

# **CHARTER AND BY-LAWS OF THE WORLD JURIST ASSOCIATION, INC.**

**2012**



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# CHARTER

## *ARTICLE I*

### **Name**

The name of this Organization, formerly the World Peace Through Law Center, shall be the World Jurist Association (“WJA”).

## *ARTICLE II*

### **Structure**

The WJA shall be organized as a non-profit entity corporation, incorporated in the District of Columbia, U.S.A.

## *ARTICLE III*

### **Objectives**

The WJA shall seek to strengthen and expand the rule of law and its institutions throughout the nations of the world by:

- (a) Providing a clearinghouse and information center for the activities of governments, judiciaries and legal professions of all nations concerning the progress, ways, means and implementation of peaceful world order with justice, to achieve world peace through the rule of law.
- (b) Engaging in research, international and regional conferences and other activities designed to strengthen the rule of law, legal institutions and procedures applicable to transnational contacts and relations of persons, associations, corporations, international organizations, and governments.
- (c) Cooperating with international and national organizations and forums of the legal profession, law schools, the judiciary and other established governmental and non-governmental organizations engaged in the improvement, research and study of international law and international legal institutions.
- (d) Encouraging the teaching and study of international law and international legal institutions.

- (e) Recommending and assisting exchanges among nations of lawyers, legal scholars, professors of law, law students, judges, business associates, and other leaders of the legal profession.
- (f) Engaging in other appropriate endeavors through the legal professionals of all nations directed to the improvement and use of international law and international legal institutions which will lead to the result that international disputes shall be prevented, settled, or decided through judicial or legal processes and principles of the rule of law by a gradually evolving process which persuades nations it is in their best interests to use their sovereignty to create the conditions necessary to secure and maintain a peaceful world under the rule of law.
- (g) Recognizing that the ultimate achievement of these objectives depends upon the active leadership and support of leaders of nations, the WJA must continuously disseminate the results of this cooperative world peace through law program in such a manner and by such means as to cause these leaders to accept, and to lead their people to accept, and take action to have their nations adopt through the use of their sovereign power rules of international law embodying universally approved moral principles that are in the interest of each nation to adopt, thereby creating a peaceful world community providing justice under the rule of law and its institutions, thus translating the desire for peace into reality.
- (h) Encouraging negotiations between parties, States, and nations in conflict to promote peace throughout the world based on the principles of the Rule of Law and peace through law.

## ***ARTICLE IV***

### **Amendments to Charter**

This Charter may be amended or repealed and new provisions may be adopted by a majority vote of the members in good standing of the WJA. The Board of Governors will appoint a Charter and Bylaws Committee in accordance with the Bylaws. Any member in good standing of the WJA may submit proposals for amendment or repeal of Charter provisions to the Committee in writing. The Committee shall have discretion to determine whether to submit the amendment, and/or the repeal of a Charter provision to the Board of Governors, and if submitted, the final form of the submission. Upon approval of the Board the proposed amendment(s), and/or the repeal(s) of a Charter provision will be published and distributed to the members in good standing via mail, email and/or any other means reasonably anticipated to reach all members in good standing at least 90 days before a vote is taken. The deadline for receiving votes shall be stated in a published notice of the proposed amendment(s) and/or repeal(s) of a Charter provision. The vote may be held by any technological means available at the time, or in person at a General Meeting at the Biennial Congress. A majority of the members in good standing voting is required to pass the proposal. The amendments and/or repeals will take effect immediately upon approval.

# BY-LAWS

## ARTICLE I

### Organization

**Section 1.** The World Jurist Association (“WJA”) shall be organized as follows:

- (a) General Meeting. The General Meeting of members in good standing of the WJA shall convene concurrently with a Biennial Congress, following a notice period of at least three months prior to the Biennial Congress. The General Meeting is responsible for adopting resolutions and making decisions on amending and/or repealing the Charter and By-Laws. It may also initiate discussion concerning the objectives, purposes and principals of the WJA, and in these areas make recommendations to the Board of Governors on any matter presented to it at the General Meeting of members.

All members who are in good standing on the date of a vote, as designated by the headquarters office, are entitled to vote. Each member shall have one vote. The adoption of Resolutions and/or Decisions on amending and/or repealing the Charter and By-Laws shall be taken by a vote of a majority of the members in good standing present and voting at the Biennial Congress. The Board of Governors may also submit questions to the membership for decision on amendment(s) and/or repeal(s) of Charter and By-Laws provisions other than at the Biennial Congress General Meeting. The proposed amendment(s) and/or the repeal of a Charter or By-laws provision(s) presented in this manner will be published and distributed to the members in good standing via mail, email and/or any other means reasonably anticipated to reach all members in good standing at least 90 days before a vote is taken. The deadline for receiving votes shall be stated in published notice of the proposed amendment(s) and/or repeal(s) of a Charter and/or By-Laws provision(s). The vote may be held by any technological means available at the time. A majority of the members in good standing voting is required to pass the proposal. The amendments will take effect immediately upon approval.

- (b) Board of Governors. The Board of Governors shall be comprised of voting and non-voting members as defined below:

(i) Voting Members: The President, the First, Second, and Third Vice Presidents, the Executive Vice President, the Presidents of the Affiliated Organizations (World Association of Lawyers, World Association of Judges, World Association of Law Professors, and the World Association of Business Associates), General Counsel, and the Immediate Past President. Voting members must be members in good standing throughout their term. A member in good standing is a member who

meets the criteria for membership in the WJA and who is current in his/her dues.

(ii) Non-Voting Members: Past Presidents who declare affirmatively during the “election period” in writing that they wish to serve on the incoming term. Nonvoting members must be members in good standing throughout their term.

The Board of Governors shall be the governing body of the WJA. All Board members shall serve in their voluntary capacity. From time to time, the Board may decide by a majority vote of the quorum to reimburse Board members for expenses incurred that are unique, unusual, non-recurring, and deemed reasonable and necessary for the operation of the WJA. Said reimbursements will only be granted where it is demonstrated by the applicant that the expenses were incurred out of necessity and that there was no time to seek prior approval from the Board in advance of incurring the expense.

The Members of the Board of Governors, with the exceptions of the Executive Vice President, General Counsel, Immediate Past President, and Past Presidents shall be elected according to the By-Laws of the WJA. All Board members and Past Presidents who choose to serve as provided in Section 1(b)(ii) shall serve from the closing day of the Biennial Congress at which they are elected or appointed through the closing day of the subsequent Biennial Congress.

No person shall hold more than one Board position at the same time.

**Section 2.** President. The President shall be the Chief Executive Officer and spokesperson for the WJA. In addition to such other powers as conferred by the Board of Governors, the President shall have the power to appoint representatives to the United Nations in New York, Vienna and Geneva.

**Section 3.** Vice Presidents. There shall be three Vice Presidents, the First, Second and Third Vice Presidents. The Vice Presidents shall perform such duties as may be conferred upon them by the President, in consultation with the Board of Governors.

**Section 4.** Executive Vice President. There shall be an Executive Vice President. If otherwise qualified in the opinion of the Board of Governors, the Executive Vice President need not be a legal professional. The Executive Vice President shall be appointed by the newly elected Board of Governors at each Biennial Conference and shall be a full voting member of the Board of Governors.

**Section 5.** Presidents of the Professions. There shall be a President for the World Association of Lawyers, President for the World Association of Judges, President for the World Association of Law Professors, and President for the World

Association of Business Associates. These Presidents shall perform such functions and duties as may be assigned to them by the Board of Governors. Said Presidents may also appoint committee(s), as in their discretion, will further the expansion of the work of the WJA within their professions.

**Section 6.** General Counsel. The General Counsel shall be appointed by the newly elected Board of Governors at each Biennial Congress. The General Counsel must be an attorney in good standing and licensed to practice law in the District of Columbia, U.S.A. with at least ten (10) years legal experience. The General Counsel shall be a full voting member of the Board of Governors and responsible for providing legal advice to the WJA.

**Section 7.** Decisions. The President shall convene the Board at least once per year. A meeting may also be called at the initiative of at least five (5) Board members by signing a written request to the President giving at least five (5) days notice of the meeting date and time. Meetings may be held through the use of all technology then available.

The Board of Governors shall make decisions in meetings convened as provided in these By-Laws. Decisions shall be by simple majority of a quorum of at least six (6) voting Board members.

Decisions to amend or repeal the Charter and Bylaws, or to dissolve the corporation, require a supermajority of two-thirds of the voting Board of Governors.

Non-Voting Board members will be allowed to participate in the discussions of the Board, and provide comments for the official record. They may remain present during all decisions of the Board.

**Section 8.** National Presidents. The Board of Governors shall appoint National Presidents to represent each country where WJA has existing members in good standing or potential members. National Presidents must be members in good standing of the WJA. They will prepare a biennial report on the state of membership and opportunities for growth or activity within their country. The report will be delivered to the Board of Governors in writing prior to the Closing of the Biennial Congress. National Presidents are invited to join meetings of the Board of Governors, however they may not participate in formal discussion or decisionmaking.

National Presidents are not authorized to collect dues or fees, sign contracts, checks or otherwise bind the WJA, unless specifically provided for in writing by the Board of Governors.

The National President is the WJA's official representative within the country he or she represents. National Presidents must reside for at least 75% of the year, within the country they represent.

**Section 9.** Committees.

- (a) Standing Committees. The Board of Governors, upon assuming office, shall appoint the following Standing Committees:
- (i) Nominating Committee: The Board of Governors shall appoint a Committee of five (5) persons to the Nominating Committee. Three (3) persons shall be current Board members, and two (2) persons shall be non-Board members who are members in good standing with the WJA. The Committee shall be charged with utilizing their best efforts to identify at least two (2) candidates for each elected or appointed position on the Board of Governors. The Committee should seek geographic, professional and gender diversity amongst the nominees. The slate of candidates will be approved by simply majority vote of the Nominating Committee at least sixty (60) days prior to the Opening of the Biennial Congress. The Committee members names will be published on the WJA website so members may contact them to suggest candidates. All contacts shall be through the WJA Headquarters Office.
  - (ii) Charter and Bylaws Committee: The Board of Governors shall appoint a Committee of three (3) persons to the Charter and Bylaws Committee, one of whom shall be the General Counsel. The Committee shall be charged with reviewing and proposing amendments to the charter and bylaws as needed. The Committee members' names will be published on the WJA website so members may contact them to suggest amendments. All contacts shall be through the WJA Headquarters Office.
  - (iii) Finance Committee: The Finance Committee shall consist of the Executive Vice President and two Board members appointed by the Board. Two (2) of the three (3) must be U.S. citizens and legal residents of the United States. These two (2) persons will have check signing authority as defined within the Bylaws. The Finance Committee will provide quarterly reports to the Board of Governors on the state of finances of the WJA.
- (b) Ad hoc Committees: The Board of Governors may appoint, from time to time, ad hoc Committees to assist the Board in governing the WJA.

**Section 10.** Vacancies. In the case of a vacancy in any office the President shall nominate, and the Board of Governors shall approve a member in good standing to fill the role for the duration of the term remaining. Failure of the President to nominate a member to fill the vacant position within 30 days after the vacancy occurs, or

failure of the Board of Governors to approve the President's nominee, shall enable the Board of Governors to fill the vacancy without a Presidential nominee by majority vote of the quorum.

**Section 11.** Removals. Upon the petition of at least five (5) members of the Board of Governors charging a board member, officer, member, employee, or other representative of the WJA with incompetency, inefficiency, dishonesty, immoral conduct, insubordination, neglect of duty, misfeasance, malfeasance, nonfeasance, or any other failure of good behavior, while a Board member, officer, member, employee, or other representative of the WJA, such person shall be subject to removal by the Board of Governors from his/her position with the WJA. Notice of the charges and specifications shall be delivered to the affected person at least ten (10) days prior to consideration by the Board of the charges and specifications. The affected individual shall be given an opportunity to be heard upon the matter prior to a decision. All decisions of the Board of Governors shall be final and binding and not subject to appeal. If the Board of Governors believes the alleged conduct of the affected person is so grievous that immediate suspension is necessary until the ultimate decision is made, the Board of Governors may suspend the affected individual immediately pending a final decision rendered after the affected individual responds to the charges and specifications.

## ***ARTICLE II***

### **Membership**

**Section 1.** Membership. The WJA and its affiliated associations and sections shall have as members such judicial, legal, and other professionals in their individual capacity as may be admitted to membership in the WJA and its affiliated associations and sections in the manner prescribed by the By-Laws of the WJA.

**Section 2.** Membership Categories. Members shall be divided into the following categories: members in good standing and honorary members as defined in the By-Laws of the WJA. Only members in good standing will be authorized to vote on decisions taken by the WJA.

**Section 3.** Members in Good Standing. A Member in Good Standing is a member who meets the criteria for membership in the WJA and who is current in his/her dues.

**Section 4.** Honorary Members. An Honorary Member is a member who has been awarded special status by the Board of Governors. In order to be a voting member, Honorary Members must also meet the requirements of Article II, Section 3 of the By-Laws.



- Section 5.** Special Membership Categories. Sustaining Membership, Patron Membership, President's Circle Membership, and Benefactor Membership are open to any jurist, member of the legal profession, or other professional who pays the membership dues fixed by the Board of Governors. Jurist or member of the legal profession, is hereby defined to include justices, judges, lawyers, and professors of law. Such members are considered Members in Good Standing.
- Section 6.** Changes in Membership Classifications. The Board of Governors shall have the power to create additional appropriate membership classifications other than those enumerated herein, and to prescribe dues for membership therein.
- Section 7.** Voting. Each WJA member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. The right to hold office or vote shall be limited to members in good standing.
- Section 8.** Transfer of Membership. Membership rights are not transferable or assignable.

### ***ARTICLE III***

#### **Meetings of Membership**

- Section 1.** Meetings of the WJA. Meetings of the WJA or any of its affiliated Associations or Sections shall be held at such time and at such place as the Board of Governors shall determine for the transaction of such business as may appropriately come before the meeting or as may be specified by the Board of Governors.
- Section 2.** Biennial Congress. The WJA shall hold a Congress (herein referred to as "Biennial Congress") every two years. The Board of Governors may, in special circumstances, deviate from this schedule from time to time by a vote of the majority of the Board of Governors.

### ***ARTICLE IV***

#### **Election of Officers**

- Section 1.** Eligibility Members in good standing, on the date of Nomination, are eligible for nomination to any position on the Board. The President, First, Second and Third Vice President shall not be eligible to seek nomination to the same position consecutively.
- Section 2.** Holding Elections. Elections must be held in conjunction with the Biennial Congress. The Election date shall be on the Closing Day of the Biennial Congress. The Election shall be held during the General Meeting and all active members in good standing present will be eligible to cast one vote. Votes will be

taken anonymously in writing, or by show of hands if uncontested. The Election Committee shall conduct the Elections.

**Section 3.** Nominations Each member in good standing shall have the right to nominate candidates for the President, Vice Presidents, and Presidents for the Affiliated Associations. Nominations shall be submitted in writing to the Nominating Committee at anytime, but no later than 60 days prior to the Opening of the Congress. The Nominating Committee may also seek candidates on their own.

The Nominating Committee shall submit the ballot to the WJA Headquarters 60 days prior to the Opening of the Congress. The WJA Headquarters shall announce the candidates by mail or email, or any method reasonably expected to reach a majority of the members in good standing prior to the Congress.

**Section 4.** Voting. Voting shall take place by ballot, unless the Election is uncontested, in which case the voting shall be by show of hands, under the auspices of the Election Committee on the Closing Day of the Biennial Congress. The Election Committee shall be responsible for counting the ballots or show of hands in the case of an uncontested Election, and for determining the election results.

**Section 5.** Election Committee. The Election Committee shall consist of the Executive Vice President and two additional members in good standing. The two additional members of the Election Committee shall be appointed by the President. Candidates for election may not be members of the Election Committee. The Election Committee shall be constituted on the opening day of the Congress.

**Section 6.** Announcement of the Election Results. The Election Committee shall apprise the President of the election results. The election results will then be made public in an appropriate manner by the President before the close of the Congress.

**Section 7.** Grievances Concerning the Election. Any grievances concerning the election on the part of either the members entitled to vote or on the part of candidates for office must be presented to the Election Committee in writing within 12 hours of the announcement of the election results. Reasons must be given for the grievance. The Election results stand until the decision of the Elections Committee. The Election Committee shall, if possible, make a decision concerning the grievances at a closed meeting the following day at the latest. If it is not possible to make a decision prior to the end of the Congress, a decision shall be made within thirty (30) days after the close of the Congress. The decision may not be contested. At the request of the person filing the grievance, the Election Committee may admit an observer to this meeting.

## ***ARTICLE V***

## **Financial Support**

The WJA may seek financial support for its activities from membership dues, registration fees, law firms, foundations, corporations, industries, trade groups, and others interested in promoting peace through the rule of law.

## ***ARTICLE VI***

### **Headquarters**

**Section 1.** Offices. The WJA Headquarters office shall be maintained within the metropolitan District of Columbia area as commonly understood in the District of Columbia, United States of America with the Statutory Agent located in the District of Columbia.

**Section 2.** Executive Director. There shall be an Executive Director selected and appointed by the Board of Governors upon the recommendation of the Executive Vice President. In the event an Executive Director is not available, the day-to-day operations of the office shall be the responsibility of the Executive Vice President.

The Executive Director shall prepare and submit for approval an operating budget at the first meeting of the Board of Governors following their election. Subsequent budgets shall be updated and provided as requested by the President or at least three Board members, and at the end of each calendar year.

The Executive Director shall also provide the Board of Governors a copy of the WJA's Form 990 filed by the accountant each year.

The Executive Director shall be authorized to hire, discipline, including suspend, remove, and manage to WJA staff within the approved budget.

The Executive Director shall also be authorized to manage the day-to-day operations of the office to execute and achieve the directives of the Board of Governors. Decisions on major expenditures, contractual agreements, and significant changes in the branding or positioning of the organization requires Board intervention per the Bylaws. All other operations shall be the sole purview of the Executive Director, unless directed otherwise by the Board of Governors.

## ***ARTICLE VII***

### **Contracts, Checks, Deposits and Funds**

**Section 1.** Contracts. The Board of Governors shall authorize an officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WJA and such authority must be given in writing prior to its exercise.

No agreement may bind the WJA except as herein specified. No member, or officer, may be made personally liable for any contract or other instrument issued and signed pursuant to the provisions of this paragraph.

Leases, equipment rental, and agreements to hire contractors and vendors for the operations of the office, may be executed by the Executive Vice President, with prior notice to the Board of Governors.

**Section 2.** Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the WJA, shall be signed by the Executive Vice President or such person the Executive Vice President may delegate said powers to in writing before they are executed.

Single payments exceeding US\$10,000 shall require 2 signatures. Continuous payments to a single payee that exceed US\$20,000 in one calendar year shall require 2 signatures. The first signature will be that of the Executive Vice President. The second signatory will be a member of the Board of Governors. The second signatory should be a legal resident of the United States.

**Section 3.** Deposits. All funds shall be deposited in such banks, trust companies or other depositories as the Executive Vice President, with notice to the the Board of Governors, shall select.

**Section 4.** Gifts. The Board of Governors may accept on behalf of the WJA any contribution, gift, bequest or devise for the general or special purposes of the WJA. Such gifts become the property of the WJA and should be maintained at the WJA Headquarters or in official WJA bank accounts or depositories.

## ***ARTICLE VIII***

### **Bonding**

At the discretion of the Board of Governors any officer or employee of the WJA shall be bonded.

## ***ARTICLE IX***

### **Amendment to By-Laws**

These By-Laws may be amended and/or repealed and new By-Laws may be adopted by a majority vote of the members in good standing of the WJA. The Board of Governors will appoint a Charter and Bylaws Committee in accordance with the Bylaws. Any member in good standing of the WJA may submit proposals for amendment or repeal to the Committee in writing. The Committee shall have discretion to determine whether to draft the amendment. If drafted, the draft amendment will be submitted to the Board of Governors. Upon approval of the Board, the proposed amendments will be published and distributed to the members via mail, email and/or any other means reasonably anticipated to reach all active members in good standing at least 90 days before a vote is taken. The vote may be held by any technology means available at the time, or in person at a General Meeting at the Biennial Congress. A majority of the members voting is required to approve the proposal. The amendments will take effect immediately upon approval.