

**BY-LAWS OF THE AMERICAN BRANCH  
OF THE INTERNATIONAL LAW ASSOCIATION**

(as adopted June 7, 1974, and subsequently amended)

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*I. NAME*

The name of the Association is “The American Branch of the International Law Association.”

*II. PRINCIPAL OFFICE*

The principal office of the Association shall be located in the City, County, and State of New York.

*III. OBJECTS*

The objects of the Association are to cooperate with the International Law Association (founded in 1873) in the study and discussion of International Law, Public and Private, and in the support of measures for its advancement.

*IV. MEMBERS*

*Section 1.* The members of the Association shall consist of:

- (a) all members of the International Law Association who reside within the United States and who have made application to be enrolled in the American Branch;
- (b) all persons, institutions, firms, associations and corporations admitted upon application, by vote of the Association or its Executive Committee, provided that they are otherwise eligible to membership in the International Law Association.

*Section 2.* Members of the Association become thereby also members of the International Law Association without further payment of dues and are entitled to receive all of the current publications and reports.

*Section 3.* The following classes of membership are established at the annual dues indicated:

Regular Individual . . . . .	60.00
Sustaining Individual . . . . .	100.00
Institutional (Firm, Corporate or Non-Profit Organization) . . . . .	80.00

Each special, individual or sustaining member shall have one vote at each meeting of the Association. Each non-profit organization or firm shall also have one vote, to be cast by its designee. All members of all classes shall have the same rights and privileges, except as otherwise provided in the Constitution or these By-Laws.

*V. MEETINGS OF MEMBERS*

*Section 1. Annual Meeting.* The annual general meeting of the Association shall take place at such time and place as may be fixed by the Executive Committee. At least twenty days’ notice thereof shall be sent to each member of the Association by mail to the last known address of such member. Each annual general meeting shall be open for the transaction of any business within the powers of the Association without special notice of such business, except in such cases where such notice is required by law, by the Constitution of the Association, or by these By-Laws.

*Section 2. Special Meetings.* Special meetings of the members of the Association may be called at any time by the Executive Committee or by the President, or by any five members, and may be held at such time and place as may be specified in their notices or waivers of notice thereof.

*Section 3. Notice of Meetings.* Notice of each meeting of members of the Association shall be in writing; shall state the place, date and hour of the meeting; and unless it is an annual general meeting, shall state that it is being issued by or at the direction of the person or persons calling the meeting, and state the purpose or purposes for which the meeting is called. A copy of such notice shall be given, personally or by mail, not less than twenty nor more than fifty days before the date of the meeting to each member. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the address of the member as it appears in the records of the Association, or, if a written request has been filed with the Secretary of the Association that notices to such member be mailed to some other address, then directed to such member at such other address. Notice of the time, place, or purpose of any meeting need not be given to any member who signs a waiver of notice of such meeting, either before or after the meeting, and the attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such member. Notice need not be given of any adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

*Section 4. Voting and Quorum.* Each member shall be entitled to one vote on each matter submitted to a vote of members. Each member shall be entitled to vote in person or by proxy, but no proxy shall be voted on after six months from its date unless the proxy provides for a longer period. The presence at each meeting of ten members of the Association at the time of such meeting shall be necessary to constitute a quorum for the transaction of business thereat. At all meetings at which a quorum is present all matters shall, except as otherwise provided by law or by the Constitution or By-Laws of the Association, be determined by the affirmative vote of the majority of the members present. In the absence of a quorum, the members present may adjourn the meeting from time to time until a quorum shall be present.

*Section 5. Annual Reports.* At each annual general meeting of the Association, the Executive Committee shall present a report, verified by the President and the Treasurer or by a majority of the Executive Committee, or certified by a Certified Public Accountant or by a firm of such accountants selected by the Executive Committee, showing in detail the following:

- (1) the assets and liabilities, including the trust funds, of the Association as of the end of the last twelve month fiscal period terminating prior to such meeting;
- (2) the principal changes in assets and liabilities, including trust funds, during the period from the end of the last twelve month fiscal period to a recent date prior to the date of the report;
- (3) the revenues or receipts of the Association, both unrestricted and restricted to particular purposes, and the expenses or disbursements of the Association, for both general and restricted purposes, for the last twelve month fiscal period terminating prior to such meeting and for the subsequent period ending on a recent date prior to the date of the report; and
- (4) the number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report.

There shall also be presented at the annual general meeting such reports of officers and committees as may be requested by the Executive Committee or as may be submitted at the meeting by such officers or by representatives of such committees.

## VI. EXECUTIVE COMMITTEE

*Section 1. General Powers.* The property, affairs, business and powers of the Association shall be managed, controlled and exercised by the Executive Committee.

*Section 2. Members of the Executive Committee.* The membership of the Executive Committee shall consist of the retiring President of the Association, who shall serve for two years as Chairman of the Executive Committee for the duration of the term(s) of the retiring President's successor; of the officers for the time being of the Association (except an Honorary President or Honorary Vice Presidents); and of not less than ten or more than twenty additional members elected at the annual general meeting following the biennial Conference of the International Law Association.

*Section 3. Election of Members of the Executive Committee.* At the annual general meeting of the Association following each biennial Conference of the International Law Association, the members of the Executive Committee to be elected shall be chosen by a plurality of the votes cast at the election. Any member of the Executive Committee who shall have failed to attend any meeting of the Executive Committee since the last annual general meeting shall not be eligible for re-election unless such member shall have delivered to the Executive Committee a written explanation for such nonattendance.

*Section 4. Resignations.* Any member of the Executive Committee may resign at any time by giving written notice of such resignation to the Executive Committee, the Chairman of the Executive Committee, the President or the Secretary of the Association. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Executive Committee or by the officer to whom it has been submitted.

*Section 5. Removal.* Any member of the Executive Committee may be removed from office at any time, either for or without cause, by the affirmative vote of a majority of the members of the Association present in person or represented by proxy at an annual general meeting or at a special meeting called for the purpose, and the vacancy created by any such removal may be filled by the members present in person or represented at such meeting.

*Section 6. Vacancies.* If any vacancy shall occur in the Executive Committee by reason of death, resignation, removal, increase in the authorized number of members of the Executive Committee or other cause, the remaining members of the Executive Committee shall continue to act until the next annual general meeting and such vacancy may be filled by the affirmative vote of a majority of the remaining members of the Executive Committee, although less than a quorum.

*Section 7. Meetings of the Executive Committee.* Meetings of the Executive Committee may be called at any time by the Chairman of the Executive Committee, the President, the President-Elect, any Vice President or any five members of the Executive Committee and may be held at such time and place (which may be within or outside the State of New York) as may be specified in the respective notices or waivers of notice thereof.

*Section 8. Notice of Meetings.* Notice of each meeting of the Executive Committee shall be mailed to each member of such Committee addressed to him at his residence or his place of business at least ten days before the day on which the meeting is to be held or shall be sent to him at such place by telegram, radio or cable or telephone or delivered to him personally not later than five days before the day on which the meeting is to be held. Notice of any meeting need not be given to any member who submits a signed waiver of notice thereof whether before or after the meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him. No notice need be given of any adjourned meeting.

*Section 9. Quorum.* Except as otherwise expressly required by law or these By-Laws, the presence at any meeting of seven members of the Executive Committee shall be necessary and sufficient to constitute a quorum for transaction of business. In the absence of a quorum, a majority of the members

present may adjourn such meeting from time to time until a quorum shall be present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally called.

*Section 10. Voting.* At all meetings of the Executive Committee, a quorum being present, all matters shall, except as otherwise provided by law or these By-Laws, be decided by a vote of a majority of the members present. In the absence of a meeting of the Executive Committee, any matter may, except as otherwise provided by law or these By-Laws, be decided by a written instrument signed by a majority of the members of the Executive Committee, but no such decision shall be effective if any member of the Executive Committee who has not signed such instrument shall in writing, and within ten days of receipt of notice of such instrument, notify the President or the Honorary Secretary of his objection thereto.

## VII. OFFICERS

*Section 1. General Powers and Duties.* The officers of the Association shall have such powers and duties, except as modified by the Executive Committee, as pertain to their respective offices, as well as such powers and duties as may from time to time be provided in these By-Laws or determined by the Executive Committee.

*Section 2. Number and Qualifications.* The officers of the Association shall be a President, a President-Elect, not less than or more than five Vice Presidents, an Honorary Treasurer, and an Honorary Secretary. The officers of the Association shall be members of the Executive Committee. One person may hold any two of such offices except the offices of President, President-Elect, and Honorary Secretary. The Executive Committee may also elect an Honorary President and such number of Honorary Vice Presidents as it may decide, to serve until the next election of officers. Should there be no Chairman of the Executive Committee, or, if there be one, in his absence, the President, and in his absence or disability, the President-Elect shall act as Chairman of the Executive Committee. If no President-Elect has been chosen, the Vice President who shall have served as Vice President for the longest time shall serve in this capacity.

*Section 3. Election and Term of Office.* Each officer shall be elected at the annual general meeting of the Association following the biennial Conference of the International Law Association, except as provided otherwise in the Constitution for the President-Elect. Each officer shall hold office until the next annual general meeting following the biennial Conference of the International Law Association and until his successor shall have been elected and shall qualify or until his death, resignation or removal.

*Section 4. Chairman of the Executive Committee.* The Chairman of the Executive Committee shall preside at any meetings of the members and of the Executive Committee. He shall be a member of the Executive Committee. He shall have such other powers and perform such other duties as may be assigned to him from time to time by the Executive Committee.

*Section 5. The President.* The President shall be the chief executive officer of the Association. If there shall not be a Chairman of the Executive Committee, or in his absence, the President shall preside at all meetings of the members of the Association and of the Executive Committee. He shall be a member of the Executive Committee and an *ex officio* member of all other Committees. He may sign and countersign, in the name of the Association, contracts, certificates, agreements and other instruments duly authorized by the Executive Committee, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee to some other officer or agent. He shall have such other powers and perform such other duties as may be incidental to his office or as may be assigned to him from time to time by the Executive Committee.

*Section 6. The President-Elect.* At the request of the President, or in his absence or disability, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such powers

and perform such duties as may be assigned to him or her from time to time by the Executive Committee or the President. If no President-Elect has been chosen, the Vice President who shall have served as Vice President for the longest time shall serve in this capacity.

*Section 7. The Vice Presidents.* The Vice Presidents shall have such powers and perform such duties as may be assigned to them from time to time by the Executive Committee or the President.

*Section 8. The Honorary Secretary.* The Honorary Secretary shall keep the minutes of all meetings of members of the Association and of the Executive Committee. He shall keep all records required by law, the Constitution or these By-Laws, or which may be requested by the Executive Committee. He shall sign with the President, the President-Elect, or any Vice President, all instruments requiring the signature or attestation of the Secretary. He shall prepare for publication every two years the Proceedings of the Association, which shall include reports of Committees. He shall have such other powers and perform such other duties as may be incidental to the office of Secretary or as may be assigned to him from time to time by the President or the Executive Committee.

*Section 9. The Honorary Treasurer.* The Honorary Treasurer shall collect or cause to be collected, deposit or cause to be deposited, all funds of the Association. He shall keep or cause to be kept the accounts of the Association, and shall pay or cause to be paid, all bills, upon certification of their correctness by the President where the amount thereof exceeds \$1,000. He shall have such other powers and perform such other duties as may be incidental to the office of Treasurer or as may be assigned to him from time to time by the President or the Executive Committee.

*Section 10. Officers and Agents.* The Executive Committee may from time to time appoint such other officers or agents as it may deem advisable. Each of such other officers shall have such title, hold office for such period, have such authority and perform such duties as the Executive Committee may from time to time determine. The Executive Committee may delegate to any officer or agent the power to appoint agents and to prescribe their respective titles, authorities and duties.

*Section 11. Resignations.* Any officer may at any time resign by giving written notice of such resignation to the Executive Committee, the President or the Secretary of the Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Executive Committee or by the officer to whom such written notice is given.

*Section 12. Removal.* Any officer or agent may at any time be removed, with or without cause, by the Executive Committee.

*Section 13. Vacancies.* A vacancy in any office because of death, resignation, disqualification, removal or other cause may be filled for the unexpired portion of the term in the same manner as is provided in this Article VII for election or appointment to such office.

#### VIII. WORKING COMMITTEES

The work of the Association in studying International Law, Public and Private, is carried out by Committees from time to time established by the President or the Executive Committee. Such Committees shall coordinate their activities with those of corresponding Committees of the International Law Association, where such corresponding Committees exist. In the absence of a corresponding Committee of the International Law Association, a Committee shall pursue such activities as may be suggested to it from time to time by the President or the Executive Committee. Each Committee established under this Article shall continue for such period or periods as may be designated by the President or the Executive Committee.

*IX. CONTRACTS, BORROWING OF MONEY  
AND DEPOSIT OF FUNDS*

*Section 1. Contracts.* Contracts may not be entered into on behalf of the Association unless and except as authorized by the Executive Committee. Any such authorization may be general or confined to specific instances.

*Section 2. Loans.* Loans or advances shall not be contracted on behalf of the Association, and notes or other evidences of indebtedness shall not be issued in its name, unless and except as authorized by the Executive Committee. Any such authorization may be general or confined to specific instances and may include authorization to pledge, as security for the repayment of any and all loans or advances authorized as aforesaid, any and all securities and other personal property at any time held by the Association.

*Section 3. Deposit of Funds.* All funds of the Association not otherwise employed shall be deposited from time to time in such banks or trust companies or with such bankers or other depositories as the Executive Committee may designate or as may be designated by any officer or agent authorized to do so by the Executive Committee.

*Section 4. Checks, Drafts, etc.* All checks, drafts, notes, acceptances, endorsements and evidences of indebtedness of the Association shall be signed by such officer or officers or by such agent or agents of the Association, and in such manner, as the Executive Committee may from time to time determine. Endorsements for deposit to the credit of the Association in any of its duly designated depositories shall be made in such manner as the Executive Committee may from time to time determine.

*X. SURETY BONDS*

In case the Executive Committee shall so determine, a director, officer, agent or employee of the Association who is authorized to sign checks, or to cash checks drawn to the order of the Association, or to handle or disburse funds of the Association, shall be required to give bond to the Association, with sufficient surety and in an amount satisfactory to the Executive Committee, for the faithful performance of his or her duties, including responsibility for negligence and for the accounting for all property, funds or securities of the Association which may come into his hands.

*XI. FISCAL YEAR*

The fiscal year of the Association shall begin on October 1 and shall end on the next succeeding September 30.

*XII. BOOKS AND RECORDS, INSPECTION*

The Association shall keep, at the office, complete books and records of accounts and minutes of proceedings of its members and of the Executive Committee and shall keep at such office a list or record containing the names and addresses of all members. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being concerted into written form within a reasonable time.

The Executive Committee shall have the power to determine from time to time, subject to the laws of the State of New York, whether and to what extent and at what times and places and under what conditions and regulations the books and records of account, minutes, membership list or record, and other records and documents of the Association, or any of them, shall be open to inspection; and no member of the Executive Committee, creditor or other person shall have any right to inspect, copy or make extracts from the same, except as conferred by the laws of the State of New York or these By-Laws,

unless and until authorized so to do by Resolution of the Executive Committee.

*XIII. AMENDMENTS TO BY-LAWS*

All By-Laws of the Association shall be subject to amendment, alteration or repeal, and new By-Laws may be made, by the Executive Committee: Provided that no such amendment, alteration, repeal, or new By-Law shall be inconsistent with the Constitution of the Association.