



# **BY-LAWS**

## **INTERNATIONAL ASSOCIATION OF LAW SCHOOLS**

### **1. ARTICLE 1: OFFICES**

- 1.1. International Association of Law Schools (“Association”) may have offices, either within or outside the District of Columbia, as the Board of Governors (“Board”) may designate or as the affairs of the Association may require from time to time.

### **2. ARTICLE 2: MISSION and ACTIVITIES**

- 2.1. The mission of the Association is:
- (a) To foster mutual understanding of and respect for the world’s varied and changing legal systems and cultures as a contribution to justice and a peaceful world;
  - (b) To enhance and strengthen the role of law in the development of societies through legal education;
  - (c) To serve as an open and independent forum for discussion of diverse ideas about legal education;
  - (d) To contribute to the development and improvement of law schools and conditions of legal education throughout the world;
  - (e) To contribute to the better preparation of lawyers as they increasingly engage in transnational or global legal practice, and when they pursue careers other than private practice, including governmental, non-governmental, academic, and corporate careers;
  - (f) To share experience and practices regarding legal education.
- 2.2. The following activities may be undertaken:
- (a) Helping to educate students about diverse legal systems and cultures;
  - (b) Preparing graduates for transnational practice by encouraging international scholarly exchange and faculty and student exchange;

- (c) Serving as a clearinghouse for exchange of information about perspectives on law and legal education, law schools, curriculum issues, and pedagogy;
- (d) Stimulating intercultural and interdisciplinary research regarding law and legal education, law schools, curriculum and pedagogy;
- (e) Working with relevant entities to develop guidelines to adapt legal education to the needs of changing societies, including suggested best practices regarding international, transnational, and comparative curricula and teaching methods;
- (f) Publishing a scholarly journal on global legal education, a newsletter, and other appropriate materials;
- (g) Organizing international meetings on topics of general interest to legal educators;
- (h) Providing opportunities for law teachers in the same field to meet to develop curriculum and pedagogy recommendations for that field;
- (i) Assisting less financially endowed law schools to augment their teaching and learning resources;
- (j) Seeking grant funding to advance the mission and activities of the association;
- (k) Maintaining a website to facilitate distribution of materials and exchange of information;
- (l) Other activities that may be deemed appropriate by the General Assembly or the Board.

### **3. ARTICLE 3: MEMBERSHIP**

- 3.1. The Association will have voting and non-voting members.
- 3.2. The following types of educational institutions are eligible to become voting members:
  - (a) Schools, faculties, and departments of law offering a tertiary degree in law. Such degrees must be recognized by the local accrediting body as one of the prerequisites for admission to the practice of law in its jurisdiction;
  - (b) Educational institutions located in countries not requiring a law degree, if such institutions offer a tertiary legal education of no less than three years in length as a condition for admission to the practice of law in its jurisdiction;
  - (c) Educational institutions not included above but offering master's or doctoral degrees in law;
  - (d) Other educational institutions approved by the Board upon demonstrating to the satisfaction of the Board that such institution offers a program of instruction comparable in quality and scope to institutions eligible for membership under (a), (b), or (c), above.
- 3.3. The following are eligible to become non-voting members:
  - (a) associations of law schools or law teachers and,

- (b) other institutions that demonstrate to the satisfaction of the Board that such institution plays a significant role in legal education.
- 3.4. A Member may withdraw from membership at any time by providing a written notice of withdrawal to the Secretary-Treasurer. Dues will not be refunded.
- 3.5. Members do not have the right to amend or change these By-Laws.
- 3.6. Members are obligated to pay such dues, assessments, and fees (“Levies”), which the Board decides. The Board has the exclusive power and authority to make any changes with respect to the Association’s Levies.

#### **4. ARTICLE 4: GENERAL ASSEMBLY**

- 4.1. Every voting Member shall have one vote in the General Assembly, which shall be the ultimate authority of the Association, except as otherwise provided in these By-Laws.
- 4.2. The General Assembly is anticipated to meet once a year. This meeting may be in person or by electronic means, pursuant to procedures adopted by the Board. At least once every four years, it should be in person at a place and time fixed by an Annual Meeting Committee.
- 4.3. Regardless of the number of voting Members from any one country, no more than 10 percent of the vote totals in the General Assembly may be from any one country. All voting Member institutions may vote, but those votes will be weighted to ensure no more than 10 percent of the vote totals are from that country. The final proportional vote tally for such a country shall be in proportion to the varying votes cast by that country’s Members. One-third (1/3) of the Members entitled to vote shall constitute a quorum for a meeting of the Members.
- 4.4. Voting shall be by mail, electronic ballot, or in person as specified in the notice of meeting. A voting Member not present at such a meeting may vote by Proxy through a voting Member present at the meeting. The Proxy must be designated by the absent voting Member in writing to the Secretary-Treasurer at least ten days in advance of the meeting.
- 4.5. If a two-thirds (2/3) majority of the members present at the General Assembly finds that a Member has violated the mission of the Association as provided in Article 2 hereof, such a Member shall be subject to expulsion or suspension.
- 4.6. The agenda for the General Assembly meeting should be submitted at least 30 days in advance of the meeting.
- 4.7. The Board Governors shall choose among the candidates nominated by the Nominations Committee for a position as a Governor on the Board of Governors of the Association. The Nominations Committee should give special attention to the need for equity and diversity, particularly gender, racial, geographic, and legal system representation in the composition of the Board. In no event will there be more than one non-officer Governor from the same country.
- 4.8. A special meeting of the Membership may be called by the Board. Subject to the provisions of Section 4.3 hereof, Members equal to at least twenty-five percent (25%) of the Members entitled to vote in accordance with the provisions of these By-Laws, may request a call for a special

meeting of the Association's membership by delivering to the Secretary-Treasurer a request in the form of a record signed and dated describing the purpose for which such meeting is to be held.

## **5. ARTICLE 5: THE BOARD**

- 5.1. The General Assembly shall choose from among the Members, or a member of the Association's Judicial Council nominated by the Nominations Committee who will serve on the Board of Governors. The number of Governors may be changed from time to time for any future year by a majority vote of the Board, provided, in the event of any decrease the number of Governors shall not be less than three (3) nor shall such decrease have the effect of shortening the term of any incumbent Governor, nor shall the Board be increased to be more than sixteen (16) except as provided in Article 5.4 herein. Governors may be elected at the annual meeting of the General Assembly, or at a special meeting called, for the purpose of electing Governors, by the Policy Planning Committee.
- 5.2. A Governor must be on the faculty of a current Member school of the Association or have emeritus status from a current Member school or a current member of the Association's Judicial Council with legal education experience. A Governor must also have both administrative and teaching experience in legal education and have sufficient time and resources to fulfill the duties and responsibilities set forth in Section 5.5 of this Article.
- 5.3. The Board shall approve the annual budget and all new programs of the Association. Consistent with the terms of these By-Laws, the Board shall oversee the activities of the Association.
- 5.4. The President, President-Elect, Secretary General, and Secretary-Treasurer will be appointed to the Board in accordance with section 6.2 herein. The Secretary General and Secretary-Treasurer will serve as ex officio Governors of the Board of Governors. If an Officer is selected who is currently not a Governor, the size of the Board may be increased to permit the selected Officer to join the Board. The non-officer Governors will be selected by a vote of the Members based on procedures adopted by the Board. The Governors shall hold office for a term of three (3) years or until he or she dies, resigns, or is suspended or removed from office as provided under Section 5.14 of this Article. Board terms are calculated on a calendar year basis or as provided in Article 9. A Governor's term ends on the last day of the year of his/her term even if no replacement has been selected or appointed. Governors need not be residents of the District of Columbia. Board terms will be staggered, with 1/3 of the Governor's terms expiring on that third year, another 1/3 to expire the year after, and the final 1/3 to expire the year after.
- 5.5. In addition to the duties, responsibilities, and obligations stipulated in the D.C. Non-Profit Law for directors of a non-profit corporation, a Governor's duties shall also include the following:
  - (a) Regular attendance and active participation in all discussions and meetings of the Association.
  - (b) Active service on at least one committee during his/her tenure;
  - (c) Hosting or arrange for the hosting of at least one scheduled meeting of the Association with reasonable financial support from the Association, if required and approved by the Secretary General, such as a board meeting, the annual meeting, the global law deans' forum, or a regional law deans' forum during their term of service;
  - (d) Making efforts to raise funds for the projects of the Association.

- (e) Physically attend at least one meeting (annual, global, regional, or board) of the Association during each calendar year of his/her term of service, provided that the Association has at least three such meetings in said calendar year.
  - (f) Generally assisting in the work of the Association.
  - (g) Provided, however, that Governors who are members of the Judicial Council are exempt from the obligations of Articles 5.5 (c) and (d).
- 5.6. By resolution, the Board may specify the time and place, either within or without the District of Columbia, for holding regular meetings without other notice than such resolution.
- 5.7. The Board is specifically empowered to meet electronically, telephonically, or in person as specified in the notice of meeting. Board meetings need not be held at any specific geographic location. A Meeting may be held by means of the Internet or other electronic communications technology whereby the Governors within a one-week period of time shall have the opportunity to read or hear the ongoing proceedings, reflect and discuss them with other Governors, pose questions, make comments, and vote on matters submitted to them. Votes of the Board may be conducted electronically, by mail, or at a meeting in person. A quorum shall be determined by the number of Governors participating in the discussions and vote. The Board should meet at least twice a calendar year with at least one meeting in person every three years.
- 5.8. Special Board meetings may be called by or at the request of the Policy Planning Committee, the Secretary General, or any six (6) Governors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board meeting called by them. In such a case, electronic participation must be permitted.
- 5.9. Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail, facsimile, electronic mail, or telegraph to each Governor at his/her address shown on the records of the Association at least two (2) days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least ten (10) days before the meeting, notice by facsimile or electronic mail shall be deemed effective when transmitted. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meetings.
- 5.10. Whenever any notice is required to be given to any Governor under the provisions of these By-Laws, the Articles of Incorporation, or the D.C. Nonprofit Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance by a Governor at a meeting shall constitute a waiver of notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.11. At least one-third (1/3) of the total number of Governors in office before the meeting begins, or two Governors (whichever is greater) shall constitute a quorum for the transaction of business at any Board meeting. A majority of the votes cast at the meeting shall constitute the action of the Board.

- 5.12. The Chair of the Board of Governors sets the agenda and presides at each Board meeting. The Board's decisions are made through consultation and consensus except as otherwise noted in these By-Laws.
- (a) If the Chair determines that a significant policy decision cannot be reached by consultation and consensus, then the Board, through its voting process, shall arrive at a recommendation by majority vote. The Chair shall prepare a report defining the issues and the Board's majority recommendation. The report and recommendation shall be referred to the Emeritus Council for its review.
- 5.13. The Emeritus Council are former Governors of the Board appointed by the Policy Planning Committee.
- (a) If the Emeritus Council, through consultation and consensus, agrees with the recommendation, then it will be put into effect. If the Emeritus Council either (a) disagrees with the recommendation, or (b) is itself unable to arrive at a consensus on the recommendation, a report from the Emeritus Council shall be forwarded to the Chair of the Board. The Chair shall provide the Council's report to each Governor entitled to vote and shall then invite the Board to consult again in an effort to arrive at a consensus. If a consensus is still not reachable, the Board shall vote with the majority of votes prevailing.
- (b) The role of the Emeritus Council is one of consultation, mediation, and mitigation. The Council's role is purely advisory, and it has no supervisory role with respect to the Board, the Association, or its Officers.
- 5.14. Any Governor may resign at any time by delivering written notice to the Secretary-Treasurer or to the registered office of the Association with a copy to the Secretary-Treasurer.
- 5.15. A Governor may be removed from office, upon the vote of a majority of the remaining Governors, upon failure to perform the duties and responsibilities of Governors, including those listed in Section 5.5 of this Article and Sec. 209-406.08 of the District of Columbia's Non-Profit Corporation Act.
- (a) Any vacancy occurring on the Board due to the death, resignation, or removal of a Governor before the end of his/her term may be filled by the Policy Planning Committee. A Board member appointed by the Policy Planning Committee pursuant to a vacancy shall serve the remainder of the term of the Governor he or she replaces. A Governor who fails to participate in two discussions and decisions of the Board in any calendar year will be suspended from participation in future Board activity for that calendar year. That Governor shall not be counted as a Governor for purposes of establishing a quorum of the Board from the date of such suspension onward. If in any calendar year, a Governor fails to participate in three or more discussions and decisions, such Governor shall be deemed to have resigned from the Board, provided, however, by majority vote of the remaining Governors such Governor may be reinstated during the next calendar year of his/her term.
- 5.16. The Governors shall not receive any salary for their services. Governors may be reimbursed or receive advances for their out-of-pocket expenses incurred while performing their duties as Governors of the Association. Such reimbursements shall be subject to a budget approved by the Board and be administered by the Secretary General. Prior Written Approval for such advances or reimbursements must be obtained by the Governor from the Secretary-Treasurer. All such advances and reimbursements must be in accordance with internal policies established by the Association, the District of Columbia Non-Profit Law, and be in accordance with the scope and

record-keeping guidelines for such advances or reimbursements provided by the U.S. Internal Revenue Service for directors of an entity entitled to Sec. 501(c)(3) tax exemption. No loans or any other benefits or consideration shall be made by the Association to any of its Governors.

- 5.17. In the event of an emergency (natural disaster, war, financial collapse, etc.), the Board shall exercise such emergency powers and take whatever action(s) it deems desirable and/or necessary to preserve the Association and its assets, as well as to fulfill the mission of the Association.
- 5.18. The Governors shall be bound by and carry out their duties and obligations all in accordance with the standards specified in D.C. Nonprofit Law, including, without exception, the standards set forth in Sections 29-406.30 – 20-406.33, 29-406.70, and 29-406.80, as such law and provisions may be amended from time to time.
- 5.19. A Policy Planning Committee shall be established to assist the Board in its oversight of organizational policies and procedures. The Policy Planning Committee shall consist of the President, President-Elect, Secretary General, Chair of the Board, and one Governor appointed by the Board Chair. Additional members may be appointed as deemed necessary by the Board. The Policy Committee shall have the following responsibilities:
  - (a) Review existing organizational policies and procedures on a regular basis to ensure their relevance and effectiveness.
  - (b) Developing and proposing new policies and procedures as needed to address emerging issues or concerns.
  - (c) Ensuring that all policies and procedures are consistent with the organization's mission, vision, and values.
  - (d) Providing guidance and support to staff and volunteers in the implementation of organizational policies and procedures.
  - (e) Reporting regularly to the Board on the status of policy development and implementation efforts.
  - (f) Performing such other duties as may be assigned by the Board from time to time and herein.

## **6. ARTICLE 6: OFFICERS**

- 6.1. The Officers of the Association shall be a President, a President-Elect, a Secretary General, and a Secretary-Treasurer.
- 6.2. All Officers shall be approved by the Board from candidates nominated by the Nominations Committee.
- 6.3. Any Officer may resign at any time by delivering written notice to the Board with a copy to the Secretary-Treasurer.
- 6.4. Subject to the provisions of Section 4.3 hereof, Members equal to at least two-thirds (2/3) majority of the Members entitled to vote in accordance with the provisions of these By-Laws may remove any Officer for cause.

- 6.5. Any Officer elected or appointed by the Board may be removed with or without cause by a two-thirds (2/3) majority of the Board whenever, in its judgment, the best interests of the Association would be served.
- 6.6. Because of death, resignation, removal, disqualification, or any other cause for which an Officer can no longer serve, the vacancy may be filled by the Policy Planning Committee from nominations made by the Nominations Committee for the unexpired portion of the term.
- 6.7. The President shall serve a two-year term and is the primary representative of the Association and will act under the direction of the Board of Governors and cooperate and coordinate with the Secretary General in carrying out the mission of the Association.
- 6.8. The President-Elect shall serve for a two-year term, followed by assuming the role of President, The President-Elect shall work with the President and other members of the Policy Planning Committee to ensure a smooth transition of responsibilities in the leadership of the Association. The President-Elect may also be referred to as the Vice-President.
- 6.9. The Secretary General has overall responsibility for the administrative and academic functions of the Association. The Secretary General shall:
  - (a) Supervise and control the assets, business, and affairs of the Association.
  - (b) Create committees and appoint their members to assist in carrying out the work of the Association, in consultation with the Chair of the Board.
  - (c) Sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these By-Laws to some other officer or agent of the Association or are required by law to be otherwise signed or executed by some other officer in some other manner.
  - (d) Appoint or remove any staff or consultants for the Association and establish the rate of compensation for any such staff person or consultant.
  - (e) Perform all duties incident to the office of Secretary General as the Association's administrative and academic officer, and such other duties prescribed by the Board from time to time.
- 6.10. The Secretary-Treasurer is the Secretary of the Association and its Treasurer. Secretary-Treasurer shall:
  - (a) Keep the minutes of meetings of the Board in one (1) or more books provided for that purpose.
  - (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
  - (c) Be custodian of the corporate records.
  - (d) Keep registers of the post office address and contact information of each Member.
  - (e) Sign with the President, Secretary General, or any other individual authorized by resolution of the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing

and execution thereof have been expressly delegated by the Board or by these By-Laws to some other officer or agent of the Association.

- (f) Prepare and submit an annual report as required by the District of Columbia Nonprofit Law.
  - (g) Have charge and custody of and be responsible for all funds and securities of the Association.
  - (h) Receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies, or other depositories; and
  - (i) In consultation with the President, the Secretary General and with the approval of the Board, set the amount and different levels for dues charged to the members of the Association.
  - (j) In general, perform all of the duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the Secretary General.
- 6.11. The Officers shall not receive any salary for their services from the Association. Officers may be reimbursed or receive advances for their out-of-pocket expenses incurred while performing their duties as Officers of the Association. Such advances or reimbursements shall be subject to a budget approved by the Board, and the additional approval of the Secretary-Treasurer. All such advances and reimbursements must be in accordance with internal policies established by the Association, the District of Columbia Non-Profit Law, and be in accordance with the scope and record-keeping guidelines for such advances or reimbursements provided by the United States Internal Revenue Service for officers of an entity entitled to Sec. 501(c)(3) tax exemption. No loans or any other benefits or consideration shall be made by the Association to any of its Officers.
- 6.12. The Officers shall be bound by and carry out their duties and obligations all in accordance with the standards specified in D.C. Nonprofit Law, including, without exception, the standards set forth in Sections 29-406.41 – 20-406.42, 29-406.70, and 29-406.80, as such law and provisions may be amended from time to time.

## **7. ARTICLE 7: CONTRACTS, LOANS, CHECKS AND DEPOSITS**

- 7.1. Except as provided by these By-Laws, the Board may authorize by resolution any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.
- 7.2. Except as provided by these By-Laws, no loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 7.3. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents, of the Association and in such manner as is from time to time determined by resolution of the Board, or as provided herein.

- 7.4. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select, or as provided herein.
- 7.5. The Secretary-Treasurer may accept on behalf of the Association any contribution, gift, bequest, or device as may be consistent with the established purposes of the Association and as may be permitted by any applicable local, state, or federal law.

## **8. ARTICLE 8: BOOKS AND RECORDS**

- 8.1. The Association shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by law at the registered or principal office of the Association. All books and records of the Association may be inspected by a Member or Governor for any proper purpose at any reasonable time, upon reasonable notice to the Secretary-Treasurer of the Association.

## **9. ARTICLE 9: FISCAL YEAR**

- 9.1. The fiscal year of the Association shall be the calendar year commencing January 1st of each year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

## **10. ARTICLE 10: LANGUAGE**

- 10.1. These By-Laws will be translated into the six official languages of the United Nations (Arabic, Chinese, English, French, Russian, and Spanish).
- 10.2. The Association's working language is English. Consistent with other priorities and the Association's financial ability, the Board will prioritize translating documents and meeting proceedings into other languages. In the event of a conflict between the English language and any of the other United Nations languages in any translated document, including these By-Laws, the English language version shall govern.

## **11. ARTICLE 11: INDEMNIFICATION**

- 11.1. To the full extent permitted by the General Corporation Law of the District of Columbia, the Association shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Governor or officer of the Association, or is or was serving at the request of the Association as a Governor or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the General Corporation Law of the District of Columbia. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such

action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Association shall purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

## **12. ARTICLE 12: AMENDMENTS**

- 12.1. These By-Laws supersede and replace any and all prior governance document(s) of the Association, including, without limitation, the “charter” initially adopted by the Association. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board at any regular or special meetings of the Board. Any amendment and repeal of these By-Laws must be approved by the Board. Members do not have the right to amend or repeal the By-Laws of the Association.

The Board of Governors adopted the foregoing By-Laws on September 7, 2025.