



BY-LAWS

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**BY-LAWS OF THE
INTER-AMERICAN BAR ASSOCIATION**

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BY-LAWS OF THE INTER-AMERICAN BAR ASSOCIATION

CHAPTER I

NAME AND EXECUTIVE HEADQUARTERS

Article 1. The name of this Corporation is the Inter-American Bar Association (hereinafter referred to as the "Association" or the "IABA").

Article 2. The Executive Headquarters of the Association shall be located in the City of Washington, District of Columbia, USA, at such location as may be fixed by the General Assembly or by the Council from time to time.

CHAPTER II

PURPOSES

Article 3. The purposes of the Inter-American Bar Association shall be:

a. To establish and maintain relationships among bar associations and other organizations of attorneys at both the national and local level in the various countries of the Western Hemisphere in order to create an appropriate forum for the exchange of ideas;

b. To develop the science of the Law in all of its aspects, especially in the field of comparative law; to promote the progressive development of the Law and the harmonization of legislation within the region, so as to achieve uniformity, wherever appropriate; and to promote the diffusion of greater understanding of the Law;

c. To promote the rule of law and the improvement of the administration of justice through the establishment and maintenance of independent judicial systems in all countries of the Hemisphere;

d. To promote through the methods described above and through juridical practicable means consistent with the Association's democratic commitment, the preservation and defense of human rights

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and liberties for the peoples of the Hemisphere which flow from the democratic principles upon which their countries were established;

e. To seek the ethical strengthening and ennobling of lawyers, and to encourage professional relationships among jurists from the Hemisphere; and

f. To bring its members together in periodic conferences to consider matters of interest to the legal profession and to carry out the purposes of the Association.

CHAPTER III

MEMBERS OF THE ASSOCIATION

SECTION 1. TYPES AND CLASSIFICATIONS OF MEMBERS

Article 4. The following shall be Members of the Association:

a. "National Associations", "Local Associations", and "Other Organizations of Attorneys" which, having met the applicable requirements, have been duly admitted as members.

b. Founding Associations, which are bar associations which were founding associations of the IABA.

c. "Corresponding Associations", which are associations of Lawyers which represent a country or a group of lawyers outside the Hemisphere and which meet the requirements established in these By-laws.

d. Institutional Members, consisting of law firms which meet the requirements established in these By-laws.

e. Individual Members, who are lawyers of good reputation from countries of the Hemisphere who, after meeting the entrance requirements, have duly been admitted as members.

f. Corresponding Individual Associate Members, who are lawyers of good reputation and citizens and residents of countries outside the Hemisphere who meet the requirements established in these By-laws.

g. Honorary Members, who are distinguished lawyers who, by decision of the Council; have been admitted to honorary membership in recognition of their professional achievements and service to the IABA. The number of honorary members and the circumstances of their election shall be established by the Council.

Article 5. Member Associations shall be classified as follows:

a. The term "National Association" means a bar association of an independent country or of a self-

governing territory or other self-governing political entity, which:

(1) Is the recognized representative at the national level of the majority of bar associations of that country, territory or political entity; or

(2) Has been officially designated by the laws of that country, territory or political entity as the national bar association; shall have all the prerogatives, rights, and obligations which pertain to National Associations under these By-laws; or

(3) Whenever there is no National Association within a given country, self-governing territory or other self governing political entity which meets the criteria in subparagraph (1) or (2) above, then the Council may designate the bar association in that country, territory or entity which has the most members, or another bar association in that country, territory or entity, as the "National Association" for purposes of representing it at the Conference and in the Council. Unless otherwise clearly indicated by the context, all references in these By-laws to "National Associations" shall be understood to include associations designated pursuant to this subparagraph (3).

b. Each "National Association" which meets the requirements of subparagraph (1), (2), or (3), above, shall have all the prerogatives, rights, and obligations which pertain to National Associations under these By-laws.

c. If, after a local bar association or other bar association has been a founding member, if the association another out of qualified national bar association applies for recognition as National Association, within, the IABA, the latter association, upon presenting the required application, may be admitted, by majority vote of the Council, as a National Association with the status of representative of the country or territory in question. In such case, the original founding association shall be designated as a "Founding Association" with the right to be separate representation of one vote in the General Assembly and a seat on the Council.

d. The term "Founding Association" means a founding member association of the IABA which no longer is a National Association member of the IABA, and which is in good standing with the Association.

e. The term "Local Association" means an association of lawyers of a state, province, territory, city or any other political subdivision of an independent country or of a self-governed territory or political entity, which does not represent lawyers throughout the country, territory, or entity.

f. The term "Other Organizations of Attorneys" includes national and local groups of lawyers of this Hemisphere that are devoted to specialized areas of the law, as well as such other groups as the Council of the Association may determine.

g. The term "Corresponding Association" encompasses those bars associations which represent countries or groups of attorneys located outside the Americas or the Caribbean region.

h. The term "Institutional Members" refers to law firms whose members are lawyers of good reputation, interested in the legal profession and in the practice of law in countries in the hemisphere.

Article 6. Individual Members shall be classified as follows:

- a. "Junior Members" are lawyers who have been admitted to practice law for less than five years.
- b. "Members" are lawyers who have been admitted to practice law for five years or more, but who have not been members of the IABA for at least five consecutive years.
- c. "Senior Members" are lawyers who have been admitted to practice law for five years or more and who have been members of the IABA for at least five consecutive years.
- d. "Life Members" are lawyers who have been elevated to this category, who have been members of the IABA for at least twenty years and who have paid the fee established pursuant to Article 95.
- e. "Student Members" are persons who are completing their last two years of law school or who have completed their legal studies but have not yet been admitted to practice law. No one may be a Student Member for more than three years.
- f. "Other Members". From time to time, the Council may establish special categories of individual members whose financial support of the IABA merits special recognition. Such categories include, but are not limited to, "Contributing" and "Sponsoring" Members.

Article 7. Corresponding Individual Associate Members are lawyers from countries outside the Western Hemisphere. They shall be classified as Junior Members, Members, or Senior Members, in accordance with the criteria provided in subsections a, b, c, e, and f of Article 6, above.

SECTION 2. ADMISSION OF MEMBERS.

Article 8. Any eligible national, local, corresponding, or other bar association, or any eligible individual lawyer or law student, as defined in these Bylaws, may present an application for IABA membership to the Secretary General. The Council may require the applicant to provide such information as it determines necessary, and the Council may make such verification as it deems appropriate to determine the fitness of the applicant. Each application for individual membership must be endorsed by an individual member in good standing of the Association, who shall nominate the applicant for membership and certify the applicant's eligibility. Any intentionally false statement in an application or in supporting materials shall be grounds for rejection of the application, or, if the applicant already is a member, for expulsion.

Article 9. All applications for members and nominations shall be submitted to the Executive Committee for approval or rejection. Any application for an individual member must be endorsed by an individual member who is up to date within the Inter American Bar Association and will certify the eligibility of the same. The attached data will have the legal consideration of a Sworn Statement; so, any inaccurate statement, duly verified, will be sanctioned with the expulsion of the accepted member.

Additionally, accreditation of tuition, registration in the corresponding bar, bar or professional order will be required in those countries where said registration is mandatory for the practice of the legal profession.

In countries where membership is not mandatory or is only mandatory for certain levels of professional

practice, it will be sufficient to present an exequatur, professional qualification or other equivalent official document confirming that the person is legally authorized to practice law in his jurisdiction.

Article 10. All individuals and associations which are IABA members at the time of the adoption of these By-laws shall continue as members without the need for further application or approval.

SECTION 3. MEMBERS' RIGHTS AND OBLIGATIONS.

Article 11. National, Founding, Local, and Other Associations, as well as Institutional Members, in good standing, shall have the following rights:

- a. Participation, through their delegates, at the General Assembly. National Associations shall have three votes and Founding, Local, and Other Associations shall have one vote.
- b. Receipt of all of the Association's official publications.
- c. Proposing and presenting statements, projects, resolutions, and suggestions of any kind to the appropriate bodies of the Association.
- d. In addition, National Associations and Founding Associations are entitled to a seat on the Council with the right to speak and with one vote.
- e. Institutional Members shall have the right to participate in IABA conferences through up to three (3) delegates who will register at the Conference for the same fee as individual members, and shall have the right to participate fully in committee and section meetings. At the general assembly, the delegates of institutional members shall have the right to voice, but no vote.

Article 12. Individual Members, Corresponding Individual Associate Members, and Honorary Members, in good standing, shall have the following rights:

- a. Attendance at the Association's Conferences, with the right to participate in the meetings and other activities of the various Committees and Sections.
- b. Receipt of all of the Association's official publications.
- c. In addition, Individual Members shall:
 - (1) Have the right to hold office in the Association's Committees and Sections;
 - (2) Be entitled to vote in the Committees and Sections, of which they are members, for the approval of resolutions and in other deliberations; be entitled to recommend Committee and Section officers; and where authorized by the Council, to vote for the election of Committee or Section officers;
 - (3) Be entitled to vote at sessions of the General Assembly solely for the thirty Councilors who represent the individual members on the Council; or for amendments to the Articles Incorporation or to these By-laws, or for motions to dissolve the Association;

(4) Be entitled to be elected as a member of the Council representing the Individual Members of the Association, in accordance with these By-laws; and Be entitled to be elected as an Officer of the Association, in accordance with these By-laws.

Article 13. Each National Association shall be requested by the Secretary General, at least ninety days before the holding of each Conference:

- a. To report the number of the Association's active members, individual and institutional; and
- b. To provide a statement regarding whether it continues to be qualified as a National Association as defined in these By-laws.

Article 14. Each member of the IABA shall have the obligation:

- a. To comply with the Association's Articles of Incorporation and these By-laws;
- b. To pay corresponding membership dues and other fees in accordance with these By-laws;
- c. to respect the decisions and resolutions of the General Assembly and the Council;
- d. To carry out such tasks as may be duly assigned to them by the proper authorities of the Association;
- e. To collaborate in the study of problems which directly or indirectly affect or concern the purposes of the Association; and
- f. To comply with such decisions pertaining to them as the Association, within the limits of its authority, shall have made.

Article 14.1 In any article or section of these Bylaws in which reference is made to Individual Members, said reference shall include Corresponding Individual Associate Members, who shall thereby have the rights and obligations of the Individual Members, without limitation or restriction, for purpose of these Bylaws.

SECTION 4. RESIGNATION.

Article 15. Any member may resign from the Association by communicating his decision, in writing, to the Secretary General. Failure to pay membership fees for a period of three (3) consecutive years will result in the automatic loss of membership status. Without prejudice to the foregoing, the interested party may request his readmission, which will be subject to the approval of the majority of the members present at the corresponding session.

SECTION 5. SUSPENSION, SEPARATION, AND READMITTANCE OF MEMBERS.

Article 16. The Council may suspend or expel for just cause any member by means of a two-third's vote of those members present and voting, after granting the member the right to be heard.

Article 17. Any member who has been suspended or separated may be readmitted to membership by means of the affirmative vote of two-thirds of the Council members present and voting at the corresponding session.

Article 18. Any individual who ceases to be a member of the IABA shall thereby lose all membership rights, privileges, and other benefits.

SECTION 6. LIMITED LIABILITY.

Article 19. No member of the Association, shall, as a result of his membership, be liable for any debt or obligation of the Association.

CHAPTER IV

GOVERNING BODIES AND OFFICERS

SECTION 1 - GENERAL PROVISIONS

Article 20. The National and Founding Associations and the Individual Members as defined in these By-laws, when meeting in General Assembly shall constitute the supreme authority of the Association.

Article 21. The affairs of the Association shall be administered by the Council and by the Executive Committee.

Article 22. The Officers of the Association shall be: President, First Vice-President, the immediate past President, Secretary General, Secretary, Treasurer, General Reporter and such other officers as may be provided for in accordance with these By-laws.

SECTION 2. CONFERENCES AND GENERAL ASSEMBLIES

Article 23. The Association shall meet annually in Conference at a date and place selected by the Council, upon recommendation of the Program Committee, or by decision of the Executive Committee when necessary. Provided, however, that no more than eighteen months shall elapse between Conferences.

Article 24. Agenda. The agenda for each Conference shall be prepared by the Council or, if the Council so directs, by the Executive Committee. The Secretary General shall duly notify all member associations, other organizations, and all individual members of the proposed agenda to be discussed at any meeting of the Conference.

Article 25. Regulations. Regulations for the conduct of each Conference shall be adopted by the Council at its meeting immediately preceding the Conference. Such regulations shall be proposed and submitted for the approval of the Council by the Secretary General and shall not be inconsistent with the Articles of Incorporation and these By-laws.

Article 26. The Conference shall be constituted whenever the total membership of the Association is called

to meet along with the members of its directing organs, at which time papers presented to and by its academic and professional Committees and Sections will be debated.

Article 27. The Conference shall consist, in addition to the members of the Council and the officers, of as many delegates from each member association as they may desire, and of individual members, corresponding associates, and non-member invitees.

Article 28. The General Assembly shall be in session whenever, during the Conference, a meeting is held of the individual members, and the member associations and Founding Associations registered at the Conference who collectively constitute the Association's supreme authority. In these General Assembly sessions, the General Assembly shall consider and decide matters listed in the agenda which are within its authority.

Article 29. The Council or the Executive Committee may, if deemed convenient, and with advance notice of at least five months (i.e., at least 155 days), limit the maximum number of delegates to the Conference from member associations, with the exception of National and Founding Associations.

Article 30. In furtherance of and not in limitation of its inherent powers, the General Assembly shall have the following powers and duties:

- a. Decide definitively upon amendments to the Articles of Incorporation and to these By-laws.
- b. Elect the Council Members who are representatives of the individual members of the Association. In these elections, only individual members registered at the Conference may vote.
- c. Decide upon any controversy which may arise between various organs of the Association regarding the interpretation of the Articles of Incorporation or the By-laws.
- d. Decide any appeal by a member or organ of the Association from a decision of the Council, the Executive Committee, or the Committee of Justice and Honor.
- e. Delegate to the Council, the Executive Committee, or other officers of the Association such of its powers or duties as it may see fit.
- f. Decide upon the resolutions presented by the Association's Permanent Committees and Sections and by the Resolutions Committee of the Council.
- g. Adopt resolutions dealing with achievement of goals of the Association.
- h. Decide the dissolution or extinction of the Association and provide the bases for its liquidation.

Article 31. During the Conferences and in the Council meetings, the IABA shall encourage meetings of its member Associations to deal with matters that fall within their jurisdiction. As a result of such meetings, proposed resolutions may be submitted to the General Assembly in the same manner as those submitted by the IABA's permanent academic or professional Committees and Sections.

Article 32. Observers and Participants

a. **Observers.** The Council or the Executive Committee may invite individual lawyers, law professors, or associations of lawyers that are not members of the IABA, to attend meetings or Conferences as Observers. Such invitees shall have no right to vote in the proceedings.

b. **Participants.** Participants are non-members of the IABA who are invited to participate in the work of a specific Committee or Section or in the activities of the Conference. Such persons shall have no right to vote in the proceedings.

c. Registration requirements, conditions, and procedures for Observers and Participants shall be set forth in the Conference Regulations.

SECTION 3. THE COUNCIL.

Article 33. The Council shall have between 50 and 250 members.

Article 34. When the General Assembly is not in session, the affairs of the Association shall be conducted by the Council, which shall be composed of the following:

a. Ex-officio Council Members, who shall be:

(1) The President, the First Vice-President, all former IABA Presidents who maintain their individual member status, the Secretary General, the Secretary, the Treasurer, and the General Rapporteur.

(a) These Councilors, except former IABA Presidents, shall serve as Council members until the close of the next Conference following the Conference at which they are installed or until their respective successors are installed.

(2) The Presidents of those hemispheric organizations which have established relations of permanent cooperation with the Association such as The Inter- American Bar Foundation, The Inter-American Academy of International and Comparative Law, the Inter-American Copyright Institute.

(3) The representatives of all National Associations and Founding Associations. Each National Association and each Founding Association shall name one representative to the Council. This councilor shall be automatically replaced by the president of the National or the Founding Association whenever the latter is present at a meeting of the Council.

b. Elected Council Members, who shall be:

(1) Representatives of the individual members who shall be elected by the individual members.

(2) These Councilors shall be thirty in number, and in so far as it may be practicable, they shall be proportionately representative of the individual IABA members from each country.

(3) To be eligible to be a candidate for Councilor in this category, an individual must have served on a Permanent Committee or Section for a period of at least two Conferences or must have contributed

to the Association's objectives in a way that justifies the person's nomination. In addition, any members who wish to be nominated for the Council must be up to date in the payment of their membership dues.

(a) The Nominating Committee shall take note of each applicant's qualifications.

(b) The Council, for good cause, may modify the service requirements.

c. Semi-Permanent Councilors.

(1) Those Councilors who are elected in accordance with paragraph b., above, for three consecutive terms, shall thereafter continue to be semi-permanent members of the Council so long as they continue to be up-to-date in the payment of their individual membership dues in the Association, and if they personally attend at least three of the next six Council sessions held before and during the Conference where they are again designated as semi-permanent Council members.

(2) The post of Semi-Permanent Councilors shall not be considered as any past of the 30 posts filled in accordance with subparagraph b. (2), above.

(3) For purposes of this paragraph c, the meeting of the new Council held at the end of a Conference shall not constitute a session of the Council separate from the session held during the course of the Conference.

(4) A semi-permanent Councilor who has been designated as such for three consecutive terms but is not designated again in the following conference for not having satisfied the requirement of personally attending at least three of the six Council sessions held before and during the following conference, may be designated again as semi-permanent Council for just cause admitted by the Council. A person may invoke this provision only once.

d. Council Member Emeritus

Present and former Council members who, for any reason, have ceased or subsequently cease the attendance requirement for membership as a "Semi-Permanent" Council Member set forth in Article 34, c of the Bylaws, and who: (i) are at least 65 years old; (ii) have been IABA individual members for at least twenty continuous years; and (iii) were Council members during at least 15 years, shall automatically become "Council Member Emeritus" with the right to attend and speak, but no to vote, at all Council sessions, so long as they are individual members in good standing of the IABA.

Article 35. A previously-announced session of the Council shall be held at each Conference, in the same city as the Conference, immediately after the election of the new Council, at the call of the President or the Secretary General, for the purpose of electing the officers of the Association, except the Immediate Past President and the President, and to attend to such other business as might be brought to its attention. All other sessions of the Council shall take place at such times and places and pursuant to such notices as the Council or the Executive Committee may from time to time determine.

Article 36. The President of the Association shall be the President of the Council. In the absence of the President, the First Vice-President shall preside at Council meetings. In the absence of both the President and the First Vice-President, the Council shall choose from among those Councilors present a President Pro Tempore. If possible, the President Pro Tempore shall be chosen from among the Vice Presidents

present at the meeting. The Secretary General, if present, or the Secretary, or any of the Assistant Secretaries, shall serve as Secretary at Council meetings.

Article 37. The Council shall elect the Nominating, Programming, Finance, and Resolutions Committees as set forth in Chapter V of these By-laws. In addition, the Council shall, from time to time, establish such other permanent and temporary committees and task forces as it deems appropriate.

Article 38. Between Conferences of the Inter American Bar Association, the Council or, failing that, the Executive Committee, while the Council is in recess may exercise all powers and initiate all legal actions, compatible with the Articles of Incorporation and with these By-laws, which do not require action on the part of the General Assembly.

SECTION 4. THE EXECUTIVE COMMITTEE.

Article 39. The Executive Committee will have the powers, authority and duties prescribed in these By-Laws; it will be the managerial director of the Association and will have other powers and duties that the Council may give it from time to time. Additionally, it will be in charge of the direction, administration and progress of the Association all when the Council is not in session. In this way, the Executive Committee will enjoy all the powers that prevent these By-laws for its authority; and, as managerial director of the Association, it will issue the administrative regulations that allow this attribution to be managed efficiently.

- I. Notwithstanding the foregoing, the Council will maintain at all times the institutional supremacy over the Executive Committee, retaining the full, exclusive and non-delegable power to review, approve, modify, suspend, revoke or annul any decision, action, resolution or regulation issued or executed by the Executive Committee, whether administrative, financial, normative or of any other nature. No attribution conferred on the Executive Committee may be interpreted as a limitation, restriction or displacement of the superior powers that correspond to the Council under these By-laws. The Executive Committee shall at all times be subject to the control, supervision and supervision of the Council, and shall be held accountable on a regular basis or when the Council so requires, without exception.

Article 40. The Council may delegate to the Executive Committee any of its powers, and it may authorize the Executive Committee to exercise all powers of the Council between sessions of the Council, except those relating to the admission and expulsion of members as provided in these By-Laws or those relating to the amendment of the Articles of Incorporation or these By-Laws or for the dissolution of the Association as provided in the Articles of Incorporation and these By-Laws.

Article 41. The Executive Committee shall be composed of: the President of the Association who shall act, ex officio as President of the Executive Committee; the First Vice President; the Immediate Past President; the Secretary General; the Secretary; the Treasurer; the General Rapporteur, and five Council members who must:

- (A) Have been or acted as a member of the Council in the last two (02) consecutive periods;
- (B) Have personally or virtually attended the two (02) Conferences preceding the Conference in which they are elected to the Executive Committee.
- (C) Any member of the Executive Committee, with the exception of the president, will incur an

automatic resignation from their positions, in the event that without just because they do not attend two consecutive sessions or three interspersed sessions.

Article 42. All members of the Executive Committee, with the exception of the President and the immediate past President, shall be elected by the Council at its first meeting immediately following the close of each Conference.

Article 43. The Executive Committee shall meet at such times and in such places designated by the President or when a simple majority of its members requests such a meeting.

Article 44. The President of the Association shall preside over the sessions of the Executive Committee and shall prepare the agenda for each of its sessions. The President shall oversee the fulfillment of the responsibilities as well as the resolutions of the Committee. In the event of a tie in the voting, the acting President of the Executive Committee shall cast two votes.

Article 45. The Executive Committee shall keep minutes of its sessions. These minutes shall be sent to the members of the Council, signed by the individual who presided over the session.

Article 46. The Executive Committee shall submit to the Council at each Council session a written report of all of the Executive Committee's activities and shall send a copy of that report to the Secretary General for filing.

SECTION 5. OFFICERS AND EMPLOYEES

Article 47. The officers of the Association shall be: The President, who shall always be its official representative; the First Vice-President; the immediate past-President; the Secretary General; the Vice-Presidents; the Secretary; the Treasurer; and the General Rapporteur.

Article 48. In addition, the Council may name assistant secretaries, assistant treasurers, parliamentary officials, and other assistants in accordance with these By-Laws.

Article 49. The members designated to occupy the positions listed in Articles 47 and 48 shall have the rights, powers, and responsibilities established in these By-Laws.

Article 50. All candidates to fill the posts listed in Article 47, with the exception of the Vice-Presidents, shall be individual members of the Association, and, with the exception of the Secretary General and the General Rapporteur, must have served as Council members for the last three Council sessions.

Article 51. The First Vice-President shall automatically become President upon the expiration of the term of the then current President who, in turn, shall automatically become the immediate past President.

Article 52. The presidents of the National Associations shall be Vice-Presidents of the Association.

Article 53. Those persons who have held the office of President of the Association shall be ineligible to be elected again to that office or to be elected as First Vice-President.

Article 54. The President. The President shall be the chief executive officer and shall have all the powers and duties of the chief executive officer of similar associations, which shall include the following:

- (1) He shall be the official representative of the Association.
- (2) He shall preside at meetings of the Executive Committee, of the Council, and at Conferences or General Assemblies of the members.
- (3) He shall be an ex-officio member of the Executive Committee.
- (4) He shall carry out or superintend the carrying-out of the resolutions of the Council or Executive Committee in furtherance of the objectives of the Association.
- (5) He may call meetings of the Executive Committee.
- (6) He shall furnish to the Executive Committee and the Council such information as they may require.
- (7) He shall keep himself informed of the activities of the Secretary General, the Secretary, the Treasurer, and the Executive Committee.
- (8) He shall make such recommendations to the Secretary General, Secretary, and Treasurer as he may consider necessary or desirable for the furtherance of the Association's objectives.
- (9) He shall perform such other duties as the Articles of Incorporation and these By-Laws may prescribe, as well as those which the Executive Committee or the Council may, from time to time, assign to him.
- (10) He may delegate to the First Vice President the presidency of the Council, and to both the First Vice President and the Past President any other duties he deems appropriate.

Article 55. The First Vice-President. The First Vice-President shall have the following powers and duties:

- (1) He shall be an ex-officio member of the Executive Committee.
- (2) He shall assist the President in the discharge of his duties, and he shall execute those tasks entrusted to him by the President, the Executive Committee, or the Council.
- (3) He shall substitute for the President in the event of absence, resignation, or incapacity.

Article 56. The Immediate Past President. The immediate Past President shall have the following functions and duties:

- (1) He shall be an ex-officio member of the Executive Committee.
- (2) At each Conference, he shall be the Chairman of the Nominating Committee.

(3) He shall advise the President at the latter's request or on his own initiative, concerning Association matters.

(4) He shall perform such tasks as the President of the Association requests of him or the Council entrusts to him.

Article 57. The Other Vice-Presidents. The other Vice-Presidents shall, in addition to the rights and duties prescribed by these By-laws, have such other rights and duties as the Executive Committee may from time to time determine.

Article 58. The Secretary General. The Secretary General shall have an office at the Executive Headquarters of the Association and shall perform the usual duties of the office, including the following:

(1) He shall be an ex-officio member of the Executive Committee.

(2) He shall be the custodian of the records, stationery, and equipment of the corresponding offices.

(3) He shall prepare and maintain in current status a roster of all members of the Association and shall distribute the same and any additions to or revisions thereof to the members of the Association, from time to time; he shall also be responsible for the distribution of such other publications as the Council or the Executive Committee may from time to time direct.

(4) He shall serve as coordinator between the various bodies and officers of the Association.

(5) He shall send the notices of meetings of the Conference or General Assembly, the Council, and the Executive Committee.

(6) He shall supervise and instruct in the performance of their duties the Secretary and such Assistant Secretaries as may be elected from time to time.

(7) He shall keep minute books for the meetings of each of the bodies of the Association and shall sign such minutes, together with the presiding officer.

(8) He may appoint, after consultation with the host association, such committees as may be necessary and appropriate for the organization and holding of Conferences of the Association, and he shall propose Conference Regulations to the Council for adoption at its meetings immediately preceding the Conference.

(9) He shall have the supervision of all matters concerning the organization of the Conferences of the Association and the meetings of the Council and the Executive Committee.

(10) He shall perform such other duties as the Articles of Incorporation and these By-Laws may prescribe, as well as those which may be assigned to him from time to time by the Executive Committee or the Council.

Article 59. The Secretary. The Secretary shall be elected by the Council, to serve for the same term as the Secretary General. He shall assist the Secretary General in the performance of all of the duties of the office of Secretary General. He shall have authority to act for the Secretary General in the event of the absence, resignation, or incapacity of the latter. He shall perform all tasks entrusted to him by the Council or the Executive Committee, and he shall be an ex-officio member of the Executive Committee.

Article 60. The Treasurer. The Treasurer, subject to the direction of the Council, shall have the management of the moneys and properties of the Association, shall receive, deposit, and disburse the subscriptions of members and other funds, shall attend to the keeping of the accounts, and shall perform such further duties and have such powers as may be prescribed from time to time by the Council or by the Executive Committee. He shall keep the President, Secretary General, and Secretary informed at all times regarding the status of the Treasury and shall be prepared to present a report on the same at any meeting of the Association including any meeting of the Executive Committee, the Finance Committee, or the Council, and at the Conference. He may, by the direction either of the Council or of the Executive Committee, be required to give a surety bond in such amount as may be prescribed, the expense of which shall be paid from the funds of the Association. He shall be an ex-officio member of the Executive Committee.

Article 61. The Assistant Treasurer. The Council shall elect an Assistant Treasurer whose duty shall be to assist the Treasurer in the performance of the duties of his office. The Assistant Treasurer may likewise be required to give a surety bond in such amount as may be prescribed, the expense of which shall also be paid from the funds of the Association. If the Treasurer is not located in the city where the Executive Headquarters are located, the Assistant Treasurer shall be located in that city. The Council may elect more than one Assistant Treasurer, and in that event, it shall prescribe any further duties to be performed by such additional officer or officers.

Article 62. The General Rapporteur. The Council shall elect a General Rapporteur who shall be the officer responsible for coordinating, together with the Secretary General, the academic program and for compiling the official record of the Conference and of such meetings of the Council, Executive Committee, Committees, and Sections as may be held in relation to the Conferences, and shall perform such further duties as the Secretary General, the Executive Committee, or the Council may from time to time prescribe. At each Conference, he shall chair the Resolutions Committee. He shall be an ex-officio member of the Executive Committee.

Article 63. Other Officers, Employees, and Agents. The Council or the Executive Committee may, from time to time, elect or appoint such additional officers who as may be deemed necessary or desirable, and the appointing authority shall determine their powers and duties, as well as the period or periods during which they will act. They may also designate the employees and agents they consider suitable, under the conditions and with the economic compensations that will be determined from time to time. The Executive Committee or the Council may dismiss any agent or employee at any time with or without cause.

The dismissal without cause will be without prejudice to the contractual rights of that person, if any, and the appointment of that person will not in itself create contractual rights.

The Official Parliamentarian. In the case of the Official Parliamentarian, his functions will be ad-honorem. The Parliamentarian must be bilingual in Spanish and English and must also understand the other official languages of the IABA. The Parliamentarian may be re-elected as long as he is a member of the Council or the Executive Committee and is fulfilling his mission satisfactorily, in the indisputable opinion of whoever

is presiding over the meetings. Although the IABA does not have its own special procedural rules, the Parliamentarian will use the Articles of Incorporation, these By-Laws, the Regulations approved by the Association among which are the Rules of Parliamentary Procedure approved by the Council.

Article 64. The Officers' Powers and Functions. The powers and functions of the officers of the Association, as herein above specified, shall be subordinate to the power of the General Assembly or the Council, by resolution duly adopted, to prescribe, changes, or modify the powers and duties of those officers and agents with respect to any particular business or matter. Absent such resolution, the powers and functions previously specified in these By-Laws shall be considered to be in full force and effect.

SECTION 6. THE CONSULTATIVE COUNCIL.

Article 65. The Consultative Council shall be composed of all former presidents of the Association, who hold the title of honorary presidents of the Association. It aims to issue recommendations on those matters entrusted to it by the Council or the officers of the Association, as well as to make recommendations to the Council, on its own initiative, regarding matters that its members consider relevant.

Article 66. The Consultative Council of Honorary Presidents will elect a coordinator within its bosom. It may also elect other officers necessary for the performance of the functions of the Consultative Council.

Article 67. The members of the Consultative Council will act, whenever necessary, as the Honor and Justice Committee of the Association and, in this regard, will perform the functions that from time to time the Council of the Association or the Executive Committee assigns to them, for which purpose they will carry out their functions taking into consideration the Rules of the Consultative Council and the Code of Ethics of the Association.

Article 68. The Consultative Council shall send the Council, for the Council's approval, the Consultative Council's operational rules and any subsequent amendments thereto.

CHAPTER V

COMMITTEES OF THE COUNCIL AND THEIR PROCEDURES

SECTION 1. THE NOMINATIONS COMMITTEE

Article 69. During its first meeting at each Conference, the Council shall designate a Nominating Committee. Proposed members of the Committee shall be suggested by the President of the Association, in consultation with the Secretary General, the immediate Past President, and where possible in consultation with representatives of the National Associations and with representatives of the individual members. The Nominating Committee shall consist of one representative from each country present at the Conference. The immediate Past President shall represent his country and shall chair the Committee. The Secretary of the Association shall be the Minutes Secretary of the Committee, with voice but non-voting participation. In the event of a tie in the voting, the Chairman of the Committee shall have two votes.

a. The Committee shall evaluate and confirm the eligibility of the candidates to fill available seats in the Council and to fill officer positions in the Association.

b. The Committees shall formulate:

(1) A report to the General Assembly containing the Committee's recommendations on candidates for the Council who meet the eligibility requirements of Article 34, b, (2) and (3), above. The report shall comply with the requirements of these By-laws concerning the number and geographic composition of the Councilors which are proposed to be elected.

(2) A report to the new Council which meets immediately after the close of each Conference, containing the Committee's recommendations regarding candidates for the various executive and administrative offices listed in Article 47 with the exception of the President, the immediate past President and the Vice-Presidents.

(3) The Committee may also recommend members to occupy the positions referred to in Article 48, above.

SECTION 2. THE PROGRAMMING COMMITTEE

Article 70. There shall be a Programming Committee which shall be designated by the Council at the suggestion of the President of the Association in consultation with the Secretary General. A new Committee shall be designated at the end of every third Conference, after the election of officers in the first session of the Council held at the conclusion of the corresponding Conference. The Secretary General shall chair the Committee which shall serve for three Conferences.

a. The Committee shall be responsible for:

(1) enunciating the criteria for the selection of sites
for the various Conferences, Council meetings, and other regional activities which the Association holds.

(2) procuring and evaluating proposals from member
associations and individuals for the holding of Association activities at various places in the Hemisphere.

(3) making recommendations to the Council concerning
sites which should be designated for the holding of the various activities of the Association.

SECTION 3. THE FINANCE COMMITTEE

Article 71. There shall be a Finance Committee which shall be designated by the Council, at the suggestion of the President in consultation with the Treasurer. A new Committee shall be designated at the end of every third Conference, after the election of officers in the first session of the Council held at the conclusion of the corresponding Conference. The Treasurer shall chair the Committee, which shall serve for three Conferences.

a. The Committee shall be responsible for:

(1) reviewing and recommending to the Executive Committee the approval of the Association's annual operating budget.

(2) reviewing the annual report of the audit performed by the independent accountants of the Association.

(3) collaborating with the Treasurer in the discharge of his duties.

(4) making recommendations to the Council with regard to the finances of the Association.

SECTION 4. THE RESOLUTIONS COMMITTEE

Article 72. There shall be a Resolutions Committee which shall be comprised of the Chair of each permanent Committees, Section and academic group of the Association or in the absence of the Chair, of any one of its Vice-Chairs. The General Rapporteur shall chair the Committee.

a. The Committee shall be responsible for:

(1) enunciating the parameters for drafting resolutions;

(2) reviewing, modifying, integrating, harmonizing, consolidating, dividing, and proposing the approval or rejection of any draft resolution coming from a permanent committee, section or academic group of the Association.

(3) recommending to the General Assembly at each Conference the approval of those resolutions which it deems necessary and appropriate, either on its own initiative or originating from the permanent committees and sections or academic groups of the Association.

SECTION 5. ABSENCE OF COMMITTEE CHAIRMEN

Article 73. In the event that the officer or other person in charge of chairing one of the Council's committees is not present at the Conference, the Council shall designate a Chairperson Pro Tem for the committee involved. If the immediate Past President who is to chair the Nominating Committee is not present at the Conference, the Committee shall be chaired by the most recent former President in attendance. If no former Presidents are present, the Council shall designate any Council member as Chairperson Pro Tem of the Nominations Committee.

CHAPTER VI

QUORUMS, NOTICES, RESOLUTIONS, PROXIES, AND VOTING

Article 74. Quorum - General Assembly. A Quorum of the General Assembly shall consist of the delegates representing at least a majority of the National Associations registered at the Conference and of at least ten per cent of the individual members registered at the Conference.

Article 75. Quorum - Council meetings. In the first call, a third of the total number of Councilors referred to in Article 34 a, b and c (1), set out above, will constitute a quorum for the conduct of Council meetings; however, for activities that do not involve voting on motions, these may be treated without the quorum requirement, considering only those present. In the second call, the attendance of 15% of the Councilors registered as such will be required. The second call must be made on the same date of the first call, with an hour difference and in this way the meeting can be validly held and binding agreements can be adopted.

Article 76. Notice - Conferences and Councils. Any call for Council meetings must be made by written or electronic notification addressed individually to each of the members entitled to participate and vote in said meeting, which must clearly indicate the place, date, time and agenda of the meeting. The notice must be sent with a minimum period of ninety (90) days in advance of the date of the meeting, by personal delivery, registered mail, facsimile, e-mail or any other reliable means that ensures the individual receipt of the notice by the corresponding member.

Under no circumstances may the quorum provisions provided for in Article 75 be interpreted, applied or used to invalidate the right of participation and prior notification of all duly registered members of the Council. The absence of a valid notification to any authorized member may not be made up for by the mere concurrence of a quorum, nor deprive that member of his full right to be duly informed and summoned to the meetings.

It will be the express responsibility of the Secretary General to keep the contact details of all members of the Council updated, and to leave a documented record of the notifications sent, their receipt or, failing that, of the attempts made in a diligent and reliable manner.

Article 77. Waivers of Notice. Whenever a notice is required to be given to any member association or individual member under any provision of law, the Articles of Incorporation, or these By-Laws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member association or individual member at a meeting without objection to the lack of notice of such meeting, shall also waive notice by such member.

Article 78. Resolutions. The resolutions of the General Assembly shall be adopted by a simple majority of votes, unless the Articles of Incorporation or these By-Laws require a higher level of approval. These resolutions shall prevail over all others which may be adopted by other directing bodies or officers of the Association. The Resolutions proposed by the Permanent Committees and Sections shall be adopted by the General Assembly during each Conference on recommendation of the Resolutions Committee of the Council upon affirmative vote of a majority of the votes entitled to be cast at the General Assembly by the different categories of members present.

Article 79. Proxies. Proxies may not be used for votes in the General Assembly, the Council, or the Executive Committee.

Article 80. Voting. In the General Assembly and in the Council, a simple plurality vote in favor of a candidate is required in order for the individual to be elected. Unless otherwise provided in these By-laws, other decisions at General Assembly sessions and at Council meetings shall be by a simple majority of those present and voting.

Article 81. Bases for Voting at the General Assembly. Member Associations meeting in General Assembly during each Conference shall be entitled to vote on the following bases:

- a. The vote of each National Association shall have the value of three votes.
- b. Each Founding Association, each Local Association, and each "Other Organization of Attorneys", as defined in these By-laws shall have one vote.
- c. Individual members solely shall have the right to vote in accordance with Article 12, c (3) of these By-laws.

Article 82. Bases for Voting at Council Meetings. All Council Members shall have one vote.

CHAPTER VII

VACANCIES

Article 83. The First Vice-President shall perform the functions of the President of the Association whenever the latter is unable, for whatever reason, to perform his functions.

Article 84. If the office of President of the Association shall become vacant, the First Vice-President shall fill the vacancy.

Article 85. If the offices of President and First Vice-President shall become vacant, the Executive Committee shall appoint a President Pro Tempore, who, in turn, shall be confirmed in that position, or replaced by the Council at its next meeting. The President Pro Tempore shall function in that position only until the next Conference.

Article 86. Any other vacancies which occur at any time in any of the offices identified in Article 47 hereof shall be filled by the Executive Committee, and the officers thus chosen shall function until their respective successors have been elected and qualified by the Council at its next session.

CHAPTER VIII

PERMANENT COMMITTEES AND SECTIONS

Article 87. The Council or the Executive Committee as the representative of the Council, shall establish the Permanent Committees and Academic Sections and groups as may be necessary to further the purposes of the Association, and they may also establish other Committees, Sections, and groups as may be necessary to further the purposes of the Association. These Committees, Sections and groups shall function continuously and shall include insofar as practicable, at least one representative from each member country.

- a. Each Committee, Section and other academic groups shall have a governing body which shall include a Chair and at least two Vice-Chairs elected by the Council or, upon its failure to do so, by the

Executive Committee. The Committees and Sections may be authorized to adopt by-laws with prior approval by the Council, and to assess dues, in addition to the membership dues of the Association, in order to meet their expenses.

b. In each nation, national subcommittees composed of individual members of the respective Permanent Committees and Sections may be established, after obtaining authorization from the parent Committee or Section and the Council members of that nation. The proceedings and the conclusions of these subcommittees shall be delivered to the Permanent Committee or Section.

c. The Permanent Committees and Sections and other groups established by the Council or the Executive Committee may hold their meetings in the places and at the times they select in order to discuss matters within their jurisdiction. The results of their studies shall be submitted at the next Conference of the Association for final consideration.

Article 88. The number, subject-areas, functions, and duties of the Permanent Committees and Sections and other academic groups shall be determined by the Council in accordance with the following guidelines:

a. Generally, the Permanent Committees and Sections shall correspond to major areas of the law.

b. The Committees, Sections and other academic groups shall be sufficiently numerous to permit the serious study and organized discussion of discrete areas of the law, but shall not be so numerous so as to fragment or dilute the Association's human and material resources.

c. Each Permanent Committee, Section and academic group shall be responsible for organizing and carrying out at each Conference, and also between Conferences, an academic or professional program designed to deepen and expand the understanding of the subject area to which it is devoted.

d. Those Committees, Sections and other academic groups which do not fulfill their responsibilities as set forth in subparagraph c above should be eliminated or merged with other Committees or Sections, and those Chairs and/or Vice-Chairs who do not actively participate in the activities of their respective Committees, Sections and other groups should be replaced by the Council, or by the Executive Committee as the representative of the Council.

e. New Permanent Committees, Sections or other academic groups should be created only in response to a substantial interest on the part of a large number of members, clearly and continuously demonstrated over a significant period of time, in an area of the law which merits special treatment which cannot be provided by an existing Committee or Section.

Article 89. Every two years, during its meeting between Conferences, the Council shall appoint the Chairs and Vice-Chairs of each Committee Section and academic group. They shall remain in office for the next two years unless by reason of death, resignation, removal or any other reason a vacancy may arise. In that case the vacancy of the Chair shall be filled for the remainder of his term, by order of seniority, by one of the Vice-Chairs. The vacancy of a Vice-Chair shall be filled during the next meeting of the Council or of the Executive Meeting. Chairs and Vice-Chairs may be reappointed.

Article 90. The Chairs and Vice-Chairs of each Permanent Committee, Section and academic group shall serve as the official liaison between their respective Committee and Section or group, and the Council.

CHAPTER IX

OFFICIAL LANGUAGES

Article 91. The official languages of the Association shall be English, Spanish, Portuguese, and French.

Article 92. There shall be an official translation of the Articles of Incorporation and of these By-laws in all four official languages. The name of the Association in English is "Inter/American Bar Association"; the name of the Association in Spanish is "Federación Interamericana de Abogados"; the name of the Association in Portuguese is "Federacao Interamericana de Advogados"; and the name of the Association in French is "Federation Inter-Americaine des Avocats"

Article 93. All official documents and resolutions of the Association may be distributed in any of the official languages, upon request of the members, if the Association's financial situation so permits. At a minimum, they shall be printed and distributed in English and in Spanish.

CHAPTER X

EXPENSES, DUES, AND CONTRIBUTIONS

Article 94. The Association's general expenses shall be paid from revenues received from: dues payments by member associations and individual members; Conference, Council meetings, and Seminars; and from such other events and sources as the Council may authorize from time to time.

Article 95. Dues payment levels for the various types of Association members, as well as the revenue to be received as a result of the various events and sources referred to in Article 94, shall be set by the Council for action by the Treasurer and the General Secretariat. Membership dues shall be due and payable annually in advance. In fixing such dues, the Council need not fix uniform dues for all members but is authorized to graduate the dues of the various members upon such bases as may appear equitable to the Council. The dues thus fixed may be changed from time to time, but no such change shall become effective until at least six months after written notice thereof has been mailed to each member.

Article 96. Dues are payable in United States dollars or in the currency of the country of the association or individual member, at the current rate of U.S. dollar exchange.

Article 97. A member in default for six months or more in the payment of dues shall not be entitled to exercise the privileges of membership, and, in the case of member associations, their delegates shall not be recognized at the General Assembly. Nevertheless, the Council or the Executive Committee may, at either's discretion, remit or postpone the payment of the dues of any member, under special circumstances.

Article 98. The Secretary General may, with approval of the Council or the Executive Committee, receive contributions to the Association at any time.

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CHAPTER XI

PUBLICATION OF ACTIVITIES; NEWSLETTER

Article 99. The Council or the Executive Committee shall from time to time provide for the publication of the Association's activities and shall decide on the publication of any newsletter or journal, whether by the Association alone or jointly with any other organization. Only those resolutions that have been approved by the Council or by a Conference shall be approved for publication.

CHAPTER XII

DUTY TO REPORT

Article 100. Council members, Chairpersons of Permanent or Special Committees who receive specific assignments from the President of the Association, from the Executive Committee, and/or from the Secretary General shall submit written reports, as specific as possible, concerning the tasks that they have accomplished on behalf of the Association in the period between Conferences. The reports shall be delivered to the Secretary General one month prior to the date of commencement of each Conference, and the Secretary General then shall make such reports available to the Council. These reports shall necessarily be taken into account in evaluating candidates who aspire to occupy positions or functions in the IABA.

CHAPTER XIII

EXAMINATION OF BOOKS AND RECORDS

Article 101. The minutes of the various bodies of the Association shall be made readily available to all members in good standing. The Secretary General is authorized to make photocopies of requested portions, at the expense of the requesting party. Said minutes or certified copies of the same by the Secretary General shall be available for review by the membership during each Conference, under the supervision of the Secretary General.

CHAPTER XIV AMENDMENTS

SECTION 1 - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Article 102. The Council shall act upon proposals to amend the Articles of Incorporation provided that they have been originated:

- (1) Upon motion by the Council, or
- (2) Upon motion of three-member National Associations, or
- (3) Upon motion of one tenth of the totality of the member associations, or

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(4) Upon motion of 33% of the Council members who currently represent individual members of the Association.

- a. In order for any proposed amendment to the Articles of Incorporation to be included in the agenda for the next General Assembly, the proposal must be received at the General Secretariat not less than three months prior to the opening of the next Conference.

Article 103. Amendments to the Articles of Incorporation shall not be considered by the General Assembly unless they have previously been approved by the Council.

Article 104. In order for the General Assembly to approve a proposed amendment to the Articles of Incorporation, the following is required:

- a. The affirmative vote of at least two-thirds of the vote entitled to be cast by the member associations, including at least a simple majority of the votes entitled to be cast by the member National Associations, and
- b. The affirmative vote of at least fifty-one percent of the votes of the individual members registered at the Conference.

SECTION 2 - AMENDMENTS TO THE BY-LAWS

Article 105. These By-Laws may be amended by the Council, subject to ratification by the General Assembly which may ratify, modify, or reject the amendment. The Council shall act upon proposals to amend the By-Laws provided that they have been originated:

- (1) Upon motion by the Council, or
- (2) Upon motion of three member National and/or Founding Associations, or
- (3) Upon motion of one tenth of the totality of the member associations, or
- (4) Upon motion of 20% of the Council members who currently represent individual members of the Association, or
- (5) Upon suggestion of a two-third's majority of the Executive Committee.
 - a. In order for any proposed amendment to the by-laws to be included in the agenda for the next General Assembly, the proposal must be received at the General Secretariat not less than three months prior to the next Conference.

Article 106. In order for the General Assembly to approve a proposed amendment to the By-Laws, the following is required:

- a. The affirmative vote of at least 51 per cent of the votes entitled to be cast by the member associations, including at least a simple majority of the votes entitled to be cast by the member National Associations, and

- b. The affirmative vote of at least fifty-one percent of the votes of the individual members registered at the Conference.

CHAPTER XV

MISCELLANEOUS

Article 107. Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Council.

Article 108. Checks, Notes, and Contracts. The Executive Committee shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts, or other orders for payment of money; to sign checks, drafts, or other orders for payment or money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Article 109. Books and Records to be kept. The Association will maintain at its Executive Headquarters in the District of Columbia:

- (1) Correct books and complete books, as well as account records;
- (2) Minutes of the meetings of the General Assembly, the Council and the Executive Committee, as well as of any Committee that has the authority of the Council.
- (3) A record of the names and addresses of the members.

All books and records of the Association may be inspected by any member who has the right to vote for any appropriate purpose and at any reasonable time.

The Secretary General of the Association is responsible for compliance with this article, who will be obliged to exhibit and inform the Executive Committee, when required, about the state and situation of the corresponding books and records.

Article 110. Insurance. The Council or the Executive Committee may authorize the purchase of insurance on behalf of any Councilor, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a Councilor, officer, employee, or agent or agent or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

- a. In no case, however, shall the Associations indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the U.S. Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code). Further, if at any time the Association is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

Article 111. Loans to Councilors and Officers. No loans shall be made by the Association to its Councilors or Officers.

CHAPTER XVI

DISSOLUTION

Article 112. Any proposal to dissolve the Association shall follow the following procedure:

- a. First, the proposal must be approved by the Council.
- b. Second, the entire membership of the Association shall be notified of the Council decision recommending dissolution of the Association.
- c. Third, the proposal to dissolve the Association shall only be considered if the entire membership has been notified in writing of the proposal not less than 90 days prior to the next General Assembly or not less than 90 days prior to an extraordinary General Assembly convoked solely for that purpose.

Article 113. A proposal to dissolve the Association shall only be adopted by the General Assembly, if during a Conference or at an Extraordinary General Assembly convoked for that sole purpose; there is an affirmative vote of two-thirds of the votes allowed to be cast by the totality of the Member Associations. These votes shall include at least two-thirds of the votes allowed to be cast by the National Associations, at least two-thirds of the votes allowed to be cast by the other member associations, and Fifty/one percent of the votes cast by individual members present.

Article 114. Upon dissolution of the Association, the Council shall make provision for the payment of liabilities and necessary expenses and shall distribute all remaining assets as the Council shall determine, pursuant to a plan of distribution adopted by the Council.