

**Bylaws
of the
International Academy of Trial Lawyers**

(Adopted at Ojai, California on March 7, 2024)

ARTICLE I

Fellows

SECTION I

The Academy and Its Purpose

The International Academy of Trial Lawyers (the “Academy” or “IATL”)

The IATL is an international fellowship of lawyers whose mission is to protect and promote the rule of law. The Academy is a fellowship of the best trial lawyers as measured by skill, experience, ethics and civility. It represents both sides of the trial bar: prosecutors and defense lawyers in criminal cases; plaintiff and defense counsel in civil litigation. While the majority of Fellows come from the United States, the Academy also includes lawyers from other jurisdictions. Fellowship is by invitation only, and trial lawyers are invited to become Fellows only after an extremely careful vetting process. In the same way as no one seeks Fellowship, no Fellow seeks a position as a Director or Officer but is invited to serve.

IATL affirms the importance of the following Core Values:

- The rule of law is essential to a civilized society and democracy;
- Equal justice should be accessible to all;
- A legal profession where judges and lawyers are held to the highest standards of competency, integrity, and civility.

IATL’s Strategic Initiatives are as follows:

- **Impact:** Develop meaningful programs and partnerships to promote the rule of law globally;
- **Diversity:** Cultivate a diverse membership through inclusive outreach and practices;
- **Member Development and Engagement:** Grow membership while fostering a thriving; culture of fellowship, delivering unparalleled value, and cultivating opportunities for members to engage in;
- **Awareness:** Promote awareness of IATL and its programs.

SECTION II **Membership**

The number of Fellows in the Academy from the United States shall not exceed five hundred (500) Fellows who are under the age of seventy-five (75) years.

This number excludes Emeritus, Judicial, and Honorary Fellows.

Fellows who are seventy-five (75) years of age or more shall not be counted for purposes of the restriction in number set forth in this Section but shall have all the rights, privileges, and responsibilities of the Fellows of the Academy.

Fellows may be selected for membership from countries other than the United States without restriction in number.

SECTION III **Qualifications for Fellowship**

Any Fellow in good standing may propose for Fellowship a candidate believed to be well-qualified, other than a member of his or her family or law firm. The candidate may reside outside the state or country of the sponsoring Fellow.

Fellows must be trial lawyers duly licensed to practice in the state and federal courts, at the trial or appellate levels, or in accordance with the rules and requirements of the licensing authority in the country in which they reside. At the time of admission to the Academy, candidates must have been admitted to practice law for a minimum of twelve (12) years and be principally engaged in trial or appellate practice. To be admitted, the candidate must be demonstrated to possess to an exceptional degree, the following qualifications: (1) superior skill and recognized ability in trial or appellate practice; (2) a history of engaging in activities which promote the best interests of the legal profession, and the highest standards and techniques of advocacy; and (3) excellent character and absolute honesty and integrity.

In addition to the classification known as Fellows, the Fellowship shall also include Emeritus Fellows, Judicial Fellows, and Honorary Fellows.

SECTION IV **Suspension or Expulsion**

1. **Obligation of self-notification.** Where a Fellow becomes aware of a matter that calls into question his or her fitness to remain a Fellow of the Academy, he or she shall with all due expedition notify the President or the Secretary-Treasurer in writing.
2. **Notification where a Fellow is disbarred or suspended from practice.** In each instance where a Fellow has been disbarred or suspended from practice before any

court, or is sanctioned or disciplined by his or her supervisory authority, and notwithstanding the possibility of any appeal, the Fellow shall, with all due expedition, provide to the Secretary-Treasurer of the Academy a detailed statement in writing of the nature of the alleged misconduct that formed the basis for the disbarment or suspension, along with a copy of any findings of misconduct issued by the disciplinary authority or court.

3. **Automatic cessation of membership.** Fellows who are disbarred by final order from the practice of law shall automatically cease to be a Fellow. Such Fellows shall return their plaques to the Executive Office of the Academy, shall be removed from the roll of Fellows, and shall discontinue representing themselves as Fellows of the International Academy of Trial Lawyers.
4. **Power of Board of Directors to suspend.** The Board of Directors may suspend a Fellow, pending final decision by the Board in accordance with these Bylaws.
5. **Consequences of suspension.** A Fellow who is suspended shall have none of the rights and privileges of a Fellow, and the President may appoint any other Fellow to perform the role and responsibilities of any suspended Fellow as officer, member of a committee, or State Chair.
6. **Disciplinary action not resulting in disbarment.** When charges of misconduct against a Fellow have been the subject of a final, not-further-appealable finding or determination by any disciplinary authority or a court, but such charges have resulted in disciplinary action less than disbarment, the Board of Directors may in its discretion act upon such final findings or determination without need for further evidence or hearing.
7. **Power to conduct a hearing.** In all other matters (other than suspension), the Board of Directors shall, if it considers that fairness so requires, (1) conduct a hearing; or (2) refer the matter to a Committee of the Board with instructions that it conduct such investigation and/or hearing(s) as it deems appropriate, and thereafter report to the Board on its investigation as it deems appropriate. In the event that the Board of Directors or a Committee duly appointed by the Board under this Section determines that a hearing shall be conducted, the Secretary-Treasurer shall, at least thirty (30) days before any scheduled hearing date, notify the Fellow in writing of the time and place or mode of the hearing and the matters to be considered at that time and provide the Fellow with copies of any material that the Board or Committee proposes to take into account. Written notice shall be sent by registered or certified mail to the office address of the Fellow, marked "personal and confidential," or if the Fellow does not then have an office address, to the last known address of the Fellow. The hearing may be conducted electronically, or the matter may be decided upon written materials as the Board or Committee considers appropriate. The Fellow shall be given appropriate opportunity to present his or her position personally or through a representative at the time and place of the hearing of the Board and/or its Committee.
8. **Investigation by committee of the Board of Directors.** If the Board has appointed a

Committee to investigate the matter, then after due consideration, the Committee shall recommend appropriate action by the Board with regard to such matters.

9. **Powers of the Board of Directors.** The Board may expel or request the voluntary resignation of any Fellow for conduct which it finds to (1) be inconsistent with the Rules of Professional Conduct of the relevant jurisdiction applicable to the Fellow, (2) injure or bring discredit to the Academy or to the profession, or (3) for conduct inconsistent with the purposes of the Academy or the qualifications for membership of the Academy as set forth in its Bylaws.
10. **Reservation to the Board of Directors of the power to take disciplinary action.** The power to take disciplinary action is expressly reserved to the Board of Directors. Such action shall require a quorum and a vote of two thirds of those present and voting.
11. **Petitions for reinstatement.** A former Fellow who has been suspended or expelled, or who has resigned pursuant to a request of the Board, may petition the Board for reinstatement. The Board of Directors, providing a quorum is present, may reinstate such Fellow by three quarters vote of those present and voting on the subject provided the Admissions Committee first reports that the applicant meets the criteria for admission.

SECTION V

Resignation

A Fellow may resign by sending written notice thereof to the Academy's office.

SECTION VI

Specialty Membership

1. **Emeritus Fellows.** A Fellow may apply to the Executive Committee to be elected an Emeritus Fellow. The prerequisite for becoming an Emeritus Fellow shall be good standing as a Fellow for at least ten years; such Fellow must have terminated active trial and appellate practice by reason of retirement, disability (in which event the 10-year Fellowship requirement is waived), or other reason deemed sufficient; and such Fellow must gain or receive no income from the practice of law including alternative dispute resolution services. Election of an Emeritus Fellow is by approval of the Executive Committee. If an Emeritus Fellow ceases to be qualified for Emeritus status, e.g., by returning to gaining or receiving income from the practice of law including alternative dispute resolution services, they shall immediately notify the Secretary-Treasurer and resume paying dues.
2. **Judicial Fellows.** A Fellow may apply to the Executive Committee to be elected a Judicial Fellow. The prerequisite for becoming a Judicial Fellow shall be good standing as a Fellow; such Fellow must have terminated active trial and appellate practice by reason of having become a member of the judiciary. Election of a Judicial Fellow is by approval of the Executive Committee. A Judicial Fellow remains a judicial fellow

notwithstanding retirement from the Bench. However, a Judicial Fellow who returns to active law practice shall notify the Secretary-Treasurer promptly and shall revert to being a Fellow.

3. **Honorary Fellows.** The Board of Directors may also elect as Honorary Fellows, in accordance with the procedure laid out in these Bylaws, individuals who are not Fellows, but who are active or former members of the legal profession, legal academia, or active or former members of the judiciary or are, or have been prominent in public service, who have made an exceptional contribution to (a) the administration of justice, (b) the advancement of human rights, (c) the promotion of democracy or the Rule of Law or (d) the peaceful resolution of disputes between peoples. Election of an Honorary Fellow is by majority vote of the Board. A nomination for Honorary Fellowship may be made by any Fellow to the Admissions Committee, which will then provide a detailed report on the nominee to the Board at least 14 days before its consideration of the candidate.
4. **Global Colleagues.** The Board of Directors may also elect as Global Colleagues individuals who are not Fellows but who are lawyers or judges in other countries that have a system of justice that does not closely model the common law system. The goal of inducting Global Colleagues is to expand the reach and fellowship of the Academy, exchanging and sharing knowledge with lawyers from different legal systems, and promoting and supporting the Rule of Law. It shall be the purview of the Admissions Committee to determine which countries shall be subject to the admission criteria for Fellows or Colleagues.
5. **Emeritus, Judicial, and Honorary Fellowship privileges:** Emeritus Fellows, Judicial Fellows, and Honorary Fellows shall be governed by the Bylaws of the Academy and shall be entitled to all privileges of the Academy except election as an officer or member of the Board of Directors. They shall have the right to vote on all questions submitted to the Fellowship including election of members of the Board of Directors, and on other matters for consideration at any annual, mid-year, or special meeting, but they shall not be required to pay dues. Emeritus, Judicial, and Honorary Fellows may otherwise be appointed to committees, programs, and all other initiatives of the Academy.

ARTICLE II

Directors

SECTION I

Number of Directors

The elected Board of Directors shall consist of no fewer than twenty (20) nor more than fifty-five (55) Directors, not including Officers and Past Presidents. At least five (5) members of the Board shall be elected from countries other than the United States. The members of said Board

shall, on the day following their election, immediately enter upon the performance of their duties and shall continue in office until their respective successors shall be duly elected. The administration of the property and the conduct of the business of the Academy shall be vested in the Board of Directors. Officers and Past Presidents shall also serve *ex officio* as voting members of the Board of Directors.

SECTION II

Election of Directors and Term

At the general assembly of the annual meeting, the Fellows shall elect Directors equal to that number of Directors whose terms have expired, for a term of three (3) years, staggered so that an approximately equal number of Directors' terms expire each year. The Nominating Committee shall present nominees for consideration for election to the Board. Further candidates may be nominated by any Fellow at the Annual Meeting. A Director from the United States may serve up to three (3), three-year terms for a total of nine (9) years, consecutive or otherwise.

The absence of an elected Director from four (4) consecutive meetings of the Board, without justification acceptable to the Board, may be deemed a resignation by that member from the Board and permit the Board to declare a vacancy. Whenever any vacancy shall be so declared the same will be filled by appointment by the President until the next annual meeting, at which time a Fellow shall be elected to fill the unexpired term, if any.

SECTION III

Duties of Directors

In addition to the other powers and duties herein prescribed, the Board (a) may make rules for the conduct of Fellows and the use of Academy property; (b) shall approve the budget; (c) shall approve the management contract with the Executive Director, or the corporation providing the services of Executive Director, to the Academy and all amendments thereto; (d) may receive reports from the Officers and such other persons as the President shall commend to the Board; (e) shall provide for the custody and keeping of the Academy's records; (f) may designate the place where the business and affairs of the Academy shall be conducted; (g) may create standing committees; and (h) may do any and all other things proper and necessary to promote the affairs of the Academy and protect the interests and welfare of its members.

SECTION IV

Meetings of the Board of Directors

1. **Annual Meeting.** The annual meeting of the Board of Directors shall be held at the site of the Academy's annual meeting at an hour designated by the President.
2. **Mid-year and Special Meetings.** Mid-year and special meetings of the Board of Directors shall be held at such times and places as the President may designate or at such other time and place as may be designated, in writing, by not less than twenty-five (25) members of the Board of Directors.
3. **Resolutions.** Any director may present a resolution for consideration by the Board by

submitting the resolution in writing to the Secretary-Treasurer at least twenty-one (21) days before a Board meeting. Such resolution shall be included in, or added to, the notice of the meeting and notified by the Secretary-Treasurer to the Board. Only resolutions included in the Notice of Meeting may be resolved upon at the meeting. The notice period may be abridged or suspended in the case of any motion by vote of the Board or Executive Committee. The notice period does not apply to amendments to motions proposed before or in the course of a meeting.

4. **Notice of Meetings.** Notice of meetings of the Board of Directors shall be communicated in writing to each member of the Board at least ten (10) days in advance of said meeting. Notice of special meetings shall also include the special purpose of such meeting. Notice of meetings shall include details of the business to be transacted and the supporting reports and documentation. The President may for special reason to be stated in the notice, abridge the period aforesaid in respect of any meeting.
5. **Meetings by telephone or other electronic means.** Directors may attend and vote by telephone or other electronic means. For reasons specified, the President may convene a meeting of the Board to be conducted entirely by electronic means.

SECTION V

Quorum

Fifteen (15) members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE III

Officers and Executive Committee

SECTION I

Officers

The Officers of the Academy are President, President-Elect, Vice-President, Secretary-Treasurer, Dean, and Secretary of International Relations.

SECTION II

Method of Election

The Board of Directors shall elect all Officers at the Annual Meeting. The Nominating Committee shall present nominees, who are current or former Board members, to the Board of Directors for consideration for election as Officers. Further candidates may be nominated by any Board member.

The election of new Officers shall be held at the Board meeting preceding the annual meeting of the general membership. A majority vote at a meeting at which a quorum for the transaction of business is present shall be necessary to constitute an election.

The new Officers shall take up their appointment at the annual business meeting on Saturday of the annual meeting at which they are elected, and each Officer's term will expire at the same time at the next annual meeting.

SECTION III Duties of Officers

The duties and powers of the Officers of the Academy shall be as follows:

President. The President shall be responsible, under the direction of the Board and the Executive Committee, for the day-to-day management of the affairs of the Academy. The President shall preside as Chair of the Board of Directors, the Executive Committee, and all meetings of the Academy. The President shall appoint committee members. The President shall be an *ex officio* member of all committees with the right to vote. At the annual meeting of the Academy, and at such other times he or she deems appropriate, the President shall communicate to the Academy, the Board of Directors, and other Officers of the Academy such matters, and make such suggestions, as tend to promote the welfare and usefulness of the Academy, and shall perform such other duties as are incident to the office of the President of the Academy.

The President may, from time to time, with the advice and approval of the Executive Committee, issue a public statement on behalf of the Academy.

1. **President-Elect.** In the absence of the President, or if that office shall become vacant, the President-Elect shall assume all responsibilities of the President and shall preside at all meetings of the Academy, the Board of Directors, and the Executive Committee.
2. **Vice-President.** In the absence of the President-Elect, the Vice-President shall assume all duties and responsibilities of the President-Elect. If the office of President-Elect becomes vacant, the Vice-President shall succeed and become the President-Elect. In tandem with the Executive Director and relevant Chairs, the Vice President shall assist with overseeing existing IATL programs and reviewing new projects, initiatives, and collaborations, and shall report on the same as required to the Executive Committee.
3. **Secretary-Treasurer.** The Secretary-Treasurer shall keep, or cause to be kept, a record of proceedings of all meetings of the Board of Directors and a roll of the Board members and Officers in attendance. The Secretary-Treasurer shall keep a current roster of all Officers, Board of Directors, and Committee members. The Secretary-Treasurer shall keep a roll of all Fellows, Emeritus Fellows, Judicial Fellows, and Honorary Fellows. The Secretary-Treasurer shall, insofar as permitted by law and with the consent of the Fellow concerned, arrange for a current list of the names of all Officers, Board of Directors, Committee members, and all Fellows, Emeritus Fellows, Judicial Fellows, and Honorary Fellows, to be publicly available on the website of the Academy. Under the direction of the Board, the Secretary-Treasurer shall oversee the collection and disbursement of funds of the Academy and shall cause to be kept regular

accounts in books belonging to the Academy, which shall be open for inspection by any member of the Board and shall cause the said accounts to be audited as required in accordance with good practice. At each meeting of the Board of Directors, the Secretary-Treasurer shall report in writing the balance of money on hand and any existing appropriation which may affect the same. At the Annual meeting, the Secretary-Treasurer shall report the financial transactions of the Academy for the past year, shall provide a copy of any audit report obtained in the past year, and shall perform such other duties as may be assigned to the Secretary-Treasurer by the Board of Directors.

4. **Dean.** The Dean of the Academy shall address the annual meeting on a subject of his or her choosing relevant to advancing the Rule of Law or trial advocacy.
5. **Secretary of International Relations.** The Secretary of International Relations shall Chair the International Relations Committee and oversee and promote the international activities of the Academy, including its international collaboratives.

SECTION IV

Re-Election

All Past Presidents shall be ineligible to serve as President, President-Elect, Vice-President, or Secretary-Treasurer of the Academy.

SECTION V

The Executive Committee

The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary-Treasurer, Dean, the immediate Past President, Secretary of International Relations, the Chair of the Admissions Committee, and the Chair of the State, Province, and Country Chairs Committee and up to two At-Large appointments made by the President. All members of the Executive Committee shall have an equal vote. The Executive Committee may be called into session from time to time by the President as the needs of the Academy may require. Between meetings of the Board of Directors, the Executive Committee shall, as required, conduct the business and affairs of the Academy.

ARTICLE IV

Dues

SECTION I

Admission Fee

The Board of Directors shall determine the admission fee to be paid by newly elected Fellows.

SECTION II
Annual Dues

The Board of Directors shall, from time to time, determine the amount of annual dues to be paid by Fellows and Colleagues. Dues for newly admitted active Fellows shall be pro-rated in accordance with the date of induction into the Academy. Any Fellow who is suspended by the Board shall not be liable to pay dues while suspended but shall not be entitled to a refund of any dues. Any Fellow who resigns or is expelled shall not be entitled to any refund of dues.

SECTION III
Arrears

Fellows who fail to pay their dues within ninety (90) days from the date payment becomes due shall be given written notice of such delinquency. Such notice shall be given by both post and e-mail. If payment is not received within thirty (30) days thereafter, a second such written notice of delinquency shall be sent. If payment is not received within thirty (30) days after the second written notice, the matter may be referred by the Secretary-Treasurer to the President or the Board of Directors for such action as it deems appropriate under the circumstances. Fellows asked to resign for non-payment of dues or other reason shall return their plaques to the Executive Office of the Academy, shall be removed from the roll of Fellows, and shall discontinue representing themselves as Fellows of the International Academy of Trial Lawyers.

ARTICLE V

Meetings of the Academy

SECTION I
Annual Meetings

An Annual Meeting of the Fellows of the Academy for the transaction of all business shall be held at such time and place as may be decided upon by the Board of Directors. Notice of such meeting shall be communicated in writing to each Fellow not less than thirty (30) days prior to the date appointed for said meeting. The notice shall set forth the place, date, time, and general purpose of the meeting.

SECTION II
Mid-Year and Special Meetings

A Mid-Year or special meeting of the Academy may be called by the President or by the Board of Directors. Notice of such a meeting shall be given in the same manner as for the Annual Meeting.

SECTION III
Quorum

The attendance of fifty (50) Fellows of the Academy shall be necessary to constitute a quorum for the transaction of business at any Annual, Mid-Year, or special meeting.

SECTION IV
Voting

Each Fellow of the Academy who is present and in good standing shall be entitled to vote for the election of members of the Board of Directors at the annual meeting, and on all other matters at Annual, Mid-Year, or special meetings.

SECTION V
Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Calling for attendances
2. Reading of minutes
3. Reports of Officers
4. Reports of committees and chairpersons of programs
5. Election of Officers at Board of Directors Meeting (Annual Meeting)
6. Unfinished business
7. New business

Any questions as to the propriety or order of business shall be decided by the President without debate. This order may be changed or altered by vote of a majority of the Fellows present.

SECTION VI
Procedure

Robert's Rules of Order (Revised) shall govern all meetings of the Academy, except as otherwise herein provided.

SECTION VII

Resolutions

Any Fellow may present any resolution pertinent to the Academy or to the legal profession by submitting the resolution in writing to the Secretary-Treasurer at least twenty-one (21) days before an Annual, Mid-Year, or special meeting. Such resolution shall be included in, or added to, the notice of the meeting and promptly notified to the Board. If the Fellow concerned is not a member of the Board, he or she may be invited by the President to address the Board on the resolution in advance of its consideration by the general meeting. The President may refer the resolution to such committee(s) as the President may designate for consideration. The Board or the committee to which the resolution has been referred may recommend to the Board of Directors and/or the general membership at the Annual Meeting whatever action is deemed appropriate. Only resolutions duly notified as aforesaid may be resolved upon at the meeting.

ARTICLE VI

Committees

SECTION I

Admissions Committee Composition.

The Admissions Committee shall consist of the Secretary of International Relations, the Admissions Committee Chair, and twelve (12) Fellows. The twelve (12) Fellows appointed to the Committee shall be divided into three classes with four (4) Fellows in each class. The term of each class will be three (3) years, staggered so that the President each year shall appoint one class, with the term beginning after the Annual Meeting. The President, having consulted the Executive Committee, shall appoint as Chair for a three (3) year term a Fellow who has at any time served for at least year as a member of the Admissions Committee.

In addition, the President shall have the authority to appoint two (2) Fellows to the Committee from countries other than the United States to serve as at-large members of the Committee for a three (3) year term. The President may appoint the immediate past Admissions Committee Chair as an *ex officio* nonvoting member of the Admissions Committee for a one (1) year term. Members of the committee, except for the two (2) at large members, shall not be eligible to serve consecutive terms.

A quorum of the Committee shall consist of eight (8) members.

Except for the two (2) at large members, absence from three (3) consecutive meetings of the Admissions Committee may be deemed a resignation. If a vacancy on the Committee occurs for any reason, the President shall appoint a replacement for the remainder of the unexpired term.

The Committee shall meet at least semi-annually to consider and pass upon qualification of candidates for Fellowship. Members of the committee who are unable to attend the meeting may submit their views of the candidates to the committee for consideration by other committee members at the meeting. However, only those members in attendance at the meeting of the committee shall be entitled to vote.

1. **Procedure.** The procedure to be followed for the election of all candidates for admission shall be as follows:

To be eligible for induction as a Fellow, a candidate must be approved by the Admissions Committee both in Phase I and Phase II, in accord with the Admissions Committee rules, policies, and procedures. Following approval in Phase II, the candidate shall be invited to complete a Personal Inquiry Questionnaire (PIQ), and the answers thereto shall be considered by the President who shall, in the light of same, decide whether to approve the candidate for induction.

Upon approval of the PIQ, the President shall notify the Board of the candidates approved for Fellowship. Any Board member may object to any candidate by written objection for reasons stated within 30 days from the date of notification. If any objection is made the Board shall convene to consider the objection. In the absence of any objection within the aforesaid 30 days the candidate shall be deemed elected. All proceedings of the Admissions Committee shall be strictly confidential, including all letters, poll responses, reports incident to the nominations, discussions of the nomination, and the votes of the committee.

2. **Induction to Fellowship.** The President shall notify candidates of their approval for Fellowship. Induction into Fellowship of candidates from the United States shall take place within one year of notification at an Annual, Mid-year, special, or international meeting of the Academy. Candidates from countries other than the United States shall be inducted within three (3) years or as otherwise determined by the Executive Committee. Failure to appear for induction as set forth above, without justification acceptable to the Executive Committee, shall terminate the candidate's eligibility for Fellowship in the Academy. Candidates shall have their attention drawn to this provision of the By-Laws by the President when notified of their approval for Fellowship. Notwithstanding this provision any Fellow actually inducted shall be deemed eligible.

SECTION II

Nominating Committee

The President shall appoint a Nominating Committee of no fewer than five (5) members from the Board of Directors. Anyone serving on the Nominating Committee shall be ineligible for consideration as a candidate. The Nominating Committee will present the names of nominees for consideration for election as Officers by the Board of Directors. The Nominating Committee shall also present the names of nominees to be considered for election to the Board of Directors by the general Fellowship at the Annual Meeting. At any time up to a closing date for nominations to be fixed by the President, and to be no later than eight (8) weeks before the date of the Board Meeting scheduled to be held at an Annual Meeting, any Fellow may, without the knowledge of the Fellow concerned, by written communication addressed to the President, nominate a fellow for consideration by the Nominating Committee as a candidate either generally, or for a specific appointment, and give reasons to support the nomination. The President will, on or about the closing date for nominations, transmit such nominations to

the chair of the Nominating Committee. Without prejudice to the discretion of the Nominating Committee to nominate the nominees it considers to be the most appropriate, the committee shall consider and pay due regard to such nominations. The closing date for nominations shall be duly notified to all Fellows by email at least twelve (12) weeks before the date of the Board Meeting scheduled to be held at an Annual Meeting.

SECTION III

Budget and Finance Committee

The Budget and Finance Committee shall consist of the Secretary-Treasurer, immediate past Secretary-Treasurer, and nine (9) Fellows. The nine (9) Fellows shall be divided into three classes of three (3) Fellows in each class. The term of each class will be three (3) years, staggered so that the term of three (3) members will expire each year.

Immediately following the Annual Meeting, the President shall appoint three (3) Fellows to the Budget and Finance Committee for a term of three (3) years, replacing the three (3) members whose terms have expired, and shall designate the Chair and Vice-Chair of the Committee. On the adoption of this article, the existing members may continue and complete their terms notwithstanding the numbers in each class as specified above.

Three (3) members of the Committee shall constitute a quorum.

The absence of a committee member from three (3) consecutive meetings of the Budget and Finance Committee may be deemed a resignation. If a vacancy on the committee occurs for any reason, the President shall appoint a replacement for the remainder of the unexpired term.

This committee shall study and supervise the finances of the Academy. It shall study and analyze the sources and adequacy of income and expenditures; and shall prepare and present to the Board at Annual Meetings a line-by-line budget of projected income and expenditures for the ensuing year which, when approved, shall govern all the Officers, Board of Directors, and the Fellowship.

After adoption of the budget no changes therein shall be permitted except as follows: if an emergency or hardship arises requiring immediate action involving \$5,000.00 or less, the President may authorize such change. If the amount involves more than \$5,000.00, the change may be authorized by the Executive Committee. An electronic or voice vote of the Executive Committee may be conducted by the President to approve any budgetary changes. Any changes authorized hereunder shall be reported at the next Board meeting.

SECTION IV

State, Province, and Country Chairs Committee

The State, Province, and Country Chairs Committee shall have primary responsibility to identify qualified prospective Fellows from each state in the United States, and from other Countries, and where appropriate provinces within such other countries, for consideration as Fellows and International Fellows. The President and State, Province, and Country Chairs

Committee Chair shall appoint at least one Fellow to serve as State Chair for each state in the United States or allow one Chair to represent multiple states where there is not a Chair from a particular state. The President and State, Province, and Country Chairs Committee Chair shall attempt to appoint Fellows from other countries to serve on the committee and, where there are enough Fellows to warrant it, shall attempt to appoint Fellows from individual states or provinces within such other countries. The committee shall seek out, recommend, and sponsor for admission to the Academy those trial lawyers that they consider to be exceptionally qualified and shall assist the Admissions Committee in gathering information necessary to pass on their qualifications for Fellowship.

SECTION V

International Relations Committee

The International Relations Committee shall be chaired by the Secretary of International Relations and shall consist of twelve (12) Fellows, the President-Elect, and the Vice-President. The twelve (12) Fellows appointed to the committee shall be divided into three (3) classes with four (4) Fellows in each class. The term of each class will be three (3) years, staggered so that the terms of four (4) Fellows will expire each year.

Except for the two (2) at large members, absence from three (3) consecutive meetings of the International Relations Committee may be deemed a resignation. If a vacancy on the committee occurs for any reason, the President shall appoint a replacement for the remainder of the unexpired term.

The committee shall oversee and promote the international activities of the Academy, including its international collaboratives.

SECTION VI

Standing Committees

The Board of Directors shall determine the names and numbers of the Standing Committees. The President shall make appointments as set forth above.

SECTION VII

Special Committees

The President may appoint Special Committees of the Academy for one (1) year terms.

SECTION VIII

Other Committees

The President may appoint such other Ad Hoc administrative and meetings committees as the Board of Directors may authorize or as the President may deem useful.

ARTICLE VII

Academy Programs

The Academy may establish, and modify or terminate, such programs as it considers are conducive to the advancement of its purposes. The objects or mission of such programs and a scope of work shall be established in advance and may be modified from time to time with the approval of the Executive Committee or the Board. The President may appoint, from time to time, one or more Chairs of such programs. The Program Chairs shall keep the Executive Committee and the Board informed of their plans and activities.

ARTICLE VIII

Awards

The Board, on the recommendation of the Executive Committee, may institute such awards to be made by the Academy either periodically or otherwise as it sees fit. All awards shall be made on foot of a vote of the Board of Directors. Any proposed candidate for an award may be nominated by a Fellow by submitting a nomination in writing to the President and Executive Director at any time, accompanied by a detailed written description of the proposed candidate and why the proposed candidate is deserving of the award. The Executive Committee shall, with the assistance of the Executive Director, separately investigate and report to the Board on the suitability of the proposed candidate for the award in question.

ARTICLE IX

Amendments to Bylaws

SECTION I

Requirements for Amending Bylaws by Board of Directors

The Board of Directors may amend the Bylaws, or adopt new Bylaws, by majority approval by a quorum of electronic voters (if the proposal is submitted to an electronic vote) or by vote at a meeting of the Board. Notice of special matters subject to an electronic vote shall contain a detailed explanation of the matters to be voted on by the Board of Directors and shall be provided electronically to all members of the Board of Directors. Directors will be given adequate time to submit an electronic vote, and the dates for submitting an electronic vote will be clearly stated. Appropriate measures will be employed to ensure a fair and accurate balloting process.

SECTION II

Requirements for Amending Bylaws by Fellows

Fellows of the Academy may amend the Bylaws by a majority electronic vote, provided that the proposed amendment(s) is mailed or emailed by the IATL Executive Office to each Fellow of the Academy at least ten (10) days prior to the commencement of the electronic voting.

ARTICLE X

Executive Director

The Academy shall have an Executive Director who shall be responsible for providing the day-to-day administrative services to the Academy under the control of the Board and the Executive Committee. The Executive Director, or his or her nominee, shall attend all meetings of the Board and the Executive Committee, and together with the President shall be responsible for the preparation and circulation of the agenda for each such meeting together with the supporting materials in advance of each such meeting.