

ARTICLES OF INCORPORATION
OF
INTERNATIONAL ASSOCIATION FOR COURT ADMINISTRATION
(a Virginia Nonprofit Nonstock Corporation)

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, the Virginia Nonstock Corporation Act, for the purpose of forming a nonprofit nonstock corporation, hereby states as follows:

Article I

The name of the corporation is:

International Association for Court Administration

hereinafter referred to as the "Corporation".

Article II

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, to promote professional court administration and management in emerging democracies and other countries pursuing the rule of law; to sponsor international conferences, forums and education and training programs on court administration and management; and to serve as a resource for judges, court administrators and managers, and other government officials in search of ways in which to evaluate and improve court and justice systems; and including, for such purposes, to make distributions to organizations that qualify as tax exempt organizations under Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article III

The Corporation will have members. The classes, rights and duties of members shall be as set forth in the By Laws.

Article IV

The initial Directors of the Corporation are appointed and named in Article XI hereof. Additional Directors may be appointed and elected from time to time by a majority of votes cast by people serving as Directors at a meeting of Directors at which a quorum is present.

Article IX

The liability of Directors and officers of the Corporation in any proceeding brought by or in the right of the Corporation shall be limited and eliminated to the maximum extent permitted by Section 13.1-870.1 of the Code of Virginia, or the corresponding section of any future Virginia Code.

Article X

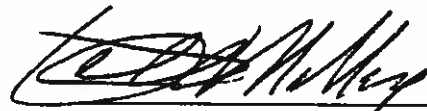
The Corporation shall indemnify its directors and officers made party to a proceeding because the individual was or is a director of the Corporation against any liability incurred in the proceeding to the maximum extent permitted by Section 13.1-876 of the Code of Virginia, or the corresponding section of any future Virginia Code.

Article XI

The initial Directors of the Corporation are:

Jeffrey A. Apperson
Richard Foster
Markus B. Zimmer
Cathy Hiuser

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation, this 29th day of October, 2013.


Keith R. Malley
Incorporator

INTERNATIONAL ASSOCIATION FOR COURT ADMINISTRATION
BYLAWS
VERSION 2014

These Bylaws set forth the mission, officers, board of directors, and other key organizational elements, operating principles, and geographical regions of the International Association for Court Administration ("Association").

I. MISSION

- A. To promote professional and modern court system governance, administration and management in emerging democracies and other countries committed to pursuing the rule of law;
- B. To sponsor international and regional conferences, forums, and education and training programs on modern court system governance, administration and management;
- C. To serve as a resource for judges, court administrators and managers, justice system professionals, and relevant academic and research communities in search of professional guidance and other forms of assistance with which to assess, improve and modernize court and justice systems.

II. OFFICERS

- A. TITLES: The officers of the Association shall comprise the following:

TABLE A

PRESIDENTIAL OFFICERS	VICE-PRESIDENTIAL OFFICERS	OTHER OFFICERS	ADVISORY COUNCIL
PRESIDENT	REGIONAL VICE-PRESIDENT FOR AFRICA	CHIEF EXECUTIVE OFFICER	ADVISORY COUNCIL CHAIR
PRESIDENT-ELECT	REGIONAL VICE-PRESIDENT FOR	CHIEF ADMINISTRATIVE	ADVISORY COUNCIL

B. TERMS OF OFFICE:

1. INITIAL TERM: The initial election or designation of officers will provide for staggered terms of one or two years for the incumbents for purposes of achieving continuity and stability. Subsequently, all officers shall be elected by the Executive Board for a term of two years commencing at the biennial meeting of the board and shall serve until the new successors assume office. With the exception of the members of the Advisory Council, the officers, including the Advisory Council Chair, shall also be members of the Board of Directors.

2. SUCCESSIVE TERMS: For the offices of President, President-Elect, the term of office shall be restricted to a two-year term with a possible option for one additional two-year term barring extraordinary circumstances, approval of which will require the unanimous consent by vote of all members of the Executive Board. Incumbents serving as Regional Vice-Presidents may be re-elected to a second term by a majority of the members of the respective Regional Board. Absent extraordinary circumstances, approval of which will require the unanimous consent by vote of all members of the Executive Board, incumbent Regional Vice-Presidents shall be limited to no more than two successive terms of office. Incumbents serving in all other Officer positions may be re-elected to subsequent two-year terms by a majority vote of the Executive Board. For example, the Vice-President for Corporate Sponsorship will typically establish long-term relationships with sponsors to repeatedly support IACA's work and may serve multiple terms to ensure those relationships endure.

3. CONDITIONS: All officers shall be expected to remain current on the payment of IACA membership dues. Officers who are not current shall be given a grace period of 60 consecutive days to pay their dues, after which they will forfeit their status as officers. The Chair of the Membership Committee shall monitor the membership status of all officers at quarterly intervals and report to the President-Elect any whose membership has lapsed.

- H. **CHIEF EXECUTIVE OFFICER:** The Chief Executive Officer (CEO) shall serve as the President's primary officer in charge of executing and implementing decisions taken by the President with the consent and support of the Executive Committee and/or the Executive Board, as appropriate. The CEO shall also be the primary facilitator and coordinator of IACA international and regional conferences, working closely with the Chief Financial Officer to ensure that all funding decisions align with Association resources.
- I. **CHIEF FINANCIAL OFFICER:** The Chief Financial Officer (CFO) shall maintain all Association funds and accounts according to generally accepted accounting practices, procedures, and internal financial controls. The CFO shall submit a quarterly status of funds and financial activity report to all members of the Executive Board. The President, in consultation with the Executive Committee, shall retain the discretion to order an independent audit of Association funds and accounts at any time.
- J. **CHIEF ADMINISTRATIVE OFFICER:** The Chief Administrative Officer (CAO) shall serve as the President's primary officer in charge of overseeing and coordinating the Association's general administration functions such as:
1. Retaining official versions of all Association founding and other official documents and ensuring that they are current.
 2. Conducting annual reviews of Association financial records and determining whether and when an independent audit might be required.
 3. Serving as the Managing Editor of the Association's Newsletter.
 4. Serving as the Association liaison to other official bodies such as the U.S. Judicial Conference International Judicial Relations Committee.
 5. Other duties as proposed by the President and endorsed by the Executive Committee.
- K. **CHIEF TECHNOLOGY OFFICER:** The Chief Technology Officer (CTO) shall serve as the Association's primary advisor and technical expert in matters relating to the design and maintenance of the Association's

filled by a majority vote of the members of the Regional Board of the respective region. Depending on the length of the vacancy, the Executive Committee retains the discretion to direct the Elections Committee to conduct an election to fill the temporary vacancy. An Officer elected or designated to fill a partial-term vacancy remains eligible for election to two full consecutive terms as Regional Vice-President.

III. EXECUTIVE BOARD

- A. **COMPOSITION:** The Executive Board shall comprise all of the Association Officers specified in Table A. The Executive Board shall be chaired by the President and, in his or her absence, the President-Elect.
- B. **AUTHORITY:** The Executive Board shall serve as the primary deliberative and policy advisory body of the Association. The President and the Executive Committee shall consult with and seek the advice of the Executive Board on all major issues, initiatives, strategies and planning matters relating to the governance, status and operations of the Association.
- C. **CONFLICTS OF INTEREST:** Full-time professional employment shall neither hinder nor preclude the eligibility of any otherwise qualified individual to serve as an officer of the Association and member of the Executive Board. However, all officers and members of the Executive Board without exception shall avoid utilizing either for their personal advantage or that of their employer their status as officers and members of the Executive Board of the Association. This applies equally to individuals who are self-employed as well as to those employed in government service, in the private sector, or in the NGO and government-subsidized organizations. This will require all officers to exercise careful discretion to ensure that there is no comingling of roles, purposes and objectives in relations and transactions with either professional business colleagues or the organizations they officially represent. Officers and members of the Executive Board shall not in any manner utilize their status with the Association in any capacity, whether personal or professional, that

- A. ORGANIZATION: For purposes of the Association's global organization and administration, seven geographic regions are designated and, collectively, cover all countries in the world as specified below. Each region is presided over by a Regional Vice-President who shall be responsible for directing and promoting IACA's mission and activities within the designated region. In each region, there shall be designated a Regional Board to advise, support, and work with the Regional Vice-President. A fully constituted Regional Board shall comprise from five to eight board members, not including the Regional Vice-President.
- B. SELECTION/APPROVAL OF REGIONAL BOARD MEMBERS: Regional Vice-Presidents shall be responsible for identifying and appointing the initial members of the Regional Board in his/her region for staggered terms of two or three years. Once the Regional Boards are fully established, the designation of new members to fill vacant positions should proceed by the Regional Vice President first soliciting expressions of interest from IACA members in that region. The Regional Vice-President shall then nominate persons to fill vacant positions and forward such nominations to the IACA Executive Committee for approval. Where the Executive Committee declines to approve a nominee, the Regional Vice President shall nominate another candidate. When making nominations, the Regional Vice Presidents shall seek to provide for diverse representation on the Regional Board that will support IACA's values and purposes. For example, board members should collectively represent:
- As many countries within the region as possible;
 - Levels and types of courts or other justice-related organizations in the region;
 - Ethnic and gender diversity characteristic of the region; and
 - Professional qualifications in a variety of specialties within the court and justice systems reflective of the region.
- C. TERMS OF OFFICE: Regional Board members shall serve two-year terms and may be reappointed to a second term. Appointments to a third term shall be made only under extraordinary circumstances in to distribute as widely as possible the opportunity to serve. Persons

additional temporary directors to serve on the Executive Committee by virtue of their special expertise and for a specified term ranging from six months to no more than three calendar years. The Executive Committee shall have the authority to appoint not more than two additional temporary Directors with specialized expertise to serve on the Executive Committee for a specified term ranging from six months to not more than three calendar years.

2. **ROLE OF THE PRESIDENT:** The President shall chair all working sessions and supervise the Executive Committee in the performance of its functions. The Executive Committee shall have power to manage, administer, and control the affairs of the Association. The Executive Committee is authorized to act for the Association as herein provided. On the initiative of the President, the Executive Committee shall report all actions taken to all members of the Association on an annual basis and in the form of an annual report of the Association. The annual report shall list all activities, accomplishments and relevant events related to the work of the Association.
3. **FUNCTIONS:** The Executive Committee shall serve as the executive consultative, policy and decision-making authority of the Association in all matters relating to its overall policies and procedures.

B. MEMBERSHIP COMMITTEE:

1. **AUTHORITY:** The President is authorized to appoint a Membership Committee of five persons, one of whom shall be designated as Chair. Members shall serve three-year terms of office.
2. **FUNCTION:** The Membership Committee Chair and members shall be responsible for undertaking a range of proactive initiatives and activities designed to build and to strengthen the Association's diverse membership. In doing so, the Membership Committee Chair and members shall partner with

4. **POLICIES AND PROCEDURES:** The NEC Chair and members shall be responsible for drafting and seeking, in turn, Executive Committee and Executive Board approval of proposed changes, enhancements to existing Association policies and procedures relating to nominations and elections.

VI. NOMINATIONS AND ELECTION OF OFFICERS AND BOARD MEMBERS:

- A. **ANNOUNCEMENT OF VACANCIES AND APPLICABLE DATES:** The Secretary shall maintain a current list of all Association Officers and the dates on which their current terms begin and end. Two months prior to the expiration of the term of any member of the Executive Board, the Secretary shall notify the President of the pending vacancy. The President, in turn, shall notify the NEC Chair and provide the name of the office with the pending vacancy. The Regional Vice-Presidents shall be responsible, as noted above, for maintaining a record of the dates of the terms of service of the members of their respective Regional Boards.
- B. **APPLICANT SOLICITATION FOR POSITIONS OTHER THAN REGIONAL VICE PRESIDENTS:** Once notified by the President of pending vacancies in the Executive Board, the NEC Chair shall solicit expressions of interest among members of the Executive Board for the position(s) being vacated. The solicitation shall include a list of the qualifications and responsibilities attached to the vacant position.
- C. **APPLICATION SOLICITATION FOR REGIONAL VICE-PRESIDENT POSITIONS:** The NEC Chair shall solicit expressions of interest among members of the Regional Board for the region whose Vice-President Position is being vacated. The relevant Regional Board Members may nominate each other, themselves, or a non-Regional Board member who has been actively involved in promoting and serving IACA. All applicants must be current residents of the region in which the vacancy exists.

- G. **VOTING PROCEDURE:** For vacant positions on the Executive Board, the NEC shall distribute the ballot electronically to members of the Executive Board with voting privileges set forth in Section III (E) and specify a deadline no more than two weeks following transmission for return of the completed ballot. Ballots returned after the deadline has passed shall be discarded. Following passage of the deadline, the NEC shall tally the votes and certify the successful applicants on the basis of a simply majority of votes cast. Following certification of the Executive Board elections, the NEC Chair shall notify all members of the Executive Board and all applicants listed on the ballot of the official results.
- H. **PREPARATION OF AN ELECTION RECORD:** For each election for members of the Executive Board, the NEC Chair shall prepare a summary record of the election process and forward it to the President and the Historian for archiving in the Association's official records.

VII. VOTING PROTOCOL:

- A. **QUORUM:** Unless otherwise requested by the President or Executive Committee, a minimum of one-third of the members of the Executive Committee, Executive Board, or any committee, permanent or temporary, shall constitute a quorum for the purpose of transacting business falling within the specific Association unit's scope of authority. The President, with the advice and consent of the Executive Committee, shall be authorized to specify a higher than one-third approval threshold for individual business matters considered to be of extraordinary importance and reflect a high level of commitment of Association resources and/or capacity.

VIII. ADVISORY COUNCIL

- A. **AUTHORITY AND COMPOSITION:** The Executive Committee shall have the authority to appoint an International Advisory Council comprising distinguished professionals in the field of court and justice administration, including but not limited to judges, relevant association heads, academics and ministers of justice. The Advisory Council shall be chaired by a past President of the Association. The

1. INDIVIDUAL: Individual memberships shall be extended to those persons who meet the membership requirements. There shall be three types of individual memberships: Professional, Associate, and Student.
 - a. PROFESSIONAL: Membership criteria include (i) government employment as a senior-level official of a ministry of justice or court or judicial system in any sovereign country at any level: local, regional, or national; and (ii) an individual retired from a position that qualifies for professional membership in the Association.
 - b. ASSOCIATE: Membership criteria will include other senior professionals in a field related to court administration, i.e., prosecutors; administrative law judges, professors of law, public administration, public policy, etc., or public administrators.
 - c. STUDENT: Membership will be extended to any college or university-level student engaged in full-time study either as an undergraduate or graduate and pursuing a career in justice- or court-related institutions of government or in an academic environment in positions such as but not limited to researchers or law professors.
 2. ORGANIZATIONAL: Organizational membership will be extended to those organizations that share IACA's mission and its goals and objectives.
- B. MEMBERSHIP QUALIFICATIONS AND FEES: Membership qualifications and changes to them shall be discussed and proposed to the Executive Committee by the Membership Committee. Membership fees and changes to them shall be discussed and proposed to the Executive Committee by the Membership Committee. All fees received by the Association shall be deposited into the general operating account of the Association under the supervision and direction of the CFO.

the President in consultation with the members. Such meetings may be conducted either electronically or face-to-face.

2. EXECUTIVE BOARD: The Executive Board shall meet at least every six months at a time and location designated by President in consultation with the Executive Committee. Such meetings may be conducted either electronically or face-to-face.
- D. MEMBERSHIP: Conferences or other meetings designated for the membership shall be held at such times and places as determined by the Executive Committee in consultation with the Executive Board.
- E. QUORUM REQUIREMENT: For the purpose of transacting Association business at meetings of the Executive Board, a quorum shall be required. Such quorum shall comprise one-third of the members, two of whom shall be also members of the Executive Committee. Where the number present at a face-to-face meeting is fewer than that required for a quorum, the Officer conducting the meeting may approve the live participation of the additional required members via electronic means such as videoconferencing, Skype, or the equivalent.
- G. NOTICE: Notice of each meeting of the Executive Board stating the place, date and hour thereof shall be transmitted electronically by the Secretary to all members pursuant to directions from the President by e-mail, fax or other electronic means not more than 45 and no fewer than 15 days prior to the meeting.

XI. VOTING AND RESOLUTIONS

- A. SIMPLE MAJORITY: Except as otherwise provided in these bylaws, formal actions transacted at meetings of the Executive Committee, Executive Board, any Committee, or the membership where the required quorum is present shall be by vote of a simple majority of the members present and voting unless otherwise prescribed by the Executive Committee for extraordinary circumstances. Voting by electronic means such as e-mail or fax or by regular mail will be acceptable for transacting business by the Executive Committee, Executive Board, any Committee, or the membership.

XIII. DONATIONS

- A. **DEFINITION:** The Association may accept gifts, grants, and bequests for the accomplishment of its objectives.
- B. **PROHIBITIONS:** The Association shall not accept any gifts, grants, bequests, or any other form of financial assistance or support (i) to which conditions are attached that do not support its mission and objectives, (ii) which otherwise seek to coerce or manipulate the Association or its Officers, or (iii) have the effect or are perceived as having the effect of undermining the Association.

XIV. REMOVAL

- A. Any Officer shall be removed by two-thirds majority vote of the Executive Board for malfeasance or misfeasance in the performance of official Association duties or otherwise in his or her profession. Opportunity for a hearing shall be afforded before a panel of seven Executive Board members selected by the President. Where the President is accused of malfeasance or misfeasance, the panel of board members shall be selected by the President-Elect. Following any such hearing, a vote shall be taken in the absence of the accused. Where four or more of the seven votes favor removal, the official so charged shall be officially removed. Confidential recommendations for the withdrawal of membership privileges from any member shall (i) be prepared by the Regional Vice-President of the region in which the member resides and shall fully articulate the grounds in support of the recommendation, and (ii) shall be submitted in confidence to the President for his/her review and consultation with the Executive Committee as appropriate.

XV. GEOGRAPHICAL REGIONS

- A. The Association's seven geographic regions are as follows:
 - 1. Africa representing all sub-Saharan countries in the African Continent;
 - 2. Central and South Asia representing all countries in Central Asia as designated;ⁱⁱ