

**BYLAWS OF THE
INTERNATIONAL LAW SECTION
OF THE STATE BAR OF MICHIGAN**

(Updated as approved at September 12, 2013 Annual Meeting)

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. NAME. This Section shall be known as the International Law Section of the State Bar of Michigan ("State Bar").

SECTION 2. PURPOSE. The purposes of the International Law Section shall be to promote the objects and purposes of the State Bar of Michigan in the field of International Law by:

- (a) Conducting studies, analyses, and conferences with respect to international, federal, state and foreign law, existing or proposed, affecting transnational legal matters and business transactions;
- (b) Preparing reports and other educational material with respect to such studies, analyses and conferences for presentation to and the enhancement of the skills of the interested members of the State Bar.
- (c) Cooperating and working with the various law schools of the State, institutions and foundations, in their work in the international field and to encourage the exchange of law professors and students between other nations and this State and the United States;
- (d) Cooperating and working with the American Bar Association and any of its sections or committees, with the American Society of International Law and any of its sections or committees, with bar associations of the various states and their various sections and committees that work in the area of international law, and with foreign and international bar organizations, including the International Bar Association;
- (e) Encouraging cordial association and exchange of ideas and visits between officers and members of the State Bar and officers and members of the bars of

other countries in order to promote greater understanding of the differences and similarities of the various legal systems;

- (f) Undertaking and promoting such other work and projects as might reasonably be expected to enhance and advance the knowledge and understanding of international legal problems and the availability of such knowledge and understanding to the members of the State Bar of Michigan and others; and
- (g) Where appropriate and where in compliance with the Bylaws and other guidelines of the State Bar relative to taking policy positions in Michigan, and elsewhere, by commenting or taking positions, or both, on existing law, on proposed legislation and on matters under consideration by regulatory bodies and by filing *amicus* briefs in legal proceedings.

ARTICLE II MEMBERSHIP

SECTION 1. DUES AND ENROLLMENT. Any member of the State Bar, upon request to the Executive Director of the State Bar and upon payment of dues for the current fiscal year (October 1 – September 30) shall be enrolled as a member of the International Law Section, except as provided in Sections 2 and 3 of this Article II. The annual dues shall be Thirty-Five Dollars (\$35.00) or such other amount as the Council shall determine by vote of a majority of those present at regular or special meetings of the Council at which business may be transacted. Thereafter, the annual International Law Section dues shall be paid concurrently with an International Law Section member's payment of dues to the State Bar. Members so enrolled and whose dues are so paid shall constitute the membership of the International Law Section. Any member of the International Law Section whose annual dues shall be more than six (6) months past due shall thereupon automatically cease to be a member of the International Law Section.

SECTION 2. NEW MEMBERS. Newly admitted members of the State Bar may become members of the International Law Section without payment of dues to the International Law Section for the first two years following his/her original admission to practice.

SECTION 3. LAW STUDENTS. Members of the Law Student Section of the State Bar may become non-voting members of the International Law Section without payment of dues to the International Law Section for as long as they are members of the Law

Student Section of the State Bar and for the first two years following his/her original admission to practice.

SECTION 4. ASSOCIATES. Persons interested in the purposes of the Section, such as consuls-general of other countries, members of the Upper Ontario Bar Association, professors at accredited law schools and federal and state government officials may participate in the Section's activities as associates (without, however, voting privileges). A person desiring to become an associate shall agree to pay the annual dues applicable to members, as provided in Article II, Section 1. Associates will be allowed to receive International Law Section mailings, participate in committees and attend all annual meeting programs (without, however, voting privileges). Any associate who is not an active member of the State Bar of Michigan shall not, through his or her participation in the Section, convey to the public that he or she is a licensed attorney or qualified to render legal services. With the concurrence of the Executive Committee of the Section, any associate can be removed from participation or reinstated in International Law Section activities, including the receipt of mailings, by the Chairperson.

ARTICLE III OFFICERS AND COUNCIL

SECTION 1. OFFICERS. The officers of the International Law Section shall be Chairperson, Chairperson-Elect, Secretary and Treasurer. All officers must be members of the International Law Section.

SECTION 2. SECTION COUNCIL. There shall be an International Law Section Council consisting of the four (4) Officers (the "Executive Members") plus a minimum of six (6) and a maximum of twelve (12) Non-Executive Members who shall be members of the International Law Section. The exact number of Non-Executive Members shall be determined, from time to time, at a membership meeting. Past Chairpersons shall remain *ex officio* (non-voting) members of the Council for as long as they choose to serve in that capacity and shall not be subject to removal for failure to attend meetings. Each year, the Chairperson, with the approval of the Executive Committee, shall also appoint at least one (1) and no more than five (5) law student(s) as *ex officio* (non-voting) members.

ARTICLE IV NOMINATION, ELECTION AND TERMS OF OFFICERS AND MEMBERS OF THE COUNCIL

SECTION 1. ELECTION AND TERM OF OFFICERS. The Chairperson-Elect, Secretary and Treasurer shall be elected at each Annual Meeting of the International Law Section.

The officers serve for the year beginning with the close of the Annual Meeting at which they have been elected and ending at the close of the next succeeding Annual meeting. The Chairperson-Elect, automatically succeeds to the office of Chairperson. The Chairperson shall not serve for more than one (1) consecutive term (not including a partial term in case the Chairperson-Elect succeeds the Chairperson in mid-term). The Secretary and Treasurer shall be eligible to serve for not more than two (2) consecutive terms.

SECTION 2. ELECTION AND TERM OF MEMBERS OF THE COUNCIL. The Non-Executive Members of the Council shall be elected at each Annual Meeting of the International Law Section, for a term ending with the third Annual Meeting following election. These terms shall be staggered so that the terms of at least one third of the Non-Executive Members expire each year. No person shall serve, or be eligible for election to serve, as a member of the Council if that person has then served as a Council member continuously for a period of two (2) full terms, provided that this limitation shall not apply to a member of the Council who shall be nominated and elected as an officer.

SECTION 3. NOMINATIONS. Prior to each annual meeting of the International Law Section the Chairperson shall appoint a Nominating Committee of three (3) members of the International Law Section, which Committee may include any officer or Council member. The Committee shall make and report nominations to the International Law Section of the offices and Non-Executive Council memberships that shall have expired, and to fill vacancies then existing for unexpired terms. Other nominations for the same offices or Council memberships may be made by any member of the International Law Section from the floor at an Annual Meeting.

SECTION 4. ELECTIONS. All elections shall be by voice vote at an Annual Meeting of the International Law Section, unless the members present at the Annual Meeting adopt a resolution for voting by written ballot, and be based on a plurality of the votes cast.

ARTICLE V

DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall be present at each Annual Meeting of the State Bar and present a report of the work of the Section for the past year. The Chair shall perform such other duties and acts as usually pertain to the office.

SECTION 2. CHAIRPERSON-ELECT. The Chairperson-Elect shall perform the duties assigned by the Chairperson. Upon the death, resignation, or during the disability of the Chairperson, or upon his or her refusal to act or absence from a meeting of the Council or members, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term or during the period of such disability, refusal or absence.

SECTION 3. SECRETARY. The Secretary shall be the custodian of all books, records, papers, documents, and other property of the International Law Section. He or she shall keep a true record of the proceedings of all meetings of the International Law Section and of the Council. With the Chair, he or she shall prepare the International Law Section's Annual Report.

SECTION 4. TREASURER. The Treasurer shall keep a true record of all monies received and disbursed and shall report thereon to the Council whenever requested. Annually, he or she shall submit a financial report for presentation to the membership of the International Law Section. Consistent with the Bylaws of the State Bar, he or she shall be responsible for forwarding all monies of the International Law Section which come into his or her hands to the bookkeeping department at State Bar Headquarters in Lansing for deposit and credit to the account of the International Law Section. Further, unless waived on a meeting-by-meeting basis by vote of the Council, the Treasurer shall present a current financial report at each meeting of the Council.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1. MEMBERS. The Chairperson, Chairperson-Elect, Secretary and Treasurer shall constitute the Executive Committee of the International Law Section.

SECTION 2. DUTIES. The Executive Committee shall be authorized to act on behalf of the Council in the intervals between meetings of the Council, provided that any action taken by the Executive Committee shall not be inconsistent with any action taken or any policy adopted previously by the Council and, provided further, that the Chairperson shall report any such action at the next meeting of the Council.

SECTION 3. APPROVAL. Concurrence by a majority of members of the Executive Committee shall constitute a decision by the Executive Committee.

SECTION 4. RATIFICATION. Any actions taken by the Executive Committee, which are solely within the purview of the Council of the International Law Section as set forth

by these Bylaws, must be ratified by the Council of the International Law Section at its next duly constituted meeting.

ARTICLE VII

DUTIES AND POWERS OF THE COUNCIL

SECTION 1. PRIMARY DUTIES AND POWERS. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Bylaws of the International Law Section. The Council shall specifically authorize or ratify all commitments or contracts, which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the International Law Section. The Council shall not, however, without prior approval of the State Bar Board of Commissioners, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the total of: (a) the amount received in International Law Section dues for such fiscal year; and (b) any expended funds remaining in the Section treasury from prior years.

SECTION 2. VACANCIES. The Council, during the interim between annual membership meetings of the International Law Section, shall have the authority to fill vacancies in its own membership or in the offices of Secretary and Treasurer and (in the event of a vacancy in both the office of Chairperson and Chairperson-Elect) in the office of Chairperson. Members of the Council and officers so appointed shall serve until the close of the next annual membership meeting of the International Law Section; at that meeting the vacancies shall be filled in accordance with the normal election practices set forth in Article IV.

SECTION 3. REGULAR MEETINGS. Regular meetings of the Council shall be held at times and in such places as determined by the Chairperson, provided that at least one regular meeting of the Council shall be held in each fiscal year.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Council may be called by the Chairperson or a majority of the voting members of the Council at such times and in such places as they may respectively determine.

SECTION 5. NOTICE OF MEETINGS. Notice of regular or special meetings can be made by writing by mail or email or by other electronic or telephone means, as long as such notice is reasonably calculated so as to be timely and to provide adequate notice to all Council members of the time, place and purpose of said meetings.

SECTION 6. QUORUM. Five (5) voting members of the Council physically present, whether in person or as an active participant, shall constitute a quorum for both regular and special meetings of the Council.

SECTION 7. VOTING. The Council shall act pursuant to a majority of those present at regular and special meetings of the Council at which business may be transacted.

SECTION 8. FAILURE TO ATTEND MEETINGS. If any officer or Council member fails to attend two (2) consecutive Council meetings without excuse, or fails to attend three (3) consecutive Council meetings for any reason, such failure shall constitute an automatic and irrevocable notice of resignation, which shall be voted on for approval at the next Council meeting. If the Council accepts the resignation, the Council may then fill the vacancy in accordance with Section 2 of this Article.

SECTION 9. PARTICIPATION BY COMMUNICATION EQUIPMENT. The Council may hold its meetings in any manner by which all persons participating in the meeting can hear each other or, if electronic means are employed, can communicate with one another in real time or without undue delay. Participation in a meeting pursuant to this provision by one or more members of the Council constitutes presence in person at the meeting.

SECTION 10. RATIFICATION BY COUNCIL MEMBERS. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Council may be taken without a meeting if before or after a majority of the Council consent thereto in writing, including by email. The written consent shall be filed with the minutes of the proceedings of the Council. The consent has the same effect as a vote of the Council for all purposes.

SECTION 11. ABSENCE OF QUORUM. In the absence of a quorum at a meeting of the Council, action required or permitted to be taken pursuant to authorization voted at a meeting of the Council may be taken with the written consent (including by email) of sufficient members not present so that the number of members voting at the meeting and voting pursuant to written consent constitute a majority of the Council.

ARTICLE VIII

MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING. As determined by the Council, the Annual Meeting of the International Law Section shall be held either (a) during and at the same place as

the Annual Meeting of the State Bar or (b) at a place and time other than the place and time of the Annual Meeting of the State Bar, but not more than two months prior or two months after such Annual Meeting of the State Bar. The Annual Meeting of the International Law Section shall include such programs and order of business as may be arranged by the Council.

SECTION 2. SPECIAL MEETINGS. Special meetings of the International Law Section may be called by the Chairperson, by a majority of the voting members of the Council, or by twenty-five percent (25%) of the members, at such times and places as shall be determined by the Secretary. Notice thereof shall be mailed out at least seven (7) days prior to such special meetings and stating the purpose thereof

SECTION 3. QUORUM. Fifteen (15) members of the International Law Section physically present at any International Law Section meeting shall constitute a quorum for the transaction of business.

SECTION 4. VOTING. All actions of the International Law Section, other than the amendment of the Bylaws, shall be taken pursuant to a majority vote of the members present at a membership meeting at which business may be transacted.

SECTION 5. ABSENCE OF QUORUM. In the absence of a quorum at a membership meeting, action required or permitted to be taken pursuant to authorization voted at a membership meeting may be taken with the written consent (including by email) of sufficient members not present so that the number of members voting at the meeting and voting pursuant to written consent constitute a majority of the members present at a membership meeting.

ARTICLE IX COMMITTEES

SECTION 1. The Executive Committee shall from time to time establish committees of the International Law Section for such purposes as shall be determined by the Executive Committee.

SECTION 2. A new committee may be established either in the manner set forth in Article IX, Section 1, or by the petition of at least ten (10) members of the International Law Section.

SECTION 3. Any committees established by the Executive Committee can be dissolved by the Executive Committee. Any committees established by the petition of at least ten (10) members of the International Law Section can be dissolved by the Council.

SECTION 4. At the beginning of his or her term, the Chairperson of the Section shall designate the Chairperson(s) and any other officers of each Committee.

SECTION 5. At the request of the Chairperson, the Chairperson of every committee, or his delegate, shall deliver a written or oral report on the activities of the committee.

ARTICLE X

SPECIAL AND HONORARY POSITIONS

SECTION 1. DESIGNATION. With the approval of the Executive Committee, the Chairperson can designate members, associate members, or law student members to special or honorary positions, including but not limited to liaisons, counselors, advisors, or any other capacity, for the period for which he or she is the Chairperson of the International Law Section.

SECTION 2. VOTING STATUS. Designation by the Chairperson to special or honorary positions shall not alter the designee's voting status with the International Law Section.

ARTICLE XI

MISCELLANEOUS PROVISIONS

SECTION 1. FISCAL YEAR. The fiscal year of the International Law Section shall be the same as that of the State Bar.

SECTION 2. DEBTS. All expenditures of the International Law Section, before being forwarded to the Treasurer or to the Executive Director of the State Bar for payment, shall first be approved by the Chairperson or the Treasurer.

SECTION 3. NO COMPENSATION. No salary or compensation of any kind shall be paid to any officer or Council member.

SECTION 4. STATE BAR APPROVAL. The International Law Section, by resolution of the members adopted at a meeting or by action of the Council, may take positions on policy issues, provided that such public advocacy is fully compliant with the provisions of Article VIII of the Bylaws of the State Bar. Any action by the International Law Section must be approved by the Board of Commissioners or the Representative Assembly of the State Bar before it becomes effective as an official act of the State Bar. Any resolution adopted or action taken by the International Law Section may, on request of the members of the International Law Section, be reported by the Chairperson of the International Law Section to the Board of Commissioners or Representative Assembly of the State Bar for action.

SECTION 5. EFFECTIVE DATE. These Bylaws shall become effective immediately upon their approval by the Board of Commissioners of the State Bar.

ARTICLE XII AMENDMENTS

SECTION 1. AMENDMENTS. These Bylaws shall be amended in accordance with the following procedure:

- The proposed amendment shall be set forth either: (a) in a petition signed by at least ten (10) members of the International Law Section and presented to the Council at a Council meeting or (b) in a motion made by a Council member at a Council meeting.
- If a majority of the Council members voting at the meeting approve the proposed amendment, the Council shall publish the full text of the proposed amendment in the *Michigan Bar Journal* or in the International Law Section newsletter at least thirty (30) days prior to the Council meeting or membership meeting at which the proposed amendment will be considered.
- Following such Council approval and publication, the proposed amendment shall become effective if it is approved by a two-third (2/3) vote of the members of the International Law Section physically present and voting at a meeting (including an annual meeting) called for that purpose and then ratified by the Board of Commissioners of the State Bar.

Created 1988
Amended 10/99
Current as of 12/15/99
Amended 11/16/07
Amended 7/26/14