

**NEW YORK STATE BAR ASSOCIATION
BYLAWS OF THE INTERNATIONAL SECTION
(As amended June 23, 2011)**

**ARTICLE 1
Name and Purpose**

Section 1. Name. This Section shall be known as the International Section of the New York State Association.

Section 2. Purpose. This Section, alone or in cooperation with other sections and committees of the New York State Bar Association (hereinafter referred to as the "Association"), and such other bar associations or organizations as may be appropriate from time to time, shall in the field of public and private international and transnational law and practice (1) plan and conduct continuing legal education programs; (2) collect, publish and distribute educational and professional materials; (3) promote interest, activity and research; (4) formulate professional opinion; (5) study and comment upon the impact of foreign, federal and state laws and treaties; (6) develop and recommend policy and improvements in the law; (7) serve as a resource to business, civic and governmental organizations; (8) enhance the skills and competency of New York Lawyers; and (9) undertake all such other activities as may be authorized from time to time by the Association and the Executive Committee of the Section for the purpose of accomplishing the foregoing.

**ARTICLE II
Membership**

Section 1. Membership. Any member of the Association shall be eligible for membership, and any other person in accordance with the Bylaws of the Association shall be eligible for associate membership, in this Section and shall be enrolled as a member or associate member of the Section upon application to its Secretary and payment of such dues as shall be determined by the Executive Committee in accordance with Article VIII, Section 2, of these Bylaws.

Section 2. Quorum and Vote. The members of the Section present at any meeting of the membership shall constitute a quorum for the transaction of business. All binding action of the Section members shall be by a majority vote of the members present.

**ARTICLE III
Officers, Executive Committee and
Section Delegate to House of Delegates**

Section 1. Elected Officers. The elected officers of this Section shall be a Chair, a Chair-Elect, an Executive Vice-Chair, one or more Vice-Chairs, a Secretary and a Treasurer, who, except as hereinafter provided in this Section and in Section 6(b) of Article V, shall serve terms of one year commencing on June 1 of each year, and until their successors are elected. With the exception of the Chair, the elected officers of the Section shall be elected by membership at each annual meeting of the Section, the date and time of which meeting shall be set by the Section's Executive Committee each year. Upon completion of the Chair's term of office or a vacancy occurring in such office, the Chair-Elect automatically shall succeed to the office of Chair, for a term of one year and, if such event occurs as a result of a vacancy in the office of Chair, for the remainder of the term of that Chair.

Section 2. Additional Officers. The Executive Committee may elect such additional officers as it may determine are necessary to the proper functioning of the Section. Such additional officers shall have such authority, shall serve for such terms and shall perform such duties as the Executive Committee may from time to time prescribe.

Section 3 Executive Committee. There shall be an Executive Committee of this Section (the "Executive Committee"), consisting of its officers, the Section Delegate to the House of Delegates, as hereinafter defined in Section 5 of this Article III, and such other members, being hereinafter referred to as "Elected Members", who shall be elected at the Section's annual meeting by the membership of the Section, except that the original Elected Members of the Executive Committee shall be elected at its organizational meeting. The number of Elected Members shall be fixed from time to time by the Executive Committee but shall not be less than ten. The elected members shall include at least one representative from each judicial department within the State of New York in which there fifty members of the Section. Each member of the Executive Committee must be a member in good standing of this Section and the Association. All past chairs of the Section, if they are not otherwise serving on the Executive Committee, shall be non-voting honorary members of the Executive Committee and other Section Committees.

Section 4. Elected Members. All elected members of the Executive Committee shall hold office for a one-year term commencing in June 1 of each year and until their successors nominated by Section's Nominating Committee are duly elected.

Section 5. Section Delegate. The immediate past Chair shall serve as the Section Delegate to the Association's House of Delegates for a term of one year. In the event the Section is entitled to additional delegates to the House of Delegates, such number of the former Chairs of the Section, in inverse order of service, shall serve as such additional delegates, each for a term of one year.

ARTICLE IV

Nomination of Officers, Elected Members and Section Delegated

Section 1. Nominating Committee. Not fewer than sixty days nor more than one hundred twenty days prior to each annual meeting of the Section, the Chair shall appoint a Nominating Committee consisting of the Chair, Immediate Past Chair, Chair Elect and one other Section member in good standing. In addition, the Executive Committee shall appoint a fifth member to the Nominating Committee. The Nominating Committee shall make, and report to the Secretary not less than forty five days prior to the annual meeting of the Section, its nominations for the following term for the offices of Chair-Elect, Executive Vice-Chair, Vice-Chair(s), Secretary and Treasurer and Elected members of the Executive Committee, as appropriate.

Section 2. Report and Additional Nominations. The report of the Nomination Committee shall accompany notice of the Section's annual meeting. Additional nominations for such offices may be made upon the petition of at least twenty-five members of the Section filed with its Secretary not less than twenty days prior to its annual meeting.

ARTICLE V
Duties of Officers and the Executive Committee

Section 1. Chair. The Chair shall be the chief executive officer of the Section, shall preside at all meetings of the Section and the Executive Committee, and shall be an ex officio member of all its committees. The Chair shall implement such policy directives as may be adopted by the Executive Committee and may submit to it, from time to time, such recommendations as the Chair may deem appropriate in promoting the purposes of the Section. In addition, the Chair shall perform such other and related duties as ordinarily are incident to the office of the Chair.

Section 2. Chair Elect. In the absence of or during the disability of the Chair, the Chair-Elect shall preside at meetings of the Section and the Executive Committee, and shall perform the duties of the Chair. The Chair-Elect shall have responsibility for program development for the Section. The Chair-Elect shall assist the Chair in the discharge of the Chair's responsibilities and shall perform such other related duties as may be assigned to the Chair-Elect by the Chair or the Executive Committee, and as ordinarily are incident to the office of Chair-Elect.

Section 3. Executive Vice-Chair and Vice-Chairs. The Executive Vice-Chair and each Vice-Chair shall have responsibility for overseeing the functions of the Section's committees and such other matters as are assigned by the Chair and the Executive Committee. In the absence of or during the disability of both the Chair and Chair-Elect, the Executive Vice-Chair shall perform the duties of the Chair.

Section 4. Secretary. The Secretary shall perform the minutes of the annual and special meetings of the Section and the Executive Committee; prepare, forward and receive appropriate notices and correspondence, and collect and maintain such other non-financial records, papers and data as may be necessary or appropriate from time to time. The Secretary shall serve as administrative assistant to the Chair and shall assist the Chair, the Chair-Elect and the Section's committee chairs in the discharge of their responsibilities. In addition, the Secretary shall perform such other and related duties as may be assigned to the Secretary by the Chair or the Executive Committee and as are ordinarily incident to the office of Secretary. Immediately upon being succeeded in office, the Secretary shall deliver all Section records, correspondence and other property in the Secretary's possession or control to the Secretary's successor.

Section 5. Treasurer. The Treasurer shall be the custodian of all financial records of the Section, which shall be available during regular business hours to the inspection of any member of the Executive Committee, and to the Association's officers, Executive Committee and financial staff. The Treasurer shall prepare the Section's annual budget for approval by the Executive Committee. The Treasurer shall maintain liaison with appropriate fiscal officers of the Association and shall report upon the Section's finances at each meeting of the Executive Committee, and the Section's annual meeting and at such other times as the Chair, the Executive Committee or the President of the Association shall direct. In addition, the Treasurer shall perform such other and related duties as may be assigned to the Treasurer by the Chair or the Executive Committee and as are ordinarily incident to the office of Treasurer. Immediately upon being succeeded in office, the Treasurer shall deliver all Section records, correspondence and other property in the Treasurer's possession or control to the Treasurer's successor.

Section 6. Executive Committee.

(a) The Executive Committee shall meet at least twice yearly and shall have general supervision and control over the affairs and activities of this section, subject to any conditions prescribed in the Association's Bylaws and Bylaws of the Section. It shall be responsible for the authorization of all commitments and contracts, and for the expenditure of all monies collected by the Section or appropriated for its use and purposes, The Executive Committee may adopt its own rules of procedure, including rules as to the number of its members who shall constitute a quorum, the time and place of its meetings, and the manner of providing notices to its members. It may also, by a two-thirds vote of the entire Executive Committee, remove any member thereof. In addition, any member may be removed by a majority vote of the entire Executive Committee for failure to attend three consecutive meetings of the Executive Committee. The elected officers of the Section shall exercise all powers of the Executive Committee between meetings of the Executive Committee.

(b) During the period between annual meetings of the Section, the Executive Committee may fill vacancies in the offices of the Section, its own membership and the position of Section Delegate to the House of Delegates. A Chair who shall become such by reason of a vacancy in such office pursuant to Article III, section 1 of these Bylaws, shall serve until the following annual meeting of the Section in January and for one year thereafter.

ARTICLE VI Committees

Section 1. Committees. The Executive Committee of this Section may create such standing committees as it deems appropriate. The Chair may create and appoint members to such other committees as the Chair may deem appropriate. The Chair of each committee shall be appointed by the Chair with the approval of the Executive Committee. Section committees shall from time to time make recommendations to the Chair or the Executive Committee for such actions as they may deem appropriate, but shall never take action or transmit their views outside the Section without the approval of the Executive Committee. Each committee may establish subcommittees thereof.

Section 2. Membership of Standing Committees. The members of each standing committee shall be appointed by the Chair or by a Committee on Committees appointed by the Chair. Each member of a committee of this Section must maintain membership in good standing in the Association and this Section.

ARTICLE VII Chapters

Section 1. Chapters. The Executive Committee may create Chapters in such cities or other geographical areas as the Executive Committee shall determine. The Chair, or co-chair(s), of each Chapter shall be appointed by the Chair and shall be responsible for recruiting members, developing regular programming and coordinating activities with the Section and its committees. One or more members of the Executive Committee shall be assigned by the Chair to oversee Chapter activities.

ARTICLE VIII
Miscellaneous Provisions

Section 1. Bylaws. These bylaws shall become effective upon their approval by the Association's House of Delegates. These Bylaws may be amended by the Executive Committee with the approval of the Executive Committee of the Association.

Section 2. Dues. The Executive Committee of this Section shall fix the dues for membership in this Section, subject to approval by the Association's Finance Committee. Dues shall be payable to the Association's treasurer, to be held by the Association's Treasurer for the use and purposes of the Section.