all candidates who submitted statements pursuant to subsection (a) whether they have been nominated and of the petition process set forth in subsection (d).
- (e) Any officer candidates who were not nominated by the Election Committee after submitting a statement in accordance with subsection (a) may petition to be placed on the ballot by forwarding endorsements from at least 10 members of the Section to the Election Committee not later than June 30th.

Section 2. QUALIFICATIONS. Any member of the Section in good standing may be elected as an officer of the Section.

Section 3. NOTICE OF ELECTION. Not later than July 10th of each year, the Election Committee shall electronically notify all members of the Section in good standing, including honorary members, of the voting procedures described in section 4. If a Section member has not provided a valid e-mail address, such notification can be made by phone or by mail.

Section 4. VOTING PROCEDURES. Voting for Section officers shall take place electronically through an online platform on the Association's website or through a secure, third-party website. Members shall receive a link to the website and notified of the voting period, which shall be at least 7 days. The candidate receiving the most votes for each office will be declared the winner. The names of the newly elected officers will be submitted to the Association not later than August 1st.

Section 5. VACANCIES. If an officer of the Section resigns from his or her position before the expiration of the term to which he or she was elected, the Chair may appoint any member of the Section in good standing to fill the remainder of such term, subject to the approval of the Board.

ARTICLE VIII: MEETINGS

Section 1. SECTION MEETINGS. Meetings of the membership shall be at the call of the Chair.

Section 2. BOARD MEETINGS. The Board shall meet not less frequently than quarterly, at the call of the Chair to carry out its administrative powers and functions. Upon the concurrence of a majority of the current Board members, the Chair shall call a meeting of the Board. Members of the Board may participate in meetings remotely by teleconference or video conference as long as all persons participating in the meeting can hear each other. Such participation shall constitute presence in person and attendance at the meeting.

Section 3. NOTICE. The Secretary shall give at least 10 calendar days' notice of all meetings of the Section and the Board, which notice may be deemed waived by attendance at the meeting.

Section 4. QUORUM; VOTING. Twenty-five percent of the members of the Board in good standing shall constitute a quorum for the transaction of business. Approval or ratification of matters before the Board shall be indicated by a majority vote of those Board members, or their designees, present and voting at a Board meeting unless otherwise provided in these Bylaws.

Section 5. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting upon the approval of a majority of the Board, which approval shall be included in the minutes of the next Board meeting.

Section 6. RULES OF ORDER. The rules of order for Section meetings shall be governed by the following documents, prioritized as follows:

- (a) The Constitution and Bylaws of the Association.
- (b) These Bylaws.
- (c) Standing Resolutions passed by the Board.
- (d) The most current version of Robert's Rules of Order.

ARTICLE IX: PUBLIC POSITIONS ON BEHALF OF THE ASSOCIATION

The Section or a Committee acting in the name of the Association, may issue reports, make public announcements, and publicly advocate on issues of concern to the Section or Committee only with the prior approval of the National Council. Without such prior approval, the Section or Committee may take a public position only if the position statement includes a disclaimer that indicates that the Section or Committee is taking

the position in the name only of the Section or Committee. In any event, if the Section or Committee takes such action in its own name and not in that of the Association, the Section, or Committee shall report that action immediately to the Executive Committee of the National Council.

ARTICLE X: BYLAWS

Section 1. EFFECTIVE DATE. These Bylaws shall be effective immediately upon the approval of the National Council.

Section 2. AMENDMENTS. These Bylaws may be amended at any meeting of the Board by vote of three-fourths of the Board members present and voting, provided that each Board member shall be given at least 10 days calendar notice of the meeting and of the proposed amendments, which notice shall be deemed waived by voting for approval of such amendment at a meeting. The amendment shall not become effective until approved by the National Council.

Approved by the Executive Board of the International Law Section, February 12, 2016