

**INTERNATIONAL ASSOCIATION FOR COURT ADMINISTRATION**  
**BYLAWS**

**April 11, 2022**

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These Bylaws set forth the mission, Executive Officers, Board, and other key organizational elements, operating principles, and geographical regions of the International Association for the Court Administration (“Association”).

**I. MISSION**

- A. To promote professional and modern court system governance, administration and management on a global scale with emphasis on emerging democracies and other countries committed to pursuing the rule of law;
- B. To sponsor international and regional conferences, forums, publications 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. EXECUTIVE OFFICERS AND MEMBERS OF THE BOARD**

A. TITLES: The Executive Officers and members of The Board (The Board) of the Association shall comprise the following:

Executive Officers	Board	
President	Secretary	Regional Vice President for Africa
President-Elect	Membership Chair	Regional Vice President for Central Asia/India
Chief Executive Officer		Regional Vice President for Europe
Chief Administrative Officer		Regional Vice President for Latin and South America
Chief Financial Officer		Regional Vice President for the Middle East
Immediate Past President (Advisory Council Chair)		Regional Vice President for North America
Chief Information Technology Officer		Regional Vice President for South Asia and Australia
		Vice President for Associations
		Vice President for Corporate Sponsorship

TABLE A

The table of Executive Officers and Board members set forth above is not exhaustive. The number and titles may be supplemented by such other Executive Officers or Board members as may from time to time be proposed by the President and authorized and elected by vote of the Board.

## B. TERMS OF OFFICE

1. INITIAL TERM: The initial election or designation of Executive Officers and the Board shall comprise current paid members. Subsequently, all new Executive Officers or members of the Board shall be elected by the Board for a term of two years commencing from the date of their first Board meeting and shall serve until their successors assume office. With the exception of the members of the Advisory Council, all Executive Officers, including the Advisory Council Chair, shall also be members of The Board.
2. SUCCESSIVE TERMS: For the offices of President and President-Elect, the term of office shall be restricted to a two-year term with a possible option for one additional two-year term when elected thereto by majority vote of all Board members. Incumbents serving as Regional Vice-Presidents and all other Executive Officer and Board member positions, except the Managing Editor(s) of the Journal who serve indefinite terms, may be re-elected to a second two-year term by a majority vote of all Board members.
3. CONDITIONS:
  - a. All Executive Officers and Board members shall be expected to:
    - i. Complete the terms of service to which they have been elected or appointed pursuant to these Bylaws. Executive Officers and members of The Board who, for personal reasons under any circumstances other than emergencies<sup>i</sup>, opt voluntarily to surrender their Association role at any time prior to completing their term of service shall forfeit any and all rights and privileges attached to the title of the office they occupied.
    - ii. Remain current on payment of Association membership dues. Executive Officers and Board members who are delinquent shall be so advised by the Chair of the Membership Committee and be given a grace period of 30 consecutive days to pay their dues. Failing to do so, they will forfeit their status and remain ineligible for further Association leadership positions.
  - b. The Chair of the Membership Committee shall monitor the paid membership status of all Executive Officers and Board members at

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<sup>i</sup> For example, emergencies having to do with one's health, family status, occupational status, or other that constrain current officers from continuing to perform the responsibilities attached to their position.

quarterly intervals and report to the President-Elect any whose membership has lapsed or whose status as an officer or Board member has been forfeited.

- c. Pursuant to Section XIV of these bylaws, the Executive Officers retain the authority to terminate the status of any current Executive Officer or Board member at any time during his or her term of service on demonstrable grounds of failure to exercise due diligence as demonstrated by unacceptable performance of the professional responsibilities of the position, serious breach of the ethical standards that govern their performance, or abuse of the authority delegated to the position by these Bylaws. Such action shall be initiated by a two-thirds majority of the Executive Officers affirming such termination on a showing of failure to exercise such due diligence. No appeal may be taken on the Executive Officers' determinations in such matters.
- C. OFFICER AND BOARD POSITION RESPONSIBILITIES: The general qualifications and specific responsibilities that attach to all the positions set forth in Table A shall be described and established in writing by the Executive Officers with the advice and consent of Board members. The Executive Officers shall also establish a permanent chain of authority to which all positions are subject beyond what is specified in these Bylaws.
- D. ROLE OF THE PRESIDENT: The President shall preside at all meetings, appoint the chair and members of all committees following consultation and agreement with the Executive Officers, excepting the appointment of Executive Officers, and be responsible for leading the conduct of the business and affairs of the Association.
- E. *EX OFFICIO* EXECUTIVE BOARD MEMBERS: *Ex officio* Board membership status shall be automatically extended without limitation to all former living presidents who successfully complete their presidential term of service.
- F. ORDER OF SUCCESSION: If the President is unavailable or otherwise engaged, the President-Elect shall perform the duties of the President for the duration of the President's absence. If both the President and the President-Elect are unavailable or otherwise engaged, the Chief Executive Officer shall perform the duties of the President and the President-Elect for the duration of their absence.
- G. RECORD: The Secretary shall prepare and maintain a digital record that shall include a record of the Articles of Incorporation, Bylaws, amendments thereto, and official minutes of all Association and Board meetings. Barring unforeseen circumstances, the minutes shall be generated and distributed electronically to all Board members within 14 days of any meeting. The President shall determine



whether all or portions of any set of meeting minutes shall be distributed to the Association's members.

- 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 Officers and/or Board members, as appropriate.
- I. CHIEF FINANCIAL OFFICER: The Chief Financial Officer ("CFO") or a contractual service provider shall maintain all Association funds and accounts according to generally accepted accounting practices, procedures, and internal financial controls. The CFO or the service provider shall submit a quarterly status of funds and financial activity report to all members of The Board. The President, in consultation with the Executive Officers, 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. Review of Association financial records on a regular schedule and in consultation with the Executive Officers, determine whether an independent audit is required.
  - 3. Other duties as proposed by the President and endorsed by the Executive Officers.
- 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 official website and other IT-related matters related to Association administration and operations.
- L. MEMBERSHIP CHAIR: The Vice-President of Membership serves as the Membership Chair. The Membership Chair shall be responsible for enhancing membership numbers, geographic penetration, diversifying membership, enhancing membership engagement and minimizing membership attrition. The Membership Chair will engage Regional Vice-Presidents and the Vice-President of Associations to enhance membership.

- M. **COMPENSATION:** All Executive officer, Board member, and other official positions within the organizational framework of the Association shall be deemed voluntary to which neither compensation nor traditional human resource benefits shall accrue.
- N. **EXPENSE REIMBURSEMENT:** The Executive Officers, by majority vote shall retain the discretion to either waive or reimburse the fees, travel costs, or other expenses otherwise incurred by one or more officers or Board members to attend Association conferences or other special functions. The use of this discretionary authority shall be limited to single instances in which the circumstances dictate its use; no officer(s) or Board member(s) shall have any blanket extension for such waiver or reimbursement over a given time frame, and the discretion extended to the Executive Officers and Board members shall neither be intended nor interpreted to provide for one-time multiple waiver or reimbursement authorizations.
- O. **TEMPORARY VACANCY OF ANY EXECUTIVE OFFICER OR BOARD MEMBER POSITION OTHER THAN REGIONAL VICE PRESIDENTS:** Any vacancy in any of the positions specified above may be filled by a majority vote of the Executive Officers for the unexpired portion of the term. Depending on the length of the vacancy, the Executive Officers retain the discretion to direct the Elections Committee to conduct an election to fill the temporary vacancy. An Executive Officer or Board member elected or designated to fill a partial-term vacancy remains eligible for election to two full consecutive terms except for the positions of President and President-Elect.
- P. **TEMPORARY VACANCY OF ANY REGIONAL VICE-PRESIDENT POSITION:** Any vacancy in any Regional Vice-President position may be filled by a majority vote of the members of the Regional Board of the respective region. If there are no available candidates, the Executive Officers retain the discretion to fill the position on a temporary basis. Depending on the length of the vacancy, the Executive Officers retain the discretion to direct the Elections Committee to conduct an election to fill the temporary vacancy. Any Regional Board member elected or designated to fill a partial-term vacancy remains eligible for election to two full consecutive terms as Regional Vice President.

### **III. THE BOARD**

- A. **COMPOSITION:** The Board shall comprise all Association members specified in Table A. The Board shall be chaired by the President and, in his or her absence, the President-Elect.
- B. **AUTHORITY:** The Board shall serve as the primary deliberative and policy advisory body of the Association. The President and the Executive Officers shall consult with and seek the advice of The 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 Executive Officer of the Association and/or member of The Board. However, all Executive Officers and members of the Board without exception shall avoid utilizing either for their personal advantage or that of their employer their status as Executive Officers or members of the Board. This applies equally to self-employed individuals and to those employed in government service, the private sector, or non-governmental organization and government-subsidized organizations. This will require all Executive Officers and members of the Board to exercise careful discretion to ensure that there is no comingling of roles, purposes and objective in relations and transactions with either professional business colleagues or the organizations they officially represent. Executive Officers and members of the Board shall not in any manner utilize their status with the Association in any capacity, whether personal or professional, that promotes or might be perceived to promote the mission and objectives of their employing organization. Equally, Executive Officers and Board members employed by organizations which require them to observe a government or corporate code of ethics shall not engage in any Association activities that entail violating or could be perceived by a reasonable person as violating any provisions of such ethical or professional codes of conduct. Each Executive Officer and Board member shall execute the conflict-of-interest form which shall remain valid and in effect during his or her term(s) of service. Any Executive Officer or Board member who feels that he or she may have a conflict of interest, must immediately raise it the President, President-Elect, or Chief Executive Officer.
- D. **CONTRACT EMPLOYEES:** The Board, upon the recommendation of the Executive Officers and contingent upon available funds, is authorized to employ or engage one or more persons to carry out the purposes of the Association.

#### **IV. REGIONAL BOARDS**

- A. **ORGANIZATION:** For purposes of the Association's global organization and administration, 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 the Association'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. Ideally, 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 members of the

Regional Board in their regions. The designation of new members to fill vacant positions should proceed by the Regional Vice-President first soliciting expressions of interest from Association members and other prospective candidates in that region. The Regional Vice President then shall discuss the vetted candidates with his/her Regional Board members and reach consensus on which candidate is most qualified, then forward that candidate's application to the Association's Executive Officers for approval. Where the Executive Officers decline to approve a nominee, the Regional Vice-President shall consult with his/her board and nominate another candidate. When making nominations, the Regional Vice-Presidents shall seek to provide for diverse representation on the Regional Board that will support the Association'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 a three-year term and may be reappointed to a second term. Persons who are appointed or elected to fill a partial term due to an unexpected vacancy shall be eligible for two full terms of service as Regional Board members. Appointments to a third term may be considered by the Regional Vice-President in consultation and agreement with the Executive Officers. The Regional Vice-Presidents shall be responsible for maintaining records of the dates of the terms of service of all the Regional Board members of their respective regions and shall provide that information to the Membership Chair and Secretary on an annual basis.

D. **ADDITIONAL REGIONAL PERSONNEL:** In highly active regions where the quantity of administrative and organizational effort entailed in planning and conducting regional activities exceeds the capacity of the Regional Vice-President and the Regional Board, the Regional Vice-President may designate additional support staff such as volunteers and unpaid interns on an indefinite temporary basis to provide coordination and assistance. Where such additional volunteers are formally engaged by the Regional Vice-President, notification of such should be forwarded to the President and the Secretary for their information.

## V. COMMITTEES

A. **AUTHORITY:** Under the direction of the President and with the advice and consent of the Executive Officers, committees of various types may be designated for various purposes in support of the Association's mission and activities. Such committees

shall be designated as either temporary or permanent. Proposals from the President for the designation of committees shall be subject to the approval of the Executive Officers by majority vote and confirmed by a majority of the members of The Board.

## B. THE EXECUTIVE OFFICERS

1. **MEMBERSHIP:** The Executive Officers shall function as the Association's permanent policymaking and governance body. The Executive Officers' standing membership shall comprise the following officers in good standing: Association President, President-Elect, Immediate Past President, CEO, CFO, CAO, CTO, and Advisory Council Chair.
2. **EX OFFICIO MEMBERSHIP:** The Executive Officers shall have the authority upon a showing of good cause to propose, either on their own or upon the recommendation of a majority of the members of the Board, the appointment of *ex officio* directors with specialized expertise to advise and consult with the Executive Officers for a specified term ranging from three to six months, such term being renewable where proposed by a majority of the Executive Officers and confirmed by a majority of the Board. At any time, the number of *ex officio* directors shall not be compensated unless, on a showing of extraordinary cause, a majority of the Executive Officers propose, and a majority of the Board confirm such compensation within the constraints of the Association's budget. *Ex officio* directors shall have no voting rights on any matter under consideration by either the Executive Officers or the Board.
3. **ROLE OF THE PRESIDENT:** The President shall chair all working sessions and supervise the Executive Officers in the performance of their functions. The Executive Officers are authorized to act for the Association as herein provided. The President shall summarize all activities, accomplishments and relevant events related to the Association's work.
4. **FUNCTIONS:** The Executive Officers shall have power to manage, administer, and control the affairs of the Association. The Executive Officers shall serve as the executive consultative, policy and decision-making authority of the Association in all matters relating to its overall policies and procedures.
5. **RESIGNATION:** Any member of the Executive Officers or the Board may resign by filing a written resignation with the President. A resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid, but payment of such dues or other charges may be waived by the Executive Officers.

C. MEMBERSHIP COMMITTEE:

1. AUTHORITY: The President is authorized to establish a Membership Committee of five persons.
2. FUNCTION: The Membership Chair is authorized to appoint ad hoc committee members, not to exceed five persons, to support him or her. In doing so, the Membership Committee Chair and members shall partner with the Regional Vice-Presidents and their Regional Board members to increase the Association's membership in all regions, focusing special attention and effort on those regions in which there is only sparse representation.

D. NOMINATIONS AND ELECTIONS COMMITTEE:

1. AUTHORITY: The president is authorized to establish a Nominations and Election Committee ("NEC") not to exceed five persons, one of whom shall be designated as Chair by consensus of the members after their appointment. Members of this Committee shall not be nominated to or seek a position during the election cycle while serving as a member of the NEC.
2. FUNCTIONS: The NEC shall have primary responsibility for initiating, managing and conducting the nomination and election processes that are triggered pursuant to an upcoming vacancy on the Board. The Executive Officers may, in consultation with The Board, and only where they consider it in the interests of the Association to do so, make appointments to the Board without the involvement of the NEC, whether on a temporary or full-time basis.
3. CHAIN OF COMMAND: The NEC Chair shall report directly to the President.
4. POLICIES AND PROCEDURES: The NEC Chair and members may draft and seek, in turn, Executive Officers and 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 members of the Board 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 Board, the Secretary shall notify the

President of the pending vacancy. The President, in turn, shall notify the NEC Chair of 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 OF THE EXECUTIVE OFFICERS, AND MEMBERS OF THE BOARD FOR POSITIONS SUCH AS SECRETARY, MEMBERSHIP CHAIR, AND COMMUNICATIONS CHAIR: Once notified by the President of pending vacancies in the Executive Officers or The Board the NEC Chair shall solicit expressions of interest among the membership for the position(s) being vacated. The solicitation shall include the qualifications and responsibilities of the vacant position(s).
- C. APPLICANT SOLICITATION FOR REGIONAL VICE PRESIDENT POSITIONS: Any outgoing Regional Vice-President 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 the Association. All applicants must be current residents of the region in which the vacancy exists.
- D. APPLICANT SOLICITATION FOR REGIONAL BOARD MEMBER VACANCIES: When one or more regional board member vacancies exist in any region, the relevant Regional Vice President shall solicit expressions of interest from the relevant regional board members and other Association supporters in the region for appointment to those vacancies. Regional board members may solicit expressions from Association supporters in the region for regional board vacancies.
- E. APPLICATION PROCESS: Members who are interested in being considered for any vacant position, other than a Regional Board, Managing Editor(s) of the Journal, or Editor of the Court Administrator vacancies, should express their interest in writing to the NEC Chair prior to the announced deadline for the submission and provide a copy of the applicant's current CV as well as a brief statement as to their suitability and qualifications for the position.
- F. BALLOT:
  - 1. FOR EXECUTIVE OFFICERS AND BOARD MEMBER ELECTIONS: Once the time for solicitation has expired, the NEC Chair shall transmit electronic copies of the expressions of interest received within the specified time frame to all NEC members and convene one or more virtual meetings to discuss prospective candidates for the office(s) and determine which of them meet the qualification requirements. The NEC Chair shall notify applicants whose qualifications are deemed insufficient. Under the

direction of the chair, the NEC shall then prepare an electronic ballot listing the names of the qualified applicants in random order and include the CV and statement for each applicant listed.

2. FOR REGIONAL BOARD MEMBER ELECTIONS: Once the time for solicitation has expired, the relevant Regional Vice-President shall transmit electronic copies of the expressions of interest received within the specified time frame to all regional board members and convene one or more e-meetings to discuss prospective candidates for the office(s) and determine which of them meet the qualifications requirements. The Regional Vice-President shall notify applicants whose qualifications are deemed insufficient. The Regional Vice-President shall then prepare an electronic ballot listing the names of the qualified applicants in random order and include the CV and statement for each applicant listed.

#### G. VOTING PROCEDURE:

1. For vacant positions of the Executive Officers, the NEC shall distribute the ballot electronically to members of The Board with voting privileges set forth in Section H of this Article 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 simple majority of votes cast. In case of a tie, a coin toss should be used to break the tie. Following certification of The Board elections, the NEC Chair shall notify the President, who then in turn shall notify all members of the Board and all applicants listed on the ballot of the official results.
2. For vacant positions on any regional board, the relevant Regional Vice-President shall distribute the ballot electronically to all regional board members 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 Regional Vice-President shall tally the votes and certify the successful applicants on the basis of a simple majority of votes cast. The Regional Vice-President shall then prepare a summary of the election and the successful candidates which shall be shared with all applicants, regional board members, the NEC Chair. The NEC Chair shall review the summary and either certify the results or notify the Regional Vice-President of problems or issues that need to be addressed. The NEC Chair shall share the certified summary and names with the President, who then in turn shall notify all members of the Board.



H. VOTING PRIVILEGES: Board members in permanent status who shall be entitled to vote in elections for new members of the Board are as follows:

- President
- President-Elect
- Immediate Past President
- Advisory Council Chair
- CEO, CFO, CAO, and CTO
- Vice-Presidents

Voting privileges are conditioned on being a current Association member in good standing.

I. PREPARATION OF AN ELECTION RECORD: For each election for Executive Officers and members of the Board, the NEC Chair shall prepare a brief summary of the election process and forward it to the President and the Secretary for archiving in the Association's official records. The President shall communicate any changes to the membership.

J. EMERGENCY POWERS OF THE BOARD: Under extraordinary circumstances, the stability and continuity of the Association's leadership structure may unexpectedly be destabilized by the loss of the President and/or President-Elect prior to expiration of their term of office. Where a two-thirds majority of the Executive Officers deem such circumstances to have occurred, the Executive Officers may exercise their discretion to petition the Board to temporarily suspend the election process requirements set forth in these Bylaws and propose the appointment for the remainder of the term of an interim President and/or President-Elect. Any person proposed for such appointment under these emergency powers shall be a current member of the Board, and his or her proposed interim appointment shall be approved by a two-thirds vote of the Board. At the conclusion of such interim appointment which shall coincide with the expiration date of the previous incumbent's appointment under these provisions, the following shall apply:

1. Where the President-Elect replaces the President, under the terms of these emergency proceedings, such President-Elect shall, upon expiration of the term of the replaced President, remain in the position of President for an additional two-year term consistent with the term of office of a duly elected President-Elect.
2. Where the President-Elect position becomes vacant, either created by the emergency elevation to President, or by any other means, the President-Elect vacancy shall be filled through the procedures outlined in Section VI of these Bylaws.

## VII. DETERMINING A QUORUM

- A. A minimum of one-third of the voting members of the (a) Executive Officers, (b) The Board, or (c) any committee, shall constitute a quorum, such quorum shall require the participation of two Executive Officers. This requirement may only be waived by the request of a majority of the Executive Officers.
1. To determine the number of members required to constitute a quorum, (whether it is a meeting of the Executive Officers, the Board, or any committee), only members of the entity that participate and/or are present during the discussion (if any) may be considered for the purpose of determining the quorum.
  2. Should a matter only be considered by electronic means without any discussion, this requirement can be waived.
  3. The President, with a simple majority of the Executive Officers, shall be authorized to specify a higher than one-third approval threshold for individual matters considered to be of extraordinary importance and reflect a high level of commitment of Association resources and/or capacity.
  4. Where the number present at a face-to-face meeting is fewer than that required for a quorum, the officer or member of the Board conducting the meeting may approve the live participation of the additional required members virtually. When a member participates through these means, they must be present during the entire meeting to include the discussion and vote.

## VIII. ADVISORY COUNCIL

- A. **AUTHORITY AND COMPOSITION:** The Executive Officers 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 appointed by the Executive Officers and subject to having successfully completed a full term of service. The composition of the Advisory Council shall be representative of the international courts and justice system community served by the Association.
- B. **FUNCTION:** The function of the Advisory Council shall be limited to providing advice unless otherwise requested either by the President or other officer and

coordinated and facilitated through the Advisory Council Chair. Under no circumstances will the Advisory Council be required or requested to engage in conducting official Association business or collectively voting on Association activities or initiatives. These restrictions shall not apply to the Advisory Council Chair in his or her capacity as an Executive Officer or member of the Board. In its advisory capacity, the Advisory Council shall advise the President, Executive Officers, and the Board on policy and related matters as requested.

- C. **TERMS:** The Chair and members of the Advisory Council shall serve two-year terms of office. The term of the Chair may be extended for a second term at the discretion of the Executive Officers. The initial term of members may be extended for a second term at the discretion of the Chair. In extraordinary circumstances, Advisory Council members and the Chair may be invited to serve more than two terms.
- D. **PROCESS:** When the President or other officer wishes to seek the advice or counsel of the Advisory Council, the request shall be directed orally or in writing to the Advisory Council Chair who will forward the request to all Advisory Council members and request their input via email or telephone. After hearing from as many members as possible under the time constraints, the Chair will collate and summarize the responses either orally or in writing and forward them to the Executive Officers unless otherwise directed.

## **IX. MEMBERSHIP CATEGORIES AND ELIGIBILITY**

- A. **CATEGORIES:** The Association shall provide for two categories of membership: individual and organizational.
  - 1. **INDIVIDUAL:** Individual memberships shall be extended to those persons directly or indirectly involved in the professional administration of justice who meet the membership qualifications. An individual that was previously employed in a position that was associated with the professional administration of justice is eligible to be a member of the association and may vote, hold office and serve on committees. An individual that is employed by a vendor, contractor or professional association and that individual has not been previously employed in a position that was associated with the professional administration of justice is eligible to be a member of the association but may not hold office or serve on a committee or vote unless approved by the Executive Officers and memorialized in the minutes.
  - 2. **ORGANIZATIONAL:** Organizational membership may be extended to those non-profit organizations, public or private, that share the Association's mission and its goals and objectives subject to the discretion of the Executive Officers.

- B. MEMBERSHIP QUALIFICATIONS AND FEES: Any membership qualifications and changes to them shall be discussed and proposed to the Executive Officers. Membership fees and changes to them shall be discussed and proposed by the Executive Officers and approved by a majority vote of the Board. All fees received by the Association shall be deposited into the general operating account of the Association.
- C. DISCOUNTED FEES: The Association recognizes significant variations in the relative wealth of countries in the global community and that court systems in less-developed countries often operate on limited budgets which constrain what judicial and court staff are paid. The Board may reserve the right to selectively waive the dues requirement for Organizational members.
- D. REVIEW OF MEMBERSHIP ELIGIBILITY: Any question regarding the eligibility of an individual's or an organization's qualifications for membership shall be reviewed by the Executive Officers. The Executive Officers will determine the individual's or organization's eligibility and their determination will be final.

## X. MEETINGS

- A. GENERAL POLICY: The global reach of the Association and the distances that separate its members and officers mandate a policy of minimizing the face-to-face meetings of its Executive Officers, The Board, Committees, Advisory Council, and membership in general to the extent reasonable and possible to minimize travel costs. As a matter of policy to conserve Association funds, these bylaws contemplate the extensive use of electronic communication and social media such as e-mail and the electronic transmission of documents in electronic format. Other means of conducting formal meetings include telephone and video conference calls.
- B. TRANSACTING ASSOCIATION BUSINESS: The Association will conduct the majority of its business transactions via meetings of its Executive Officers and the Board. Whenever economically feasible, in-person meetings of the Association shall be scheduled to coincide with international conferences or conventions of judicial and court officials. Special meetings of the Executive Officers, the Board, Committees, Advisory Council, or membership may be held at any time or place as may be designated by the President and a simple majority of the Executive Officers.
- C. FREQUENCY:
  - 1. EXECUTIVE OFFICERS: The Executive Officers shall meet at least every three months at a time and, where applicable, location designated by the

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

2. THE BOARD: The Board shall meet at least every six months at a time and location designated by the President in consultation with the Executive Officers. Such meetings may be conducted either virtually 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 Officers in consultation with the Board.
- E. NOTICE: Notice of each in-person meeting of the Board stating the place, date and hour thereof shall be transmitted electronically by the Secretary to the Association 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 in-person meeting.

## **XI. VOTING AND RESOLUTIONS**

- A. SIMPLE MAJORITY: Except as otherwise provided in these Bylaws, formal actions transacted at meetings of the Executive Officers, the Board or any committee, 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 Officers for extraordinary circumstances.
- B. VOTING MEANS: Voting electronically such as via e-mail, fax or other means will be acceptable for transacting business by the Executive Officers or the Board, any committee, only when no discussion on the matter occurs. When discussion on the matter occurs, provision C of this section shall be required.
- C. VOTING RIGHTS: The right to vote shall extend to those officers (except those appointed in a temporary capacity), members of the Board, or member of the appropriate committee who are granted voting privileges by Article VI, Section H, as confirmed in Article VI, Section G and shall be entitled to one vote. The following requirements are to be followed for all meetings of the Executive Officers, the Board, or any committee:
1. Executive Officers or members of the Board must be present in person, by phone, virtually or any other means that allows for them to participate in discussions to be eligible to vote on a matter.
  2. Voting by proxy is not permitted.

## **XII. LOSS OF MEMBERSHIP**

- A. **TERMINATION:** The membership status of any person or association that fails to pay dues within three months or 90 calendar days after the due date thereof, providing notification of payment required has been delivered electronically or otherwise, shall thereupon terminate, subject to readmission on such terms as the Membership Committee shall establish with the approval of the Executive Officers.
- B. **NON-TRANSFERABLE:** Individual membership in the Association shall not be transferable or assignable to any other persons.

## **XIII. DONATIONS**

- A. **DEFINITION:** The Executive Officers or the Board, may accept grants, sponsorships, and bequests for the accomplishment of their objectives.
- B. **PROHIBITIONS:** Neither the Executive Officers nor the Board shall accept any gifts, grants, sponsorships, 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 seeks to coerce or manipulate the Association or its officers and Board members, or (iii) have the effect or are perceived as having the effect of undermining the Association.

## **XIV. REMOVAL**

- A. Any officer(s) or member(s) of the Board shall be removed by two-thirds majority vote of the Executive Officers for malfeasance or misfeasance in the performance of official Association duties or otherwise in his or her profession, with appropriate notice and in accordance with applicable statutes.

## **XV. GEOGRAPHICAL REGIONS**

- A. The Association's seven geographic regions are as follows:
  - 1. Africa representing all sub-Saharan countries in the African Continent; (need to add a footnote here that lists all the countries of sub-Saharan Africa)
  - 2. Central and South Asia representing all countries in Central Asia as designated;<sup>ii</sup>
  - 3. Europe representing all countries in Western, Central, and Eastern Europe;

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<sup>ii</sup> Afghanistan, Armenia, Azerbaijan, China, Georgia, Kazakhstan, Kyrgyzstan, Pakistan, Tajikistan, Turkmenistan and Uzbekistan.

4. Middle East and North Africa representing all countries in the Middle East and Northern Africa as designated;<sup>iii</sup>
5. North America, including the Caribbean;
6. South and Central America, including Mexico; and
7. South-East Asia as designated and Australia and New Zealand.<sup>iv</sup>

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<sup>iii</sup> Algeria, Bahrain, Egypt, Jordan, Iran, Iraq, Israel, Kuwait, Lebanon, Libya, Morocco, Oman, Palestine, Qatar, Saudi Arabia, Syria, Tunisia, Turkey, United Arab Emirates and Yemen

<sup>iv</sup> Australia, Bangladesh, Bhutan, Brunei, Cambodia, Federated States of Micronesia, Fiji, India, Indonesia, Kiribati, Laos, Malaysia, Marshall Islands, Myanmar, Nauru, Nepal, New Zealand, Palau, Papua New Guinea, Philippines, Samoa, Solomon Islands, Sri Lanka, Taiwan, Thailand, Tonga, Tuvalu, Vanuatu, and Vietnam.