

**ADMINISTRATIVE BYLAWS
of the
INTERNATIONAL SECTION
of the
CALIFORNIA LAWYERS ASSOCIATION**

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “International Law Section of the California Lawyers Association” (the “Section”). The Section is an administrative unit of volunteers and a component part of the California Lawyers Association, a California nonprofit mutual benefit corporation (the “Association”), and is not a separate legal entity. These Administrative Bylaws are promulgated under Article VII, Section 4, of the Association’s corporate Bylaws (the “Association Bylaws”). In the event of any inconsistency between these Administrative Bylaws and the Association Bylaws, the Association Bylaws shall govern.

II. Purposes and Duties

The purposes of the Section shall be (a) to advance the knowledge of the members of the Section in matters pertaining to international law, cross-border transactions, rule of law in domestic and global contexts, and international treaties and conventions ranging in all fields and subjects, including human rights; (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section and the public in the areas of law in subparagraph (a) of this Section II and related and incidental treaties, conventions, laws, and regulations; (c) to develop professionalism among and advancement for members of the Section, including mentoring and networking programming; (d) to enter into and sign Friendship Agreements with Foreign Bars under criteria and guidelines established by the Section that foster and facilitate cooperation on cross-border legal, cultural and economic matters between and among the Foreign Bars, and encourage and implement the exchange of ideas, legal approaches and legal systems between and among Foreign Bars; (e) to act upon all matters germane to its purposes as so described in the Association’s Bylaws or referred to it by the Association’s Board of Representatives (the “Association Board”), and (f) to make recommendations to the Association Board.

III. Membership

Any individual who is: (1) an active member in good standing of a state bar in the United States; (2) a former member of a state bar in the United States, who was in good standing when last a member of that bar; (3) a judge of a federal or state court in the United States; (4) inactive members of the California State Bar; and (5) judicial officers are eligible to become a regular member of the Section. Any member in good standing of a Foreign Bar, a law student or any individual who works in or with the legal industry, but is not a lawyer, is eligible to become an affiliate member of the Section. Affiliate members may not be members of the Executive Committee of the Section, and they may not vote, nominate candidates, or participate in elections

for the Section of the Association, although they may participate in committees formed by the Executive Committee, subject to the provisions of Section V, Paragraph 8.

An eligible individual's term of membership in the Section shall be for one (1) calendar year commencing on February 1 each year or on the date set by the Association, but no individual shall lose her or his membership status for failure to pay dues until Ninety Days thereafter, or such date as may be established by the Association. The Association Board may extend the grace period as needed, and/or modify the date at which the term shall commence. An eligible individual shall be enrolled as a member of the Section upon request and upon payment of the prescribed fee, if any, for such term. Such fees shall be prescribed by the Association Board and shall be collected by the State Bar or the entity designated by the Association for transfer to the Association, or collected directly by the Association, to be used for the purposes of defraying costs and expenses for the Section.

Members of the Section shall have the following rights, as set forth in these Administrative Bylaws, to do as follows:

- (a) nominate candidates for election to the Section Executive Committee, in addition to self-nominations as prescribed under these Bylaws;
- (b) participate meaningfully in selecting the Section nominee to represent the Section on the Association Board, for election by the Association Board;
- (c) reject the Section's proposed Nominee (once nominated by the Section, the "Nominee");
- (d) recall the Section's Representative (once elected by the Association Board, the "Representative"); and
- (e) nominate candidates for election to the office of President and Vice President of the Association.

IV. Membership Role in Section Governance

1. Rights. Membership in the Section shall not confer upon any individual the status of a "member" of the Association within the meaning of Section 5056 of the California Nonprofit Corporation Law.

2. Nominations by Section Membership

(a) For Executive Committee. On the occasion of the regular election of Executive Committee members:

Any Section member may nominate herself or himself for election to the Executive Committee by delivering a nomination application to staff designated by the CLA on or before the closing date for nominations, as set in the CLA's Appointments' Policy.

The closing date for nominations shall be set by the Executive Director in conformity with the Appointments Policy and timely announced to the members. This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process.

(b) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President, one hundred Section members may together nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to the Secretary of the Section or the Secretary's designee on or before the Section's closing date for such nominations. On timely receipt of such a petition, the Nominator (defined in Section V.6(c) below) shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and shall provide a list of candidates so nominated to the Chair or Secretary of the Association on or before the date set by the Association Board for receipt of such nominations. The Executive Committee, by majority vote, can also nominate individuals for the Association President or Vice President position. The Section's closing date for such nominations shall be set by the Executive Director in conformity with the Appointments Policy and timely announced to the members. This subsection shall not apply to selection of Association President or Vice President to fill a vacancy outside the regular election process.

(a) Recommendations for Nominee as Section Representative. One hundred Section members together may recommend candidates to become the Nominee, by a petition signed by such members, and delivered to the Secretary of the Section or the Secretary's designee on or before the closing date for such nominations. On timely receipt of such a petition, the Nominator shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve. Any current Executive Committee member or Advisor may also recommend candidates to the Nominator. The closing date for all nominations is eight weeks before the Election Meeting. The Nominee must be either a current member of the Executive Committee or an Advisor. The Nominator shall review the list of all persons so recommended before selecting, in the Nominator's sole discretion, one listed individual as the Section's proposed Nominee. The Nominator shall cause the name of the proposed Nominee to be distributed to the members of the Section no less than six weeks before the Election Meeting.

(b) Rejection of Section's Proposed Nominee. Members representing thirty percent of the voting membership of the Section may reject the Section's proposed Nominee by a petition signed by such members within two weeks after the announcement of the Section's proposed Nominee, and delivered to the Secretary of the Section on or before the business day following the end of the two-week period. On timely receipt of the petition, the Secretary of the Section or the Secretary's designee shall confirm the validity of the petition and the signatures thereon, and shall promptly remove the proposed Nominee's name from consideration as the Section's Nominee, whereupon the Nominator shall name (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) a different proposed Nominee. The Nominator shall promptly cause the name of the alternate proposed Nominee to be distributed to the members of the Section. The provisions of this subsection (b) shall apply to each alternate proposed Nominee.

4. Recall of Section's Representative.

(a) Petition to Initiate Recall. Members representing ten percent of the voting membership of the Section may initiate a recall vote of the Section's Representative by a petition signed by such members within any three-month period during the Representative's term of

office, and delivered to the Secretary of the Section within one week after the end of such three-month period. On timely receipt of such petition, the Secretary of the Section or the Secretary's designee shall confirm the validity of the petition and the signatures thereon, and shall then promptly call a recall vote, to be held within one month of receiving the petition.

(b) Recall Vote by Written Ballot. The recall vote shall be held by written ballot distributed by electronic mail to the e-mail address of record for each member of the Section. The ballot shall clearly set forth that the purpose of the ballot is to allow the members to vote on the recall of the Section's Representative, and shall identify the Representative by name. The ballot shall provide an opportunity to indicate approval or disapproval of the recall, and shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted. The required return date shall not be less than two weeks from the date the ballots are distributed. If the recall succeeds, the Nominator shall inform the Chair of the Association Board and request that the Association Board remove the Section's Representative.

(c) Recall Vote Quorum and Voting Requirement. The recall vote shall be successful only if the number of valid ballots returned within the time period specified equals or exceeds twenty-five percent of the total voting power of the Section, and a majority of the ballots so returned are in favor of recall.

(d) Limit on Recall Votes. The Section shall not hold more than one recall vote during any single term of a Representative.

(e) Removal of Section Representative

(i) No Confidence. The Chair or any five Executive Committee members may request an action item be placed upon the next Executive Committee agenda to hold a no confidence vote regarding the Section Representative. If at least two-thirds (2/3) of the Executive Committee members then in office vote that they have no confidence in the Section Representative, the Nominator shall immediately forward such recommendation to the Association Board for a removal vote of the Section Representative in accordance with Association Bylaws Article IV, Section 7(a).

(ii) For Withdrawal or Other Reasons. The Section Representative may resign or withdraw from the position for any reason, including medical, in accordance with the Association Bylaws, in which case the Chair (or Co-Chairs), in consultation with the Executive Committee shall nominate a replacement Section Representative to complete the unfilled term on behalf of the Section.

V. Executive Committee

1. Duties. The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Association Board in matters relating to the Section and all other matters referred to the Executive Committee by the Association Board. The Executive Committee shall supervise and direct the affairs and policies of the Section, in accordance with the Association's Bylaws and subject to the oversight of the Association Board. The Executive

Committee is not deemed to be an Advisory Committee of the Association unless specifically designated as such by the Association Board.

2. Composition and Election. The Executive Committee shall consist of a minimum of thirteen members and a maximum of fifteen members elected by the incumbent members of the Executive Committee. Nominations for such election may be made by the Executive Committee acting as a nominating committee. Nominations for appointment to the Executive Committee must be submitted to the Association Board under the procedures set forth in the Association's Appointment Policy. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Each member of the Executive Committee shall take an oath of office. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee, but may have their reasonable expenses incurred in performance of their duties, as set forth by relevant Executive Committee and Association policies.

3. Qualifications. An Executive Committee member must be (a) a current member of the Section in good standing, and (b) either (i) an active member of a state bar in good standing, or (ii) an inactive or former member of state bar, where such inactivity or non-membership is not due to a disciplinary issue. Affiliate members are not eligible for the Executive Committee.

4. Term of Office; Removal; Vacancies. A member of the Executive Committee will be appointed for an initial term of three years. Thereafter, the Chair may reappoint the member for renewable one-year terms, not to exceed two renewable terms. For the avoidance of doubt, no member of the Executive Committee may serve for more than five years, regardless of when the member may have commenced a term, with the exception of Immediate past Chair or Co-Chairs. Any vacancy in Executive Committee membership occurring before the normal expiration of the term for any reason may be filled for the unexpired portion of the term by the Chair, subject to the term limits. Executive Committee terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. A requirement for maintaining membership on the Executive Committee is attendance at Executive Committee meetings regularly scheduled, and such other meetings as may be called, from time to time, under these Bylaws. Unexcused absence from more than three (3) meetings in any single year of an annual term (Annual Meeting adjournment to next Annual Meeting) shall be grounds for immediate removal. Excused absence for more than five (5) meetings in any single year of an annual term (Annual Meeting adjournment to next Annual Meeting) shall be grounds for removal. The Chair may remove a member of the Executive Committee with or without cause upon a vote to remove of at least two-thirds of the voting members of the Executive Committee.

5. Meetings; Action without Meeting. Meetings of the Executive Committee shall occur not less than eight times per year, ordinarily on a monthly basis, by telephonic and/or in person meetings, called by the Chair or by a majority of the members of the Executive Committee. Written notice of such meetings shall be emailed to the members of the Executive Committee at least four business days before such meeting. At meetings of the Executive Committee, a simple majority of its members shall constitute a quorum for the transaction of any

business. The Executive Committee may act without a meeting by a poll of its members. In such event, no less than a majority of its members then in office must agree on any action taken; provided, however, that any member of the Executive Committee who opposes the action may request within seven calendar days that the matter be considered at an Executive Committee meeting. Upon such request, the action does not pass. A poll of the members of the Executive Committee must be conducted by email or other written means, with the evidence of the votes appended to the minutes of the next Executive Committee meeting. A member of the Executive Committee may waive notice of a meeting in a signed writing delivered to the Secretary of the Section, whether before or after the meeting. In addition, attendance at a meeting without protecting the lack of notice prior to or at the commencement of the meeting shall constitute waiver of notice of that meeting.

6. Officers.

(a) Election; Qualification, Removal. Each year, the Executive Committee, in consultation with the Chair, shall elect among nominees and self-nominated members who meet criteria from among the Executive Committee members, who will serve a single term in the following year as the following officers: Chair, Vice Chairs, not to exceed two, Treasurer, and Secretary. The Chair may also select from among Executive Committee members to fill other roles, as established by the Chair, to carry out the Section's business, as required by the Association or as appropriate in the Chair's discretion, including an Education Chair or Education Co-Chairs, a Foreign Relations Committee Chair or Co-Chairs and an Editor in Chief of the Journal of the Section. The Chair must have had at least three years of service on the Executive Committee at the time of assuming office. The Treasurer and Secretary must have completed at least one year of service on the Executive Committee. An Officer who is absent from more than three Executive Committee meetings may be removed by the Chair without cause. In the year immediately following the term of office, the Chair or Co-Chairs shall serve in a non-voting capacity on the Executive Committee in the office of Immediate Past Chair(s), subject to the same Association reimbursement policy as members of the Section Executive Committee for a term not to exceed one year (Annual Meeting adjournment to next Annual Meeting). The Immediate Past Chair(s) shall provide counsel and assistance to the incoming Chair, the Executive Committee and the Association, on a reasonable basis, as requested or as appropriate to circumstances that from time to time may arise.

(b) Term. Officer terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. In the event of a vacancy among the officers, the Chair may select a successor to fill the unexpired term. Any officer may be removed from office by a vote of a majority of the Executive Committee.

(c) Chair. The Chair shall preside at all the meetings of the Section and the Executive Committee, and shall supervise the other officers in the administration of the day-to-day activities of the Section, subject to the oversight of the Association Board and in accordance with the Association Bylaws. The Chair shall also hold the position of Nominator, designating one if there are Co-Chairs, under the Association Bylaws (the "Nominator"), unless the Chair or

Co-Chairs are unavailable to serve as the Nominator and then the Executive Committee shall appoint a Nominator until the Chair or Co-Chair becomes available or is replaced.

(d) Secretary. The Secretary shall keep minutes of meetings of the Section and Executive Committee. The Secretary shall also take on special projects as determined by the Chair, including maintenance of an Archive established by the Chair for the legacy of the Section.

(e) Treasurer. The Treasurer shall work with the Association's staff to review the finances of the Section and shall advise the Chair and Executive Committee on the finances of the Section. The Treasurer shall also take on special projects as requested by the Association or determined by the Chair.

7. Advisors. The Chair or Co-Chairs, in his or her or their sole discretion, may appoint nonvoting Advisors to the Executive Committee from among the members of the Section or members of the judiciary. An Advisor's term is one year, and is renewable each year for a maximum of three consecutive years. If an Advisor is elected to the Executive Committee or the Association as an Executive Committee Member or an Officer during the term of Advisor, subject to the limitation of terms under these Bylaws, his or her role as Advisor shall terminate, and the Chair may at his or her sole discretion replace the Advisor. Reimbursement for Advisors is subject to the discretion of the Chair. Any Advisor may be removed by the Chair or Co-Chairs for any reason.

8. Limitation on Terms. No former member of the Executive Committee may be elected or appointed to the Executive Committee as a voting member until there is a period of ten years from the last day of their initial term, whether the term ends by vacancy or in accordance with the annual meetings of the Association under its Bylaws.

9. Chairs Emeriti Council. An honorific Council of Emeriti Chairs shall be open to all Section Chairs from the founding of the Section under the State Bar of California and continuing so long as the Section exists. Council members may at their option serve on the Warren Christopher Award or other committees or subcommittees for Section awards or Section grants, and may vote therein on recommendations of nominees for awards or grants to the Executive Committee. Council members may be invited from time to time to attend Executive Committee meetings as the Chair may request. The Emeriti Council members shall have no voting rights, and, except for the Immediate Past Chair(s), other Council members are not members of the Executive Committee nor Advisors thereto pursuant to the Advisors provisions under these Bylaws, nor are they counted for purposes of any Section quorum, nor are they entitled to reimbursement for expenses. Council members shall be invited to certain Section events, regardless of whether or not they are Section members, and shall be acknowledged as appropriate at such events, including Executive Committee Dinners and Section award ceremonies, and in Section publications and journals, and on the website.

8. Committees.

(a) Standing Committees. The Executive Committee shall have the power to create standing committees as it deems appropriate. Such standing committees shall serve at the pleasure of the Executive Committee.

(b) Committee Leaders. The Chair shall appoint members of each standing committee. Each standing committee shall have a one or more Leaders, and serve at the pleasure of the Chair. Such Leaders shall have such powers and duties as the Executive Committee may from time to time determine, subject to these Administrative Bylaws and the Association Bylaws. The Leader shall provide a written report to the Chair three (3) business days before the regularly scheduled meetings of the Executive Committee summarizing the activities of the respective Committee in the month or time period prior to the Executive Committee Meeting, including any recommendations.

(c) Ad Hoc Committees. The Chair of the Executive Committee shall have the power, without the need for Executive Committee approval, to appoint such *ad hoc* committees as the Chair deems appropriate for the purpose of furthering the objectives of the Section and assisting the Chair or the Executive Committee.

(d) Selection of Committee Members. The members of the standing and ad hoc committees shall be selected from members of the Section by any method determined by the Chair, in consultation with the Executive Committee. The Executive Committee may, on recommendation of the Leader or any chair of any standing or *ad hoc* committee, remove and/or replace any committee member if deemed to be in the best interests of the Section. The Executive Committee may delegate this removal power to the Chair in its discretion.

(e) Rules of Committee Meetings. Subject to the authority of the Executive Committee, Section committees may determine their own meeting rules.

(f) Budget. Each year, the chair of each standing committee shall provide a recommended annual budget to the Treasurer of the Executive Committee by a date set by the Treasurer, for approval by the Executive Committee.

(g) Authority. The Committees may not take action on behalf of the Executive Committee, but may recommend action for approval by the Executive Committee.

9. Closed Session. The Executive Committee may meet in closed session for:

(a) The purpose of considering and making decisions regarding nominations for serving on the Executive Committee, as Section Representative, or as President or Vice President of the Association;

(b) The purpose of considering, discussing, and making decisions recalling the Section Representative; and

(c) The purpose of considering, discussing and selecting candidates for the Warren Christopher Award; and

(d) Such other purposes that the Chair or Co-Chairs deem appropriate, but closed sessions shall not substitute for regular meetings of the Executive Committee.

10. Executive Committee's Power is Broad. These bylaws are intended to provide maximum flexibility to the Executive Committee and, unless specifically provided otherwise, the Executive Committee shall have broad discretion to administer the Section, consistent with the purpose of the Section, in the manner the Executive Committee deems best.

VI. Government Affairs Policy

1. Affirmative Positions. Subject to a vote of at least three-quarters of the Executive Committee, and the approval of the Association's Governmental Affairs Committee or Amicus Committee where required, the Section may (i) take positions on legislation, regulations, or rules; (ii) propose legislation, regulations, or rules; (iii) work with the executive, legislative, and judicial branches of government, and other stakeholders, or (iv) file amicus briefs, if:

(a) The matter requires the special knowledge, training, experience, or technical expertise of the Section;

(b) The position advocated would promote clarity, consistency, or improvement in the law within the Section's area of practice, knowledge, training or expertise;

(c) The matter is substantially related to the practice of law, the legal profession or the administration of justice within the Section's area of practice, knowledge, training or expertise;

(d) The requested position is not in conflict with a current or prior position of another Section or the Association, unless justification is given for changing such position; and

(e) The requested position does not advocate for a particular constituency.

2. Opposing Positions. The Section may take a position opposing another Section's or the CLA's proffered positions on or proposal of legislation, regulations, or rules or amicus brief by a majority vote of the Executive Committee.

3. No Political Campaigns. The Section is prohibited from directly or indirectly participating in, contributing to, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office.

4. No Committee Positions. Only the Executive Committee may take a position under this Section VI. No Committee created under Section V.8 above shall have the power to take positions under this Section VI.

VII. Amendments to Administrative Bylaws

These Administrative Bylaws may be amended by the Executive Committee by the vote of two-thirds (2/3) of all its members then in office, at a meeting duly called for the purpose of considering such amendment, provided that no amendment shall take effect until approved by the Association Board. These Administrative Bylaws may not be amended to eliminate any of the membership rights listed in Article IV, Section 1. These Administrative Bylaws and all amendments hereto shall be filed with the Secretary of the Association.