



# MEMORANDUM

**TO:** Operations and Communications Committee  
American Bar Association  
Board of Governors

**FROM:** Kenneth B. Reisenfeld  
Chair

**DATE:** July 15, 2005

**RE:** Bylaw Amendments

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- A. At its Fall Meeting on October 7, 2004, the Council of the Section of International Law approved the following bylaw amendments, principally technical in nature. Highlights of the changes follow:
1. Clarification that the term of At-Large Administration Committee Members is one year, beginning with the adjournment of the Association Annual Meeting.
  2. Clarification of the rule on failure to attend two successive meetings of the Administration Committee.
  3. Clarification of the composition of the Administration Committee to reflect that the Chair, Chair-Elect and Immediate Past Chair are not nominated by the Nomination Committee but that their succession will be reported to the Chair per Section 8.1 of the Section bylaws.
  4. The Executive Committee is expanded to include the Secretary/Liaison Officer. (see C below)
  5. The voting members of the Council are increased to forty-five (45) by adding three At-Large Council Members.
  6. The terms of the At-Large Council members are changed so that no more than three (from two) are elected in any given year.
- B. At its March 10, 2005 meeting, the Administration Committee approved changing the name of its "Goal VIII Officer" referenced in Section 4.9 to the "Rule of Law Officer;" and at its April 21, 2005 meeting changed the name of its "Committee Liaisons" referenced in Section 7.2 to "Division Chairs."
- C. At its June 9, 2005 meeting, the Administration Committee approved changing the name of the "External Relations Officer/Secretary" to "Secretary/Liaison Officer" to better reflect the positions actual responsibilities.
- D. At its July 14, 2005 meeting, the Administration Committee approved the deletion of Section 11.2 "Transitional Provisions" as they are no longer necessary.

We request approval of these amendments at this meeting, subject to final approval by the Section at our annual business meeting in August.

If you have any questions, please don't hesitate to contact me at 202/654-4520.

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

As Amended Through July 2005

## **SECTION OF INTERNATIONAL LAW**

### **ARTICLE 1: NAME AND PURPOSE**

- 1.1 Name
- 1.2 Purpose

### **ARTICLE 2: MEMBERSHIP**

- 2.1 Members
- 2.2 Dues
- 2.3 Termination of Membership

### **ARTICLE 3: SECTION MEETINGS**

- 3.1 Annual Business Meeting
- 3.2 Special Business Meetings
- 3.3 Quorum
- 3.4 Agenda
- 3.5 Parliamentary Authority

### **ARTICLE 4: OFFICERS**

- 4.1 Officers
- 4.2 Chair
- 4.3 Chair-Elect
- 4.4 Vice Chair
- 4.5 Secretary/Liaison Officer
- 4.6 Policy/Government Affairs Officer
- 4.7 Financial Officer
- 4.8 Technology Officer
- 4.9 Rule of Law Officer
- 4.10 Programs Officer
- 4.11 Membership Officer
- 4.12 Publications Officer
- 4.13 Immediate Past Chair
- 4.14 Section Delegates
- 4.15 Terms
- 4.16 Vacancies

### **ARTICLE 5: ADMINISTRATION COMMITTEE**

- 5.1 Powers and Functions
- 5.2 Composition
- 5.3 Terms
- 5.4 Meetings

ARTICLE 6: STANDING AND SPECIAL COMMITTEES

- 6.1 Executive Committee
- 6.2 Finance Committee
- 6.3 Other Standing Committees
- 6.4 Meetings of Standing or Special Committees

ARTICLE 7: COUNCIL

- 7.1 Powers and Functions
- 7.2 Composition
- 7.3 Terms
- 7.4 Vacancies
- 7.5 Meetings

ARTICLE 8: NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS

- 8.1 Nomination of Voting Members of Administration Committee and Council
- 8.2 Petition
- 8.3 Publication of Names of Nominees
- 8.4 Elections
- 8.5 Selection of Non-Voting Members of the Council

ARTICLE 9: REPRESENTATION OF ASSOCIATION POSITION

ARTICLE 10: MISCELLANEOUS PROVISIONS

- 10.1 Fiscal Year
- 10.2 Approval of Payment
- 10.3 Compensation
- 10.4 Terms of Committee Chairs
- 10.5 Notices

ARTICLE 11: AMENDMENTS

- 11.1 Notice, Approval and Effectiveness
- 11.2 Transitional Provisions

**BYLAWS OF THE  
SECTION OF INTERNATIONAL LAW**

**ARTICLE 1: NAME AND PURPOSE**

1.1 NAME.

This Section shall be known as the Section of International Law (the “Section”).

1.2 PURPOSE.

The purposes of the Section shall be the purposes of the American Bar Association (the Association) as stated in its Constitution within the particular areas of international law and practice. To that end, the purposes of the Section shall be (i) provide services to members that enable them to enhance their professional skills and relationships, exchange information and develop solutions to international legal problems, (ii) act as the forum through which global experts participate in programs and publications about international legal issues, and (iii) advocate public policy issues affecting international law, global corporations and institutions, and global acceptance of the rule of law.

**ARTICLE 2: MEMBERSHIP**

2.1 MEMBERS.

- (a) The membership of the Section shall consist of those members whose dues have been paid, as provided for in this Article. 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.
- (b) Any member of the Law Student Division of the Association in good standing shall be enrolled as a Law Student Division member of the Section upon request to the Secretary of the Association and the payment of the annual Section dues applicable to members of the Law Student Division.
- (c) Any individual in good standing as a Non-U.S. Lawyer Associate of the Association, upon request and payment of the dues as provided for Non-U.S. Lawyer Associates of the Section, shall be enrolled as a Non-U.S. Lawyer Associate of the Section. The privileges of Non-U.S. Lawyer Associates shall be prescribed by the Bylaws of the Association and by guidelines adopted by the Association’s Board of Governors.
- (d) Any individual in good standing as an Associate of the Association, upon request and payment of the dues as provided for Associates of the Section, shall be enrolled as an Associate of the Section. The privileges of Associates shall be prescribed by the Bylaws of the Association and by guidelines adopted by the Association’s Board of Governors.

2.2 DUES.

A member of the Section shall pay dues in the manner and in the amount set forth below:

- (a) After payment of the dues upon initial enrollment, dues shall be paid in advance each year in accordance with the Association’s dues policy.

- (b) Each category of membership shall pay to the Association annual dues in an amount to be determined by the Administration Committee, but subject to Council review in accordance with Section 7.1 (c) hereof.

2.3 TERMINATION OF MEMBERSHIP.

Any member of the Section whose annual dues are more than six (6) months past due shall cease to be a member of the Section. Any person who ceases to be a member of the Association shall also cease to be a member of the Section.

**ARTICLE 3: SECTION MEMBERSHIP MEETINGS**

3.1 ANNUAL BUSINESS MEETING.

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. The Chair of the Section shall give the membership at least thirty (30) days' notice of the date and time, place and tentative agenda (the "Section Business Meeting") in the manner provided herein.

3.2 SPECIAL BUSINESS MEETINGS.

The Section may hold other business meetings of its membership during the year as called by its Chair and approved by the Administration Committee. The Chair of the Section shall give the membership at least twenty (20) days' notice of the time, place and agenda for a special business meeting in the manner provided herein.

3.3 QUORUM.

The members of the Section present at a duly-constituted meeting of the membership shall constitute a quorum for the transaction of business. Binding action shall be by a majority vote of the members present.

3.4 AGENDA.

The agenda of the Section Business Meeting shall consist of the election of officers and members of the Administration Committee as detailed in Article 7 and such other matters as the Chair of the Section or the Administration Committee deems appropriate. The Agenda of a special business meeting of the Section membership shall consist of those matters which the Chair of the Section or the Administration Committee deems appropriate and of which notice has been given.

3.5 PARLIAMENTARY AUTHORITY.

The Chair of the Section shall preside at all business meetings of the membership of the Section. He/she shall select the parliamentary authority to govern business meetings of the Section membership in parliamentary situations not covered by these Bylaws.

## **ARTICLE 4: OFFICERS**

### **4.1 OFFICERS.**

The Officers of the Section (the “Officers”) shall be a Chair, a Chair-Elect, a Vice-Chair, an Immediate Past Chair, a Policy/Government Affairs Officer, a Secretary/Liaison Officer, a Financial Officer, a Technology Officer, a Publications Officer, a Membership Officer, a Rule of Law Officer, a Programs Officer and two At Large Members to be nominated by the Section Nominating Committee and elected by the membership at the Section Business Meeting. With regard to the two At Large Members, preference shall be given by the Section Nominating Committee to the following, in order of preference: (i) present Section delegates to the ABA House of Delegates, (ii) former Section delegates to the ABA House of Delegates, and (iii) past Section Chairs.

### **4.2 CHAIR.**

The Chair shall preside at all meetings of the Section membership, Executive Committee, Administration Committee and the Council. He/she shall appoint the chairs of all committees of the Section who are to hold office during his/her term as Chair. He/she shall plan and supervise the activities of the Section during his/her term, subject to the directions and approval of the Administration Committee and Council as appropriate. He/she 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. He/she shall perform such other duties and acts as usually pertain to his/her office or as may be designated by the Administration Committee or the Council.

### **4.3 CHAIR-ELECT.**

The Chair-Elect shall aid the Chair in the performance of his/her responsibilities in such manner and to such extent as the Chair may request. He/she shall preside at meetings of the Section membership, Executive Committee, Administration Committee and the Council in the absence of the Chair. He/she shall also be responsible for advance planning for the events and activities to occur during his/her year as Chair. He/she shall perform such other duties and have such powers as usually pertain to his/her 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 perform the duties of the Chair for the remainder of the Chair’s term or the duration of the disability, as applicable.

### **4.4 VICE CHAIR.**

The primary responsibility of the Vice Chair shall be the supervision of the committees of the Section in coordination with and with the assistance of the Council Committee Liaisons. The Vice Chair also shall be responsible for advance planning for the events and activities to occur during his/her year as Chair. The Vice Chair shall aid the Chair in the performance of his/her responsibilities in such manner and to such extent as the Chair, the Administration Committee or the Council may direct.

### **4.5 SECRETARY/LIAISON OFFICER.**

The Secretary/Liaison Officer shall be the liaison between the Section and the other parts of the Association and other organizations and shall take appropriate steps to assure that Section

activities are widely publicized to other parts of the Association, and shall communicate to Section members activities of interest by other parts of the Association. He/she also 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. He/she shall ensure that a true record is kept of the proceedings of all meetings of the membership of the Section, the Administration Committee, and of the Council.

#### 4.6 POLICY/GOVERNMENT AFFAIRS OFFICER.

The Policy/Government Affairs Officer shall work with the Chair to ensure the identification and discussion of substantive issues to be considered by the Council. He/she shall assist the Chair in preparing the agenda for Council meetings and making advance arrangements to ensure that substantive issues are addressed at Council meetings by Council members with appropriate expertise. He/she shall oversee the preparation of Section Reports and Recommendations to ensure the appropriateness of topics addressed and proper presentation for Council consideration. He/she also shall be responsible for coordinating the implementation of the Section's policy initiatives, including the presentation to appropriate executive, legislative, administrative or judicial bodies policy positions of the Section and/or those of the Association that are sponsored, co-sponsored, or supported by the Section.

#### 4.7 FINANCIAL OFFICER.

The Financial Officer shall assure that the Section keeps an accurate record of all income, expenditures and reserves of the Section. He/she shall monitor all accounts, reports, and other documents prepared relating to Section funds, revenues, and expenditures and shall seek to make certain that all such accounts, reports, and other documents are accurate and complete. He/she shall advise the other Officers, the Administration Committee and the Council, as appropriate, as to the effect of any proposed action by the Officers, Council or Section which, in his/her judgment, would have a significant impact on the financial condition of the Section. He/she shall have primary responsibility for securing sponsorship and other extraordinary revenues for the Section. He/she 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 Association Annual Meeting, or such other time as may be expressly fixed by the Administration Committee. He/she 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.

#### 4.8 TECHNOLOGY OFFICER.

The Technology Officer shall be responsible for all facets of developing and implementing technology. He/She shall focus on the use of technology in the areas of communication, programming, publications, membership, and any other appropriate areas of Section activity. He/she shall be responsible for helping to ensure that the Section's Web sites and Web pages include current and attractive content and that the Section's Web boards and list serves are utilized effectively and appropriately. He/She shall advise the other Officers and the Administration Committee as to the strategic implications of the impact of technology on Section activities and membership.

#### 4.9 .RULE OF LAW OFFICER

The Rule of Law Officer shall be responsible for the development, implementation and administration of the Section's Goal VIII projects. He/she shall coordinate the activity of all Goal VIII project directors. He/she also shall be responsible for international legal exchange (ILEX) projects and programs. He/she shall work closely with the Section's International Projects Associate for outside-funded projects.

#### 4.10 PROGRAMS OFFICER.

The Programs Officer shall be responsible for preparing and maintaining a coordinated plan for all continuing legal education and other programmatic activities undertaken by the Section. Such programming shall include, but not be limited to seasonal meetings of the Section as well as stand-alone programs, significant committee programs, teleconference and videoconference programs and such other types of programmatic activities as shall be produced by or on behalf of the Section. The Programs Officer shall be responsible, in cooperation with the Chair and the Administration Committee, for all material elements of such programs including but not limited to the curricula, pricing, oversight of volunteer chairs and coordination with Section staff. The Programs Officer shall also coordinate with the Publications Officer to prepare a combined CLE and Publications calendar to be submitted to the Section Chair at the start of each Association year, and updated as necessary during the year.

#### 4.11 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. He/she also shall have primary responsibility for advancing the Section's diversity goals through Goal IX initiatives and for assessing the results of such initiatives. He/she shall prepare a report on the Section's membership for presentation to the Administration Committee at the time of each meeting of the Administration Committee, or such other time as may be expressly fixed by the Administration Committee. He/she shall prepare such other recommendations and special reports on membership issues as may be requested by the Chair of the Section or the Administration Committee or the Council.

#### 4.12 PUBLICATIONS OFFICER.

The Publications Officer shall be responsible for the direction and coordination of all of the Section's publications, including regular coordination with all editors of Section publications. He/she shall have the primary responsibility for preparing and maintaining a coordinated plan for all Section publications, overseeing the budgetary aspects of such publications, supervising all volunteers engaged in the production of publications and coordinating with the Chair, Section staff and the Administration Committee. He/she shall prepare a report on the Section's publications for presentation to the Administration Committee at the time of each meeting of the Administration Committee, or such other time as may be expressly fixed by the Administration Committee. He/she shall prepare such other recommendations and special reports on publications as may be requested by the Chair of the Section or the Administration Committee or the Council.

#### 4.13 IMMEDIATE PAST CHAIR.

The Immediate Past Chair shall chair the Section Nominating Committee. He/she 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 applicable, is nominated and reported to the Section membership in a timely manner in accordance with these Bylaws.

#### 4.14 SECTION DELEGATES.

One or more Section Delegates shall represent the Section in the House of Delegates. The number of Section 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 Council, shall serve on the Nominating Committee of the House of Delegates.

#### 4.15 TERMS.

- (a) The term of the Chair, the Chair-Elect and the Vice Chair (the “Executive Officers”) is one (1) Association year, beginning with the adjournment of the Association Annual Meeting during which he/she is elected or otherwise takes his/her position as set forth herein.
- (b) The term for the Immediate Past Chair shall be for a period of one (1) Association year immediately following his/her retirement as Section Chair.
- (c) The term of the Policy/Government Affairs Officer, the Secretary/Liaison Officer, the Financial Officer, the Technology Officer, the Rule of Law Officer, the Programs Officer, the Publications Officer and the Membership Officer (collectively referred to herein as the “Operations Officers”) is one (1) Association year, beginning with the adjournment of the Association Annual Meeting during which he/she is elected. In the sole discretion of the Section Nominating Committee, an Operations Officer may be reappointed for a second one-year term and in extraordinary circumstances, for additional one-year terms.
- (d) The Chair-Elect becomes the Chair upon the adjournment of the next Association Annual Meeting and is not again eligible for either office.
- (e) The Vice Chair becomes the Chair-Elect upon the adjournment of the next Association Annual Meeting and is not again eligible for either office.
- (f) The Chair becomes the Immediate Past Chair upon the adjournment of the next Association Annual Meeting and is not again eligible for either office.
- (g) Section Delegates shall be elected to serve for staggered three-year terms, beginning with the adjournment of the Association Annual Meeting during which they are elected. In extraordinary circumstances and in the sole discretion of the Section Nominating Committee, a Section Delegate may be nominated for election for an additional three-year term.
- (h) The term of an At-Large Administration Committee Member is one (1) Association year, beginning with the adjournment of the Association Annual Meeting during which he/she is elected or otherwise takes his/her position as set forth herein.

4.16 VACANCIES.

If any Officer or any other member of the Administration Committee, other than the Immediate Past Chair, shall fail to attend two (2) successive meetings of the Administration Committee, his/her office or position shall be automatically vacated unless he/she 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 members of the Administration Committee and in the positions of other persons who have been selected for their positions by the Administration Committee to select. Members of the Administration Committee and such other persons so elected shall serve until the next Section Business Meeting.

**ARTICLE 5: ADMINISTRATION COMMITTEE**

5.1 POWERS AND FUNCTIONS.

- (a) The Administration Committee shall be vested with the powers and duties necessary for the administration of the activities of the Section. The Administration Committee shall function as the governing body of the Section with regard to the Section's finances, operations and administration, subject to review by the Council, if desired by the requisite number of Council members pursuant to Section 7.1(c) hereof. 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 the strategic plan.
- (b) Subject to review by the Council, if desired by the requisite number of Council members pursuant to Article 7.1(c) hereof, the Administration Committee shall adopt annually a budget. In addition, at each Administration Committee meeting the Financial Officer shall present to the Administration Committee a summary status report on the Section's approved budget. Expenditures of any money in excess of \$5,000 per expenditure not authorized in such budget shall require express Administration Committee approval. All other decisions relating to Section finances and budget shall be the responsibility of the Executive Committee, except that
  - (1) The Section Chair, Chair-Elect, Vice Chair, or Financial Officer may, in his or her discretion, bring any significant budget issue to the Administration Committee and
  - (2) The Finance Committee may bring before the Administration Committee any budgetary or financial issue for action by the Administration Committee.
- (c) Subject to review by the Council, if desired by the requisite number of Council members pursuant to Article 7.1(c) hereof, the Administration Committee is authorized to establish and organize into appropriate organizational structures such divisions, committees, task forces and/or other organizational units (collectively referred to herein as "committees") as it deems necessary to carry out the purposes of the Section. No action of a Section committee for or on behalf of the Section shall be effective until approved by the Administration Committee of the Section, or by the Council or membership of the Section, as appropriate. The authority to establish committees and organize them into appropriate organizational structures may be delegated by the Administration Committee to the Chair of the Section.

- (d) The Administration Committee may direct a referendum by mail 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 Administration Committee.

## 5.2 COMPOSITION.

The Administration Committee shall be composed of fourteen (14) voting and one (1) *ex officio* (non-voting) members.

- (a) The voting members of the Administration Committee, who shall be nominated by the Nominating Committee and elected by the membership, shall consist of the following:

- Vice Chair
- Financial Officer
- Secretary/Liaison Officer
- Policy/Government Affairs Officer
- Programs Officer
- Publications Officer
- Membership Officer
- Rule of Law Officer
- Technology Officer
- Two At Large members

- (b) The non-voting, *ex officio* member of the Administration Committee shall be the ABA Board of Governors Liaison, selected by the ABA Board of Governors.

- (c) The voting members of the Administration Committee who have automatically succeeded to their positions as set forth in Sections 4.15(d), (e) and (f) above, shall automatically continue to be voting members of the Administration Committee during their terms of office. The Nominating Committee shall report their succession to the Chair in the manner set forth in Section 8.1 of these Bylaws.

## 5.3 TERMS.

- (a) The term of an Officer's Administration Committee membership is for his/her term of office, as detailed in Section 4.15 hereof.

## 5.4 MEETINGS.

- (a) The Administration Committee shall hold at least six (6) regular meetings each year, including at the time and place of the Association Annual Meeting and all Section seasonal meetings. Upon his/her own initiative or upon request of three (3) members of the Administration Committee and/or Officers, the Chair shall call special meetings 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. All meetings of the Administration Committee, except when in executive session, shall be open to all members of the Section.
- (b) There shall be neither absentee nor proxy voting.

- (c) If a meeting of the Administration Committee is not feasible , the Executive Committee shall decide upon any items upon which the Administration Committee would otherwise have been authorized to act. If a meeting of the Administration Committee is not feasible, the Chair of the Section, upon his/her own initiative or upon the written request of three (3) members of the Administration Committee, may also submit in writing to the members of the Administration Committee one or more items upon which the Administration Committee may be authorized to act. If an item is submitted to the Administration Committee in writing by the Chair, the members of the Administration Committee may vote upon an item either by written ballot or by any form of telecommunication, confirmed in writing, to the External Relations Officer/Secretary who shall record the proposition and votes on the matter. The affirmative vote of a majority of all the voting members of the Administration Committee is necessary to carry any proposition submitted to the Administration Committee in writing without a meeting.
- (d) One-third of all the voting members of the Administration Committee shall constitute a quorum at all meetings of the Administration Committee. No binding action may be taken in the absence of a quorum. If a quorum is present, all binding actions of the Administration Committee shall be by a majority vote of the voting members present.
- (e) Meetings of the Administration Committee may be held by telephone conference in lieu of in person, at the discretion of the Chair. Any member of the Administration may, with the permission of the Chair, attend an in-person meeting by telephone when in-person attendance would, in the opinion of the Chair or the Administration Committee, constitute a hardship to such member. Any member attending an in-person meeting by telephone conference shall be counted as present for the purpose of determining if a quorum is present.

## **ARTICLE 6: STANDING AND SPECIAL COMMITTEES**

### **6.1 EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall consist of the Chair, Chair-Elect, Vice Chair, Secretary/Liaison Officer and Financial Officer. 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.
- (b) The Executive Committee also is empowered to act on blanket authority requests and requests for 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 or request for amicus curiae brief in the first instance. A copy of any such Blanket Authority Request together with the result of the Executive Committee vote shall be sent to all Council members. If the Executive Committee action on the blanket authority request is unanimous, then the vote shall be deemed accepted by the Council unless a request for a Council vote is received from three (3) Council members, 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.

- (c) Between regular meetings of the Administration Committee, the Executive Committee shall be authorized to approve expenditures involving Section funds provided no individual budgetary decision may involve an expenditure in excess of \$5,000. All budgetary decisions made by the Executive Committee shall be reported to the Administration Committee at its next meeting.

## 6.2 FINANCE COMMITTEE.

The Finance Committee shall be chaired and presided over by the Financial Officer and shall consist of such other members as the Chair shall appoint. The Chair and Chair Elect shall be *ex officio* members of the Finance Committee. The purposes of the Finance Committee are: (i) to recommend to the Administration Committee or, between meetings of the Administration Committee, to the Executive Committee, investment decisions for the funds of the Section, (ii) to review on a periodic basis and in any event no less than quarterly, the budgeted and actual revenues and expenses of the Section, (iii) to exercise oversight regarding the propriety and amount of expenditures and sources of revenue of the Section, (iv) to coordinate with the appropriate Officers and Section staff members in the fulfillment of the Finance Committee's duties, and (v) to make recommendations to the Administration Committee or, if relevant, the Council, in order for the Section to comply with its financial obligations.

## 6.3 OTHER STANDING COMMITTEES.

There shall be such other standing and special committees as shall be authorized by the Administration Committee from time to time.

## 6.4 MEETINGS OF STANDING OR SPECIAL COMMITTEES.

All standing and special committees shall meet from time to time and may convene specially in person or by telephone and may vote on matters in person, by telephone, or by written communication; provided, however, that unless otherwise determined by the Chair, any regularly scheduled meeting of a standing or special committee 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.

# **ARTICLE 7: COUNCIL**

## 7.1 POWERS AND FUNCTIONS.

- (a) 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 Reports and Recommendations to be referred to the House of Delegates for approval ("Reports and Recommendations"), and approval of Section co-sponsorship of Reports and Recommendations initiated by other Sections. The Council may approve by mail ballot Reports and Recommendations that are initiated by the Section between regular meetings of the Council, provided that a majority of voting Council members return an affirmative vote.
- (b) The Council may direct a referendum by mail 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.

- (c) All decisions made by the Administration Committee that are subject to Council review as set forth herein will be placed on a consent calendar for the Council and will be deemed approved by the Council absent a Motion for Review. Upon the motion of three Council members 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.

## 7.2 COMPOSITION.

The Council shall be composed of the following individuals, who shall be nominated by the Nominating Committee and elected by the membership:

- (a) The voting members of the Council (up to forty-five members) consist of the following:
- All voting members of the Administration Committee, including both Delegates to the House of Delegates, regardless of whether they choose to be members of the Administration Committee (up to 16 members);
  - The three former Section Chairs who served immediately prior to the Immediate Past Chair (3 members)
  - The Editor-in-Chief of *The International Lawyer*. In the event that there is more than one editor, the Section Chair shall designate the editor who will serve as a Council Member and the other editor(s) will serve as alternate(s). Such alternate(s) shall be entitled to sit in on Council meetings and vote in the absence of the designated Council member (1 member);
  - The Editor-in-Chief of the *International Law News* (1 member)
  - At-Large Council members (12 members);
  - Division Chairs whose responsibility shall be to coordinate the work of such Section committees as may be designated by the Chair and to report to and work with the Vice Chair on Section committee matters.(12 members)
- (b) One additional voting member of the Council, who shall be appointed by the Chair-Elect to serve during his/her Association year as Chair, shall be the Non-U.S. Lawyer Representative.
- (c) Two additional voting members of the Council, who shall be representatives of and appointed by their respective organizations with the acceptance of the Chair-Elect and who shall serve during his/her Association year as Chair shall be:
- A representative of the Young Lawyers Division (1 member);
  - A representative of the Law Student Division (1 member).
- (d) Six (6) non-voting, honorary members of the Council who, except for the liaison from the Association’s Board of Governors, are appointed by the Chair-Elect to serve during his/her Association year as Chair, and consist of the following:
- The liaison from the Association’s Board of Governors;
  - A liaison from a Non-Governmental Organization;
  - A government liaison from a government department or agency concerned with trade, finance, or other international business transactions;

- A government liaison from a government department or agency concerned with public international law issues;
- A government liaison from a government department or agency concerned with private international law issues; and
- A government liaison from the staff or membership of the United States Congress.

### 7.3 TERMS.

- (a) The term of Council membership for a member of the Administration Committee is his/her term of office, as detailed in Section 4.15 hereof.
- (b) Each Section Chair shall, after serving as the Immediate Past Chair, serve on the Council for an additional period of three (3) consecutive Association years;
- (c) The terms of the Editor-in-Chief of *The International Lawyer* and the Editor-in-Chief of the *International Law News*, shall be two (2) Association years beginning with the adjournment of the Association Annual Meeting during which he/she is elected.
- (d) The terms of the representatives of the Young Lawyers Division and the Law Student Division as well as the Foreign Lawyer Representative is one (1) Association year beginning with the adjournment of the Association Annual Meeting during which he/she is appointed by his/her Division.
- (e) The term of an At-Large Council member is three (3) Association years beginning with the adjournment of the Association Annual meeting during which he/she is elected. The terms of the At-Large Council members shall be staggered so that no more than three are elected in any given year.
- (f) The term of a Committee Liaison is three (3) Association years beginning with the adjournment of the Association Annual Meeting during which he/she is elected.
- (g) No Committee Liaison or At-Large Council member may serve more than two (2) successive terms in that capacity.
- (h) All former Section Chairs shall be honorary members of the Council for life.

### 7.4 VACANCIES.

If any member of the Council shall fail to attend two (2) successive meetings of the Council, his/her seat on the Council shall be automatically vacated unless he is excused for good cause by action of the Council. Between Section Business Meetings, the Council 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 to appoint other representatives.

### 7.5 MEETINGS.

- (a) The Council shall hold at least one regular meeting each year at the time and place of the Association Annual Meeting. Upon his/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 Association Annual 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. All meetings of the Council, except when in executive session, shall be open to all members of the Section.

- (b) 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.
- (c) If a meeting of the Council is not deemed feasible by the Chair, the Chair of the Section, upon his/her own initiative or upon the written request of any member of the Council, shall submit in writing to the members of the Council any items upon which the Council is otherwise authorized to act. The members of the Council may vote upon the proposition either by written ballot or by any form of telecommunication, confirmed in writing, to the External Affairs Officer/Secretary of the Section who shall record the proposition and votes on the matter. A vote of two-thirds of all the voting members of the Council is necessary to carry any proposition submitted to the Council in writing without a meeting.
- (d) One-third of all the voting members of the Council shall constitute a quorum at all meetings of the Council. No binding action may be taken in the absence of a quorum. If a quorum is present, all binding action of the Council shall be by a majority vote of the voting members present.

#### **ARTICLE 8: NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS**

##### **8.1 NOMINATION OF VOTING MEMBERS OF ADMINISTRATION COMMITTEE AND COUNCIL.**

At any time, not later than December 1, the Chair shall appoint a Nominating Committee which shall be comprised of: the Chair, the Immediate Past Chair of the Section (who shall act as chair), the Chair-Elect, the Vice Chair, the Penultimate Past Chair of the Section, and two other members of the Section. The Chair shall notify the members of the Section of the names and addresses of the members of the Nominating Committee. If a vacancy should occur in the membership of the Nominating Committee, the Chair may appoint a member to fill that vacancy. The Nominating Committee shall nominate at least one candidate for each 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. The Chair-Elect shall automatically assume the office of Chair at the end of the Association Annual Meeting. The Vice Chair shall automatically assume the office of Chair-Elect at the end of the Association Annual Meeting. The Nominating Committee shall determine that the nominee agrees to be nominated. 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 its 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 PETITION.

One or more additional nominations may be made for any office, including At-Large Council members, by petition signed by not less than fifty (50) members of the Section, 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 occurred. 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 not less than ninety (90) days prior to the Opening Assembly of the Association Annual Meeting.

## 8.3 PUBLICATION OF NAMES OF 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 elected offices, Council seats and other positions 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 shall be held at the Section Business Meeting during the Association Annual 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.

## 8.5 SELECTION OF NON-VOTING MEMBERS OF THE COUNCIL.

- (a) The Association's Board of Governors shall appoint a liaison from that Board to the Section.
- (b) The Section member-at-large to the Association's Board of Governors shall be selected by the Administration Committee.
- (c) The Section representative to the Association's Nominating Committee shall be selected by the Administration Committee.
- (d) The five government liaisons and the Non-U.S. Lawyer Representative, as listed in 7.2(b) and (d), shall be appointed by the Chair-Elect to serve during his/her Association year as Chair.

## **ARTICLE 9: REPRESENTATION OF ASSOCIATION POSITION**

Except for blanket authority requests and 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 the action of the American Bar Association. Except for blanket authority requests and 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 his/her designee (who may be the Chief Financial 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 TERMS OF COMMITTEE CHAIRS.

No committee chair shall serve in the same capacity for more than three (3) successive years unless, in the judgment of the Section Chair, special circumstances make such extended service desirable for the Section.

### 10.5 NOTICES.

Whenever notice is required to be provided to any person in accordance with these Bylaws, it shall be deemed to have been properly given if sent to the last known physical address of such person in writing. 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 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 10.5 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**

### 11.1 NOTICE, APPROVAL AND EFFECTIVENESS

These Bylaws may be amended at any duly-constituted business meeting of the Section membership by a majority vote of the members of the Section present and voting, providing 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 the business meeting. Amendments shall become effective upon approval by the Association's Board of Governors.