

**STATE BAR OF ARIZONA
INTERNATIONAL LAW SECTION BYLAWS**

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as the “International Law Section,” and shall be hereinafter designated simply as the “Section.”

1.2 PURPOSE. The general purpose of the Section shall be to promote the objectives of the State Bar of Arizona (“State Bar” or “SBA”) within the particular field of private and public international law. To that end, the purposes of this Section shall be: to further the development of the fields of private and public international law; to study the impact of the laws of foreign countries and the United States of America and its states on the fields of private and public international law; to promote throughout the State of Arizona the legal education of members of the State Bar and the public on new developments and challenges within the fields of private and public international law by sponsoring meetings, institutes, and conferences, and by preparing, sponsoring, and publishing legal writings.

1.3 LIMITATIONS. These bylaws have been adopted subject to the Rules of the Supreme Court and Bylaws of the State Bar.

ARTICLE II: MEMBERSHIP

2.1 ENROLLMENT. Any member in good standing of the State Bar shall, upon request to the Executive Director of the State Bar, be enrolled as a member of the Section by the payment of annual Section dues. An associate membership shall be made available to non-Arizona lawyers, upon approval of the application of such person by the Council, upon the payment of annual Section Dues. A student membership shall be made available to any student enrolled in an ABA-approved law school within the State of Arizona upon application by such a student to the Council and payment of such reduced amount of annual Section Dues as may be determined by the Council.

2.2 MEMBERSHIP. Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

2.3 SECTION AFFILIATES: It is the policy of the State Bar of Arizona that non-SBA members be eligible to join State Bar Sections as Section Affiliates upon application to the State Bar and payment of the dues. Such individuals will be entitled to the same section benefits as SBA members except that such non-SBA members may not vote, hold elected office, or be counted in determining the presence of a quorum. Section Affiliates shall not advertise or hold themselves out as members of the State Bar of Arizona, nor shall they use or knowingly permit the use of their non-voting status in any directory or law list for the purpose of soliciting or obtaining business or financial advantage. In any advertisements or professional listings, non-SBA members must describe their association with the State Bar (if they reference it at all) as Affiliates of a particular section, and must include the phrase “not licensed to practice law in Arizona.” Section Affiliates who advertise themselves as members of the State Bar of Arizona will be immediately removed from their section.

2.4 DUES. Dues for membership in the Section shall be in an amount set by the Section, payable upon enrollment and thereafter annually in advance each year, at the beginning of the State Bar's fiscal year succeeding such enrollment. Dues for student members of the Section shall be in a reduced amount, with the amount of such reduction determined by the Section.

2.5 DELINQUENCY. Any member of the Section whose annual dues are more than two months past due shall thereupon cease to be a member of this Section.

ARTICLE III: COMMITTEES

3.1 STANDING COMMITTEES. The Council shall have the power to designate the standing committees of the Section. Each standing committee shall have not less than two members. The chair of each standing committee shall be selected by the Chair of the Section. In addition, the Chair of the Section shall have the power, without the need for Council approval, to appoint such interim committees as are necessary to further the objectives of the Section.

3.2 MEMBERS. The members of the standing committees and interim committees shall be selected by the Chair of the Section from among the members of the Section.

3.3 TERM. The terms of the chairperson of each standing committee and interim committee shall run no longer than concurrently with the terms of the officers of the Section.

3.4 RESPONSIBILITY. Responsibility for directing and completing the activities of each standing committee and interim committee shall rest with the chairperson of the standing committee or interim committee.

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

4.1 ANNUAL MEETING. The Section shall hold an annual meeting of members in conjunction with the annual meeting of the State Bar. The Section may hold other meetings of members throughout the year.

4.2 QUORUM. The voting members of the Section present at any meeting shall constitute a quorum for the transaction of business.

4.3 CONTROLLING VOTE. Action of the Section shall be by majority vote of the voting members present.

4.4 VOTING ELIGIBILITY. Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for thirty days prior to the time of voting shall be eligible to vote; provided, however, that no associate member or student member shall be eligible to vote.

4.5 AGENDA. Among the matters of business to be transacted at the annual meeting of the membership shall be the election of officers and Council members. The agenda shall consist of other matters as decided by the Chair or Council.

4.6 MAIL VOTING. The Chair or the Council may direct that a matter be submitted to the members of the Section for vote by electronic mail. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with rules fixed by the Council.

ARTICLE V: OFFICERS

5.1 OFFICERS. The officers of the Section shall be the Chair, the Chair-Elect, the Secretary, and the Budget Officer. All officers shall be elected at the annual meeting of the Section to serve one-year terms.

5.2 CHAIR. The Chair, or the Chair-Elect in the absence of the Chair, shall preside at all meetings of the Section and of the Council. He or she shall appoint the chairperson and members of all standing committees and interim committees of the Section who are to hold office during the Chair's term of office. He or she shall plan and superintend the program of the Section during his or her term, subject to the directions and approval of the Council. The Chair shall superintend the performance of all activities of the Section. He or she shall keep the Council duly informed and carry out its decisions. The Chair shall perform such other duties and acts as usually pertain to his or her office or as may be designated by the Council.

5.3 CHAIR-ELECT. Chair-Elect shall aid the Chair in the performance of his or her responsibilities in the manner and to the extent the Chair may request. Upon the death, resignation or during the disability of the Chair, or upon his or her refusal to serve, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term except in the case of the Chair's disability and then only during so much of the term as the disability continues. The Chair-Elect shall preside at any meeting at which the Chair is not present.

5.4 SECRETARY. The Secretary shall consult with and assist all the officers of the Section as to the work of the Section generally in the manner and to the extent they may request. The Secretary shall be the liaison between the Section and State Bar staff regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the State Bar. He or she shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. He or she, in conjunction with the Chair as authorized by the Council shall attend generally to the business of the Section.

5.5 BUDGET OFFICER. The Budget Officer shall keep an accurate record of all monies appropriated to the Section by the Board of Governors and expended by the State Bar for the purposes of the Section. He or she shall monitor all accounts, reports, and other documents prepared as to Section funds, revenues, and expenditures, and seek to make certain that all such accounts, reports, and other documents are, at all times, accurate and correct. The Budget Officer shall report on the Section's present and projected financial condition at each meeting of the Council. He or she shall advise the officers and Council on the financial impact of any proposed action by the officers, Council, or Section which, in his or her judgment, would have a significant impact on the financial condition of the Section. At least once each year, he or she shall prepare a projected budget for the Council for approval or modification at the time of the annual meeting, or such other time as may be expressly fixed by the Council. The Budget Officer shall submit to the Section, at the annual meeting, a report on the Section's financial affairs and financial condition. He or 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.

ARTICLE VI: THE COUNCIL

6.1 POWERS. The Council shall be vested with the powers and duties necessary for the administration of the affairs of the Section. The policy of the Council shall be consistent with the policies set by the Board of Governors. It shall specially authorize all commitments which entail the payment of money, and shall authorize the expenditure of all monies appropriated by the State Bar or the use or benefit of the Section. It shall not, however, authorize commitments which entail the payment of more money than is available to the Section during any fiscal year. No action of any committee of the Section shall be effective until approved by the Council of the Section.

6.2 COMPOSITION. The Council shall be composed of the following persons:

- (i) the officers;
- (ii) the last retiring Chair;
- (iii) At least two, but no more than eight members-at-large, each of whom shall be a voting member of the Section, and at least one of whom shall have his or her principal office located outside of Maricopa County, Arizona.

6.3 TERM. The term of office of each Council member-at-large shall be for three years. The at-large membership shall be staggered, with one-third elected each year. The Editor, if any, of the Section's newsletter or other periodic publications shall be a voting member of the Council, without restriction as to term of office.

6.4 CONTROLLING VOTE. Action of the Council shall be by majority vote of those Council members present. A quorum consisting of a majority one-third of the Council members, two of whom shall be officers, shall be required to conduct its business.

6.5 MEETINGS. The Council shall hold at least one regular meeting each year at the time and place of the annual meeting of the State Bar to dispatch any necessary business. The Chair may, and upon request of any two members of the Council shall, call special meetings of the Council between annual meetings. Meetings of the Council may be held ~~by telephone~~ in accordance with Section 6.6⁷ below.

6.6 NOTICE. Notice of the time and place or manner of all meetings shall be given to all members of the Section. The presence of any person entitled to notice of the meeting shall be deemed to waive notice as to the attending person. An announcement by the State Bar of the time, date, and location of any meeting shall be deemed notice to all members of the Section.

6.7 POLL OF COUNCIL. In urgent matters requiring immediate attention, the Chair may, and upon request of any two members of the Council shall, submit an electronic writing to each of the members of the Council a proposition upon which the Council may be authorized to act, and the members of the Council may vote upon the proposition either by email ballot, online community or by telephone vote, later confirmed in writing. Polling shall be communicated to the Secretary, who shall record the proposition and votes in the matter.

6.8 COUNCIL AUTHORITY. Between meetings of the Section, the Council shall have full power to do and perform all acts and functions which the Section itself might perform. Any such action taken by the Council shall be reported to the Section at its next meeting.

6.9 NO COMPENSATION. No salary or compensation for services shall be paid to or by any officer, member of the Council, or member of any committee, except as may be specifically authorized by the Board of Governors.

6.10 REFERENDUM. The Council may direct that a matter be submitted to the members of the Section for vote by mail. In such event, binding action of the Section shall be a majority of the votes received in accordance with rules fixed by the Council and as conducted and certified by the Secretary.

ARTICLE VII: ELECTIONS

7.1 TIME. At each annual meeting of the Section, pursuant to the voting procedures outlined in Section 7.4, the membership shall elect:

- (i) a Chair-Elect to serve a term of one year;
- (ii) a Secretary to serve a term of one year;
- (iii) a Budget Officer to serve a term of one year; and
- (iv) members-at-large, as provided under Sections 6.2(iii) and 6.3.

7.2 NOMINATING COMMITTEE. There shall be a Nominating Committee chosen by the Chair of the Section from active members in good standing of the Section. The Nominating Committee shall nominate one or more members of the Section for each of the offices of Chair-Elect, Secretary, and Budget Officer. The written report of the Nominating Committee stating the names of persons so nominated shall be forwarded to the Chair of the Section at least 30 days prior to the regular annual election and the members of the Section shall be notified of such nominations at least 15 days prior to the annual meeting.

7.3 ADDITIONAL NOMINATIONS. Additional nominations for any office for which the Chair has received one or no nomination pursuant to Section 7.2 above may be made at the annual meeting.

7.4 VOTES TO ELECT. A plurality of votes cast shall elect the officers. In case two or more candidates for one office shall receive an equal number of votes, the election between or among them shall be determined by lot.

7.5 VACANCY. Any vacancy on the Council shall be filled by a vote of the then remaining members of the Council.

7.6 TERM OF OFFICE. The term of office shall begin with the adjournment of the annual meeting following the election, and shall end following the annual meeting at which a successor has been duly elected. If, at the close of any term of office, a successor has not been elected, then the term shall be extended until a successor shall have been elected.

ARTICLE VIII: SUCCESSION OF OFFICERS AND VACANCIES

8. CHAIR-ELECT. The Chair-Elect shall automatically assume the office of the Chair for a term of one year at the end of the term of his or her predecessor as Chair.

8.2 OFFICERS AND COUNCIL. Between annual meetings of the Section, the Council may fill vacancies in its own membership or in the offices of Chair, Chair-Elect, Secretary, or Budget Officer. Members of the Council and officers so elected shall serve until the next annual meeting of the Section, at which time the membership of the Section shall elect officers or council members to fill any unexpired terms existing at the time.

8.3 ABSENTEEISM. If any officer or member of the Council shall fail to attend three successive meetings of the Council, his or her office shall be automatically vacated, unless such officer or member is excused upon good cause accepted by the members of the Council.

8.4 RETIRING CHAIR. At the end of his or her term of office, the retiring Chair shall become a member of the Council for a term of one year.

8.5 SUCCESSION. No Council member-at-large may serve more than two successive terms as a member-at-large; however, he or she may serve additional terms on the Council as an officer. No officer elected to a position may serve more than three successive terms in any one office. A person appointed to fill a vacancy in an office, however, may be elected to that office for a one year term. Between annual meetings of the Section, and if both the positions of Chair and Chair-Elect are vacant, the Budget Officer shall succeed to the position of Chair until a new Chair is elected.

ARTICLE IX: REPRESENTATION OF STATE BAR'S POSITION

Any action by this Section must be approved by the Board of Governors of the State Bar before action can be effective as the action of the State Bar. Any resolution adopted or action taken by the Section shall be reported by the Chair or his representative to the Board of Governors for action by the State Bar.

ARTICLE X: FISCAL YEAR

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

ARTICLE X: AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the Section by a majority vote of the voting members of the Section present and voting, providing such proposed amendment shall first have been approved by a majority of the Council. These Bylaws and any amendments thereto shall become effective upon approval by the Board of Governors

Approved by Board of Governors

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