

Article 10 BYLAWS OF THE INTERNATIONAL LAW SECTION

'1. Name

This organization shall be known as the "International Law Section of the State Bar of California," hereinafter referred to as the section.

(Source: Board of Governors' Resolution, August 1987.)

'2. Purposes and Duties

The purposes of the section shall be (a) to further the knowledge of the members of the section in matters pertaining to public and private international law, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the State Bar in international law and transactions, (c) to act upon all matters germane to its purposes as so described or referred to it by the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends], and (d) to make recommendations to the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends].

(Source: Board of Governors' Resolutions, August 1987 and November 1989.)

'3. Membership

The term of membership in the section shall be for a period of one (1) year commencing on January 1 and ending on December 31. Upon request and upon payment of the prescribed fee, if any, for such yearly period, a member of the State Bar or judge of a court of record shall be enrolled as a member of the section. Such fees shall be prescribed by the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] and shall be paid into the treasury of the State Bar to be used for the purposes of defraying costs and expenses for the section. Associate member status in the section in the following categories may be permitted by the executive committee upon payment of the fees prescribed by the Board of Governors:

- a. Law students;
- b. U.S. individual associates;
- c. U.S. firms and associations;
- d. Non-U.S. individual associates; and

- e. Non-U.S. firms and associations.

For all purposes herein, the term "member of the section" or its plural derivation shall include associate members of the section.

(Source: Board of Governors' Resolutions, August 1987, June 1988, November 1989.)

' 4. Executive Committee

- a. Duties: The section shall be governed by an executive committee. The executive committee shall assist the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] in matters relating to the section and all other matters referred to the executive committee by the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends]. The executive committee shall supervise and direct the affairs and policies of the section, subject to and in accordance with the bylaws, policies of the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends], the *Rules and Regulations of the State Bar* and the State Bar Act.
- b. Members: The executive committee shall consist of a minimum of fifteen (15) members and a maximum of seventeen (17) members appointed by the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends]. The Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] may, in its discretion, appoint to the executive committee persons nominated by the section. Nominations for such appointments may be made by the executive committee acting as a nominating committee but may also be made by a petition signed by at least fifteen (15) members of the section. Nominations for appointment to the executive committee must be submitted to the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] on or before the deadline date set by the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends]. Each member of the executive committee shall take an oath of office and shall receive no compensation for services.
- c. Term of Office: Five (5) members of the executive committee shall be appointed each year for terms of three (3) years each; except that a member's term of office may be extended to serve as ~~[Delete begins]chairperson or as vice-chairperson or chairperson-elect[Delete ends]~~[Insert begins]an officer[Insert ends] in a fourth year, or as ~~[Delete begins]chairperson[Delete ends]~~[Insert begins]Chair, Vice Chair or Chair-elect[Insert ends] in a fifth [Insert begins]year, or as Chair in a sixth[Insert ends] year. Any vacancy in membership occurring prior to the normal expiration of the term shall be filled by the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] for the unexpired term. The chairperson or the executive committee acting as a whole may remove any

executive committee member who shall fail to attend three (3) or more Executive committee meetings and the executive committee shall recommend to the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] replacements for any such removed member.

- i. The term of office of each member of the executive committee shall commence on the last day of the Annual Meeting of the State Bar.
- d. Meetings and Action Without a Meeting: Meetings of the executive committee may be called by the chairperson or by a majority of the members of the executive committee. Written notice of such meetings shall be mailed to the members of the executive committee at least five (5) days prior to such meeting or shall be given by telephone~~[Delete begins] or[Delete ends]~~[Insert begins],[Insert ends] electronic mail[Insert begins], or telecopier[Insert ends] at least two (2) days prior to such meeting. At meetings of the executive committee, the majority of its members shall constitute a quorum for the transaction of any business of the committee.
 - i. The executive committee may act without a meeting by a poll of its members. In such event, no less than eight (8) members must agree on any action taken. A poll of the members of the executive committee may be conducted by the chairperson by telephone, electronic mail[Insert begins], telecopier[Insert ends] or ~~[Delete begins]regular [Delete ends]~~mail.
 - ii. Notwithstanding the provisions of [Insert begins]this Section[Insert ends], amendments of these bylaws shall be governed solely by the provisions of Section 7, below.
- e. Officers: On or before the date specified by the Board of ~~[Delete begins]Governorsthe[Delete ends]~~[Insert begins]Trustees the[Insert ends] executive committee shall recommend to the Board of Governors a chairperson, one or more vice-chairpersons, secretary and treasurer. The chairperson shall be selected from among the committee members who shall at the time of assuming office have served at ~~[Delete begins]lest[Delete ends]~~[Insert begins]least[Insert ends] one year as a member of the committee. ~~[Delete begins]A first year member may serve as vice-chairperson, secretary or treasurer.[Delete ends]~~
 - i. The newly appointed chairperson, vice-chairperson and secretary shall assume the duties of the respective offices on the last day of the Annual Meeting of the State Bar following their appointment, and shall continue in office until their successors are appointed and assume office. In the event of a vacancy among the officers, the executive committee may recommend to the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends] a successor to fill the unexpired term.

- ii. The chairperson shall preside at all the meetings of the section and the executive committee shall administer the affairs of the section and committee subject to and in accordance with the State Bar Act, the *Rules and Regulations of the State Bar*, the policies of the Board of ~~[Delete begins]Governors[Delete ends]~~[Insert begins]Trustees[Insert ends], and these bylaws.
 - iii. The sole or ranking vice-chairperson shall perform all the duties of the chairperson during the latter's absence or inability to act, and when so acting shall have all the powers of the chairperson and be subject to all the restrictions upon the chairperson.
 - iv. The secretary shall keep minutes of meetings of the section and executive committee~~[Delete begins] and make suitable arrangements for annual meetings[Delete ends]~~.
 - v. The treasurer shall advise the chairperson and executive committee on the finances of the section.
- f. Advisors and Liaisons: Advisors and liaisons may be appointed from time to time to serve at the pleasure of the executive committee.

(Source: Board of Governors' Resolutions, August 1987, November 1989, July 2003; *Rules and Regulations of the State Bar*, art. XIII, '4E.)

'5. Committees

- a. Standing Committees: ~~[Delete begins]There shall be the following four standing committees: International Legal Exchanges and Continuing Education; Public International Law; Foreign and Comparative Law; and International Business Law. Each [Delete ends]~~committee may appoint subcommittees. The executive committee shall have the power to create ~~[Delete begins]other [Delete ends]~~standing committees from time to time and such ~~[Delete begins]other [Delete ends]~~standing committees shall serve at the pleasure of the executive committee.[Insert begins] Each standing [Insert ends]committee may appoint subcommittees.
- b. Officers: Each standing committee shall have a chairperson and vice-chairperson, and such other officers as may be required who shall be selected by, and serve at the pleasure of, the executive committee. Such officers shall have such powers and duties as the executive committee may from time to time determine.

- c. Ad Hoc Committee: The chairperson of the executive committee shall have the power, without the need for executive committee approval, to appoint such ad hoc committees as are necessary for the purpose of furthering the objectives of the section.
- d. Members of the Committees: The members of the standing and ad hoc committees shall be selected from members of the section. The executive committee may, on recommendation of [Insert begins]the chairperson of the executive committee or any chairperson of[Insert ends] any standing or ad hoc committee, remove and[Insert begins]/or[Insert ends] replace any committee member [Delete begins]who shall fail to attend three (3) consecutive committee meetings[Delete ends][Insert begins]if deemed to be in the best interests of the section[Insert ends].

(Source: Board of Governors' Resolution, August 1987.)

' 6. Section Meetings

- a. Meetings and Notices: There shall be a section meeting at the time and place of the Annual Meeting of the State Bar. The section may also hold such other meetings as may be called by the executive committee upon notice given to the members of the section at least twenty (20) days prior to the meeting. Notice of meetings shall be given by mail[Insert begins], electronic mail[Insert ends] or in an official publication of the State Bar.
- b. Quorum: The members of the section present at any meeting shall constitute a quorum for the transaction of business.
- c. Rules of Order: All meetings of the section shall be conducted in accordance with *Robert's Rules of Order, Revised*.

(Source: Board of Governors' Resolution, August 1987.)

' 7. Amendments to Bylaws

These bylaws may be amended by the executive committee by two-thirds (2/3) vote of its entire membership at a meeting duly called for the purpose of considering such amendment[Insert begins],[Insert ends] provided that no amendment shall take effect until approved by the Board of [Delete begins]Governors[Delete ends][Insert begins]Trustees[Insert ends]. The bylaws and any amendments thereto shall be filed with the Secretary of the State Bar at its San Francisco office.

(Source: Board of Governors' Resolution, August 1987.)