

(Approved by ILS Ex Comm on June 18, 2022)

**AMENDED AND RESTATED
ADMINISTRATIVE BYLAWS
of the
INTERNATIONAL LAW AND IMMIGRATION SECTION
of the
CALIFORNIA LAWYERS ASSOCIATION**

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Pursuant to the provisions of Article VII, Section 4(a) of the California Lawyers Association’s Bylaws, the International Law and Immigration Section hereby adopts these Amended and Restated Bylaws, which restate, amend and supersede the bylaws of the Section, as previously amended and restated, in their entirety as described below:

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “International Law and Immigration 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 Section members in matters pertaining to international law, cross-border transactions, immigration law, rule of law in domestic and global contexts, and international treaties, conventions, and other agreements 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 Section members and the public in the areas of law listed above and related and incidental treaties, conventions, laws, and regulations; (c) to develop professionalism among and advancement for Section members, including mentoring, networking, educational and community programming; (d) pursuant to authority provided by the Association, to enter into and sign friendship agreements with other bar associations and external organizations (collectively, “External Organizations”) 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 External Organizations, and encourage and implement the exchange of ideas, legal approaches and legal systems between

and among External Organizations; (e) to act upon all matters germane to its purposes as so described in the Association 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

1. Regular Members. Any individual who is: (a) an active or inactive member in good standing of the State Bar of California; (b) a former member of the State Bar of California, who was in good standing when last a member of the State Bar of California; (c) a judge of a federal or state court in the United States; (d) judicial officers; (e) a full-time law professor based in California; or (f) a registered in-house counsel (as defined in the California Rules of Court) are eligible to become a regular member of the Section.

2. Affiliate Members. 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 Executive Committee members 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 Article V, Section 10.

3. Term. An eligible individual’s term of membership in the Section shall be for one (1) calendar year commencing 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 during the grace period set by the Association. An eligible individual shall be enrolled as a Section member 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 of California 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.

IV. Membership Role in Section Governance

1. Rights. Section membership 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. Subject to the terms of these Administrative Bylaws, Section members shall have the following rights:

(a) to nominate candidates to the Section’s Executive Committee (“Executive Committee”);

(b) to participate meaningfully in choosing the Section’s nominee to represent the Section on the Association Board, for election by the Association Board (once nominated by the Section, the “Nominee”, and once elected by the Association Board, the “Representative”);

(c) to reject the Section’s Nominee; and

(d) to recall the Section’s Representative.

2. Nominations by Section Membership.

(a) For Executive Committee. On the occasion of the regular election of Executive Committee members, any Regular Member may nominate oneself for election to the Executive Committee by delivering a nomination application to staff designated by the Association on or before the closing date for nominations, as determined by the Association Board. 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. The procedures governing the appointment of the Association President and Vice President shall be governed by the Association Bylaws and such other rules as may be determined by the Association.

(c) Recommendations for Nominee as Section’s Representative. Any Regular Member may recommend candidates including oneself to become the Nominee by providing written notice of such nominations to the Section’s Secretary at least thirty (30) days prior to the deadline determined by the Association, provided that such nominee meets the qualifications for membership on the Board pursuant to the Association Bylaws. The Nominee shall be selected by a majority vote of the Executive Committee. Following the selection, the Executive Committee Chair or the person then holding the position of Nominator under the Association Bylaws, shall announce to the Section Membership the identity of the Nominee. This subsection shall not apply to fill a vacancy outside the regular election process, which shall be conducted to conform with the Association Bylaws.

(d) Rejection of Section’s Proposed Nominee. At least five percent (5%) of the Regular Members may reject the Section’s proposed Nominee by a petition signed by such members within two (2) weeks after the announcement of the Section’s proposed Nominee, and delivered to the Section’s Secretary on or before the business day following the end of the two (2) week period. On timely receipt of the petition, the Section’s Secretary 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 Section members. The provisions of this subsection shall apply to each alternate proposed Nominee.

3. Recall of Section's Representative.

(a) Petition to Initiate Recall. Members constituting at least ten percent (10%) of the Regular Members may initiate a recall vote of the Section's Representative by a petition signed by such members within any three (3) month period during the Representative's term of office, and delivered to the Section's Secretary within one (1) week after the end of such three (3) month period. On timely receipt of such petition, the Section's Secretary 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 (1) 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 voting Section member. The ballot shall clearly specify 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 (2) weeks from the date the ballots are distributed. If the recall succeeds, the Nominator shall immediately forward such recommendation to the Association Board for a removal vote of the Section's Representative in accordance with the Association Bylaws.

(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 fifty-one percent (51%) of the total Regular Members, 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 (1) recall vote during any single term of a Representative.

(e) Removal of Section's Representative.

(i) *No Confidence.* The Chair or any five (5) 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's 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's Representative, the Nominator shall immediately forward such recommendation to the Association

Board for a removal vote of the Section's Representative in accordance with Association Bylaws.

(ii) *For Withdrawal or Other Reasons.* The Section's Representative may resign or withdraw from the position for any reason in accordance with the Association Bylaws, in which case a replacement Nominee shall be selected by a majority vote of the Executive Committee to complete the unfilled term on behalf of the Section. Following the selection, the Chair or the person then holding the position of Nominator under the Association Bylaws, shall forward such recommendation to the Association Board to be appointed as the Section's Representative for the unfilled term in accordance with Association Bylaws.

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 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 ten (10) members and a maximum of fifteen (15) members elected by the incumbent members of the Executive Committee. Notwithstanding the foregoing, no more than one third (1/3) of the Executive Committee members shall comprise attorneys practicing immigration law. Nominations for such election may be made by the Executive Committee acting as a nominating committee, but may also be made by the Section members pursuant to Article IV Section 2(a) above. 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. Executive Committee members shall not receive compensation for their services on the Executive Committee but may have their reasonable expenses incurred in performance of their duties reimbursed, as determined by relevant Executive Committee and Association policies.

3. Qualifications. Executive Committee member must be a Regular Member in good standing.

4. Term of Office; Removal; Vacancies. An Executive Committee member will be appointed for an initial term of three (3) years. Thereafter, the Executive Committee may reappoint the member for renewable one (1) year terms, not to exceed three (3) renewable terms.

No Executive Committee member may serve for more than six (6) consecutive years, regardless of when the member may have commenced a term, with the exception of the Immediate past Chair, except that they may serve in an officer position (Chair, Vice Chair, Treasurer, or Secretary) for up to an additional two (2) years (years 7 and 8), and an additional further one (1) year as Chair (year 9). 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 Executive Committee, 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 Administrative 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 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 Executive Committee may remove an Executive Committee member with or without cause upon a vote by at least two-thirds (2/3) of the voting members of the Executive Committee.

5. Meetings; Action without Meeting. Executive Committee meetings shall occur not less than eight (8) times per year, ordinarily on a monthly basis, by telephonic, virtual, electronic and/or in person meetings, called by the Chair or by a majority of the Executive Committee members. Written notice of such meetings shall be emailed to the Executive Committee members at least five (5) calendar days before such meeting. At Executive Committee meetings, 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 simple majority of its members then in office must agree on any action taken; provided, however, that any Executive Committee member who opposes the action may request within seven (7) calendar days that the matter be considered at an Executive Committee meeting. Upon such request, the action does not pass. A poll of the Executive Committee members 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. An Executive Committee member may waive notice of a meeting in a signed writing delivered to the Section's Secretary, 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. Unless otherwise provided for in these Administrative Bylaws, every act or decision done or made by a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is the act of the Executive Committee.

6. Officers.

(a) Election; Qualification; Removal. Each year, the Executive Committee shall elect its Chair, a Vice Chair (not to exceed three (3)), a Secretary and a Treasurer. The Chair shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least three (3) years of service on the Executive Committee. The Vice-Chair, Secretary and Treasurer shall each be selected from among the Executive Committee members who shall at the time of assuming office have completed at least two (2) years of service on the Executive Committee. An Officer who is absent from more than three (3) Executive Committee meetings during a single year of an annual term (Annual Meeting adjournment to next Annual Meeting) may be removed by the Executive Committee without cause. In the year immediately following the term of office, the Chair shall serve in a non-voting capacity on the Executive Committee in the office of Immediate Past Chair, subject to the same Association reimbursement policy as members of the Section Executive Committee for a term not to exceed one (1) year.

(b) Term. Officer, Advisor (defined in Article V, Section 7 below) and Immediate Past Chair terms shall begin and end at noon on the second (2nd) 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 Executive Committee may select a successor to fill the unexpired term.

(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.

(d) Vice-Chair(s). The sole or ranking Vice-Chair shall perform all the duties of the Chair during the latter's absence or inability to act, and when so acting shall have all the powers of the Chair and be subject to all the restrictions upon the Chair.

(e) Secretary. The Secretary shall keep minutes of meetings of the Executive Committee.

(f) Treasurer. The Treasurer shall advise the Chair and Executive Committee on the finances of the Section.

7. Advisors. The Chair, in his, her or their sole discretion, may appoint nonvoting advisors to the Executive Committee ("Advisors") from among Section members. An

Advisor's term is one (1) year, and is renewable each year. 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, 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 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 five (5) years from the last day of their prior term, whether the term ends by vacancy or in accordance with the annual meetings of the Association under the Association Bylaws.

9. Council of Emeriti Chairs. 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 committee or other committees or subcommittees of the Section. Council members may be invited to attend Executive Committee meetings as the Chair may request. Council members are not voting members of the Executive Committee and they are not counted for purposes of any Section quorum. Council members are not entitled to reimbursement for expenses unless approved by the Chair at the Chair's discretion.

10. Committees.

(a) Standing Committees. There shall be a standing committee relating to foreign relations, education and publications. The Executive Committee shall have the power to create other standing committees as it deems appropriate. Such standing committees shall serve at the pleasure of the Executive Committee. Each standing committee may appoint sub-committees.

(b) Committee Leaders. The Chair shall appoint members of each standing committee. Each standing committee shall have a one or more Committee Leaders. Such Committee 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.

(c) Ad Hoc Committees. The Chair 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 Section members by any method determined by the Chair, in consultation with the Executive Committee. The Chair may, on recommendation of the Committee

Leader 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.

(e) Rules of Committee Meetings. Subject to the authority of the Executive Committee, standing and *ad hoc* committees may determine their own meeting rules.

(f) Budget. Each year, the Committee Leader may provide a recommended annual budget to the Treasurer of the Section by a date set by the Treasurer, for approval by the Executive Committee.

(g) Authority. The standing and *ad hoc* committees may not take action on behalf of the Executive Committee, but may recommend action for approval by the Executive Committee.

11. 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 the Section's Representative, or as President or Vice President of the Association;

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

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

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

12. Executive Committee's Power is Broad. These Administrative 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 (3/4) of the Executive Committee, and the approval of the Association Board's Governmental Affairs Committee or Amicus Committee where required, the Section may take any position related to

government affairs that is consistent with the purposes of the Section as described in Article II and which are also consistent with the Association's Section Government Affairs Policy.

2. No Committee Positions. Only the Executive Committee may take a position under this Article. No standing or *ad hoc* committee created under these Administrative Bylaws shall have the power to take positions under this Article.

VII. Amendments to Administrative Bylaws

These Administrative Bylaws may be amended by the Executive Committee by the vote of at least two-thirds (2/3) of all its members then in office 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.