BYLAWS

INTERNATIONAL PRACTICE SECTION

NORTH CAROLINA BAR ASSOCIATION

Article I

NAME AND PURPOSE

Section 1. **Name.** This Section shall be known as the International Practice Section of the North Carolina Bar Association.

Section 2. **Purpose.** The purpose of this Section shall be to further the purposes of the North Carolina Bar Association as stated in Article 1.2 of its Bylaws within the field of International Law and Practice by bringing together members of the North Carolina Bar Association with a special interest in such field and to that end, to further development of the law within that field and all of its branches, to formulate and extend the study of this field of law, and to simplify and improve the application of justice in this field.

Article II

Membership

Section 1. **Eligibility.** Any member in good standing with the North Carolina Bar Association will be eligible for membership in this Section.

Section 2. **Admission to Membership.** Any member of the Association, upon application and upon payment of dues for the current year shall be enrolled as a member of this Section. Thereafter, such dues shall be paid in advance each year beginning on July 1, next succeeding such enrollment except that any person who becomes a member after March 31 and before June 30 of any year and thereupon pays dues for the current year shall be deemed to have paid dues to
the second June 30 after he became a member. Members so enrolled and whose dues are so paid shall constitute the membership of this Section. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section.

Section 3. **Affiliate Members.** A non-lawyer who is active in the field of international law or a LLM student who is not licensed to practice law in the United States is eligible for affiliate membership in this Section. A person desiring affiliate membership in this Section shall submit a membership application to the Association. The dues for affiliate membership shall be the same as those charged to regular members of the Section. Affiliate membership in the Section does not constitute and will not be considered as membership in the North Carolina Bar Association. Affiliate members of the Section shall not be eligible to vote as a member of the Section or Council. Affiliate members shall not be eligible to serve as officers in the Section, as members of the Section Council or as chairs of the Section committees, but shall be eligible to serve as Section committee co-chairs. Affiliate members shall be eligible to enjoy all other privileges of Section membership, including service on standing and special committees.

Section 4. **Eligibility for Officer/ Council Positions.** Only members in good standing with the International Law Section shall be eligible for consideration as an Officer under Article III below or as a Council member under Article IV below, and such members shall remain in good standing with the International Law Section during their tenure as an Officer or Council member hereunder.

**Article III**

**Officers**

Section 1. **Officers.** The officers of the Section shall be a Chair, a Vice-Chair, a Secretary and a Treasurer.
Section 2. **Term of Office.** Each officer shall hold office for a term beginning at the close of the annual meeting of the Association following the election or appointment of such officer and ending at the close of the next succeeding annual meeting of the Association and until a successor shall have been appointed or elected and qualified. Any officer elected or appointed in the course of a term to fill a vacancy shall serve until the close of the next annual meeting of the Association, unless appointed or elected as provided below.

Section 3. **Election and Appointment of Officers.** The Chair and Vice-Chair of the Section shall be appointed by the President-Elect of the North Carolina Bar Association. The Council shall, not later than March 1 of each year, forward recommendations for such offices in writing to the then President-Elect of the North Carolina Bar Association. The membership shall elect the Secretary and Treasurer of the Section as provided in Article VI.

Section 4. **Chair.** The Chair shall perform the duties and have the responsibilities of the chief executive officer of the Section; shall preside at meetings of the Council and at meetings of the Section; shall supervise the performance of all activities of the Section; shall keep the Council duly informed and carry out its decisions; shall present at each annual meeting of the North Carolina Bar Association a report of the work of the Section for the year; and shall perform such further duties and have such further powers as pertain to the office or as may be designated by the Council.

Section 5. **Vice-Chair.** The Vice-Chair shall assume the duties of the Chair in the absence of the Chair and shall have such other and further duties as the Chair or the Council, from time to time, may provide.

Section 6. **Secretary.** The Secretary shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the rolls and records of the Section and shall prepare and maintain such other records and reports of the Section as may be
necessary. The Secretary shall have such other duties as the Chair or the Council, from time to time, may provide.

Section 7. **Treasurer.** The Treasurer shall, in consultation with the Director of Section Activities of the North Carolina Bar Association, maintain the financial records of the Section and shall provide such reports and records of the Section as may be necessary. The Treasurer shall have such other duties as the Chair or Council, from time to time, may provide.

Section 8. **Eligibility.** Only members of the Section shall be eligible to serve as officers of the Section.

---

**Article IV**

**Council**

Section 1. **Composition.** The Section shall have a Council composed of the officers of the Section and no less than six but no more than twelve other members elected by the membership of the Section. The immediate past Chair of the Section shall be, *ex officio*, a member of the Council.

Section 1.a. **Young Lawyers.** At least one voting member on the council shall be 36 years of age or younger at the time of election.

Section 2. **Term.** Each member of the Council shall hold office for a term beginning at the close of the annual meeting of the Association following that member's election and ending at the close of the third succeeding annual meeting of the Association.

Section 2.a. **Vacancy.** Members elected during such a term to fill a vacancy shall, if elected by the Council, serve only until the close of the next annual meeting of the Association or, if elected at the annual meeting of the Section, serve only for the unexpired remainder of the term, unless later elected for a regular term as provided below.
Section 3. **Eligibility.** No person shall be eligible for election as a member of the Council if such person is then a member of the Council and has been so continuously for six years or more, but this provision shall not bar election of any such person as an officer. Only members of the Section shall be eligible to serve as Council members.

Section 4. **Attendance at Meetings.** All officers and members of the Council shall endeavor to attend each meeting of the Council. If any member, including officers, elected to the Council shall: (a) fail to attend in person or by telephone at least three of five consecutive Council meetings; or (b) fail to attend at least one of four consecutive Council meetings in person, then in each such case such member’s office or appointment to the Council shall be automatically vacated. For avoidance of confusion, attendance at the annual meeting does not constitute attendance at a Council meeting. Vacancies created in this manner shall be filled by the Chair of the Section except with respect to vacancies of the Chair or Vice-Chair, which shall be filled by the President of the Association. Members appointed to fill a vacancy shall serve only until the close of the next annual meeting of the Association or, if elected at the annual meeting of the Section, serve only for the unexpired remainder of the term, unless subsequently elected for a regular term.

Section 5. **Duties.** The Council shall, subject to the action of the members taken at annual meetings of the Section, have general supervision and control of the affairs of the Section but only in accordance with the provisions of the Bylaws of the North Carolina Bar Association and the By-Laws of this Section and subject to the control of the Board of Governors of the North Carolina Bar Association. The Council shall authorize expenditure of all monies of the Section or monies appropriated for its use. Between annual meetings of the Section, the Council may fill vacancies in its own membership or in the office of any officer of the Section, exclusive of Chair or Vice-Chair, but the term of office of any person so elected shall terminate at the close of the
next annual meeting of the Association.

Section 6. **Committees.** The Council may create and terminate such standing committees as it may deem appropriate and shall establish the jurisdiction of such committees and resolve any disputes among them. The Chair or the Council may create special committees as either may deem appropriate. Special committees shall terminate at the next annual meeting of the Association unless expressly reappointed. The Chair of the Section shall appoint the Chair and members of all committees of the Section who are to hold office during his term of such office.

Section 7. **Meetings of the Council.** The Council shall hold an annual meeting and other meetings as needed. The Council may meet in special session at any time and place on the call of the Chair, any four members of the Council, or the President or Board of Governors of the North Carolina Bar Association. Any such meeting shall be on not less than five days notice.

Section 8. **Action.** All action of the Council shall be by affirmative vote of a majority of those voting. Members of the Council, if personally present at a meeting, shall vote in person but, if absent, may communicate their vote, on any proposition, to the Secretary and such vote shall have the same effect as if cast in person at the meeting.

Section 9. **Informal Action.** The Chair may submit any matter to the Council for a vote without calling a meeting of the Council. In such event all available members of the Council must be advised of matter. Voting may be by telephone or other voice medium but all such votes shall be confirmed in writing.

Section 10. **Executive Committee.** There shall be a standing committee denominated the Executive Committee. It shall be chaired by the Chair of the Section and shall have as its other members the Immediate Past Chair and Vice Chair of the Section and at least four other members of the Council. It shall have the power to act in the place and the stead of the Council. Five of the seven members shall constitute a quorum, and all action shall be by a majority vote of
those present. The Chair of the Section may call a meeting of the Executive Committee upon reasonable notice to all committee members. Any actions of the Executive Committee shall be reported at the next meeting of the Council.

Article V
Meetings of the Section

Section 1. Annual Meeting. The annual meeting of the Section shall be held each year on a date and at a time and place to be determined by the Council for the purpose of carrying out its normal business and electing its officers.

Section 2. Special Meetings. Special meetings of the Section may be called by the Chair upon the approval of the Council at such time and place as the Council may determine and with such program and order of business as may be arranged by the Chair subject to the direction and approval of the Council.

Section 3. Quorum. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. Action. All action by the Section shall be by a majority vote of the members present.

Article VI
Elections

Section 1. Nominations. Each year, the Chair shall appoint a Nominating Committee of up to five members of the Section, including up to two former chairs of the section, if they consent to serve. The Nominating Committee shall submit before February 15, its nominations for the offices of Secretary, Treasurer and four members of the Council and its recommendations
for Vice-Chair and Chair. In any year when vacancies exist, or will occur at the close of the annual meeting of the Association, the Nominating Committee shall submit such further nominations as may be necessary to fill the vacancies. Other nominations may be made only by appropriate petition signed by at least 25 members of the Section and received by the Chair and the Secretary at least 15 days before the Section's Annual Meeting. The Chair of the Nominating Committee shall report all nominations to the Council and shall submit all nominations to the Annual Meeting of the Section.

Section 2. **Substitution of Nominees.** If any person nominated or recommended by the Nominating Committee is for any reason unable or unwilling to serve, the Nominating Committee may substitute names at any time before presentation of its report at the Annual Meeting. If any person nominated or recommended by the Nominating Committee and elected or recommended for appointment at the Annual Meeting is unable or unwilling to serve, a Nominating Committee shall be appointed by the Chair and shall make its recommendations to the Council, which shall elect or recommend appointment of candidates to fill the vacancy.

**Article VII**

**Fiscal Matters and Reports**

Section 1. **Budget.** The Council shall annually determine and adopt a budget for the operation of the Section for the fiscal year and shall, upon request, submit the budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Section 2. **Expenditure of Funds.** The Council shall determine and approve all expenditures of funds in furtherance of its activities consistent with these Bylaws and the Bylaws of the North Carolina Bar Association, provided, however, that no expenditure of funds in excess of those actually on hand may be made nor may any such expenditure obligate the North
Carolina Bar Association in any financial matter.

Section 3. **Annual Report.** An annual report of the activities of the Section will be submitted to the Board of Governors and the President of the North Carolina Bar Association. In addition, such other reports as may be requested by the Board of Governors or the President of the North Carolina Bar Association will be submitted in a timely manner.

Section 4. **Dues.** The Council shall determine the dues of the Section. Any change in annual dues of the Section shall be made by the Council and submitted to the Board of Governors of the North Carolina Bar Association prior to its spring meeting for the approval of that body and, upon such approval, shall be effective for the next succeeding Association year.

**Article VIII**

**Miscellaneous**

Section 1. **Publications.** The Council may determine and provide for the publication and distribution of a newsletter or other publication of the Section in the furtherance of its objectives. Any such publication or publications shall be produced in consultation with the President and Executive Director of the North Carolina Bar Association.

Section 2. **Continuing Legal Education.** All continuing legal education programs, except such publications as the Section may be authorized to publish, shall be conducted in consultation with the Continuing Legal Education Committee of the North Carolina Bar Foundation in order that the North Carolina Bar Association may continue to coordinate continuing legal education programs so as to provide the greatest possible benefit to all members of such Association.

Section 3. **Amendments.** These Bylaws may be amended at any annual meeting of the
Section consistent with the Bylaws of the North Carolina Bar Association by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall have been, or shall be, approved by a majority of the Council. Upon such approval by the Section, such amendments shall be presented for approval to the Board of Governors of the North Carolina Bar Association, and no amendment so adopted shall become effective until so approved.