



**WORLD JURIST  
ASSOCIATION**  
A WORLD RULED BY LAW, NOT FORCE

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

**Amendments to the 2012 Charter & By-Laws**

**April 27, 2018**

**WORLD JURIST ASSOCIATION**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**(CHARTER)**  
**World Jurist Association, Inc.**

***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 corporation, incorporated in the District of Columbia, U.S.A.

***ARTICLE III***

**Objectives**

The WJA shall seek to strengthen and promote the rule of law and spread the idea of peace through law, in recognition of the inherent dignity and of the equal and inalienable rights of all members of the human family, founded on freedom, justice and peace in the world, as established in the Preamble of the Universal Declaration of Human Rights approved by the United Nations:

- (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 nongovernmental 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 Directors 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 Directors, and if submitted, the final form of the submission. The Committee shall provide in its report to the Board of Directors its reasoning for its decision. Upon approval of the Board of Directors, 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 ninety (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 members in good standing voting is required to pass the proposal. The amendments and/or repeals will take effect immediately upon approval.

The registered agent for WJA, Inc. is Jeremy K. Sharpe, 1527 O Street NW, Washington DC, 20005.

These Amended and Restated Articles of Incorporation (Charter) are an amendment to the Articles of Incorporation (Charter) signed and acknowledged on the 13<sup>th</sup> day of January of 2013.

These Amended and Restated Articles of Incorporation (Charter) were approved by a majority of the members in good standing voting from the 26<sup>th</sup> day of January through the 26<sup>th</sup> day of April of 2018. As per Article IV of these Articles of Incorporation (Charter), the amendments and/or repeals took effect immediately upon approval.

IN TESTIMONY WHEREOF, the World Jurist Association, Inc. has caused these Amended and Restated Articles of Incorporation (Charter) to be signed by a duly authorized officer and its corporate seal, duly attested to by its Executive Director, on this 27<sup>th</sup> day of April of 2018.



Franklin Hoet-Linares | Worldwide President



Attest

Yachenka Rodríguez Velásquez | Executive Director

Secretary [to the Global Council]

**WORLD JURIST ASSOCIATION, INC.**  
**BY-LAWS**  
**As Amended on April 26, 2018**

**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 annually, at either a Biennial Congress, a conference, or any other event approved by the Board of Directors, following a notice period of at least ninety (90) days prior to the event. 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 principles of the WJA, and in these areas, make recommendations to the Board of Directors on any matter presented to it at the General Meeting of members.

Special Meeting of Members. A special meeting of members can be called if the holders of at least 10% of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation one or more demands in the form of a record for the meeting describing the purpose for which it is to be held.

All voting processes during General and Special Meetings shall comply with Article IV section 4 of these By-Laws.

Member List Requirement WJA shall maintain an alphabetical list of the name of all its members that are entitled to notice of that meeting of the members. This list shall show the address of each member and the list shall be available for inspection by any member two (2) business days after notice of the meeting. WJA shall make the list of members available at the meeting.

Ballot Requirements: Ballots shall be in a form as required by DC NCA 29-405.09. There must be a "record" and the ballot must set forth each proposed action. Approval by ballot pursuant to this section by action other than election of directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals, or exceeds, the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by ballot shall:

- (i) Indicate the number of responses needed to meet the quorum requirements;

- (ii) State the percentage of approvals necessary to approve each matter other than election of directors; and
- (iii) Specify the time by which a ballot must be received by the membership corporation in order to be counted.

Proxy form requirements: The proxy form shall contain, or be accompanied by, information from which it can be determined that the member, or the member's agent or attorney in fact, authorized the appointment of the proxy. A proxy is effective when received by the Executive Director of the World Jurist Association and is valid for eleven (11) months, unless a longer period is stated in the proxy, which may not exceed three (3) years.

(b) Regional Councils

(i) There shall be five (5) Regional Councils with countries assigned to, and removed from, a Regional Council by the Board of Directors by resolution. The Regional Councils are as follows:

- (1) Africa
- (2) Asia, Australia & the Pacific
- (3) Europe
- (4) Latin America and the Caribbean
- (5) North America

(ii) Every country National Chapter should gather in Regional Councils, and each Regional Council should elect a President of the Council by majority vote of the voting membership. This officer will be designated Regional President of the corresponding Regional Council.

(iii) Each Regional President shall provide a proposal for a conference, or Congress, that takes place in the range of six (6) years from the date of the proposal and within the limits of his or her Regional Council.

(iv) Each Regional Council shall also have a Regional Vice President, who shall be elected by majority vote by the voting membership of the region, and shall be of a different nationality from the Regional President.

(1) The Regional Vice President may also submit a proposal for a future international conference, Congress, or other event approved by the Global Council of Presidents.

(2) The Regional Vice President may become Regional President after the first two years of the Global Council of Presidents has concluded, provided that an event approved by the Global Council of Presidents has been held by his or her Regional Council.

(v) Each Regional Council may organize itself in the way most appropriate for the region, as determined by the Regional President, and may hold regional conferences and events.

- (c) Global Council of Presidents. All five Regional Councils will gather in the Global Council of Presidents (GCP).
- (d) Board of Directors. The Global Council of Presidents (GCP), the Worldwide President and the Executive Vice President, shall constitute the Board of Directors of the World Jurist Association and shall be comprised of voting members as defined below:
- (i) Voting Members: The five (5) Presidents of the Regional Councils, the Worldwide President, and the Executive Vice President. In case a President of the Regional Council holds the Worldwide Presidency at the same time, only one vote will count.
  - (ii) The five (5) Presidents shall be equal in rank.
    - (1) The five (5) Presidents shall serve on the Council for six (6) years each, unless otherwise stated in these By-Laws.
    - (2) The following five (5) Regional Councils shall be represented on the Global Council of Presidents (GCP), with one President selected from each region:
      - (2.1) Africa
      - (2.2) Asia, Australia & the Pacific
      - (2.3) Europe
      - (2.4) Latin America and the Caribbean
      - (2.5) North America
    - (3) In order to be a candidate for Regional President, the potential candidate must be a member in good standing of the WJA and commit in good faith to hosting a Biennial Congress, conference, or other event in his, or her, region at some time during his, or her, six (6) year term on the GCP, and specifically during the year when he or she will be the Worldwide President. In the event that, due to unforeseen circumstances, it is not possible to hold an event in a region proposed by a Regional President for its territory, the GCP may decide on the celebration of an event in another place outside the proposed territory, and even in the same territory.
    - (4) Voting members shall be members in good standing throughout their term as a voting member. A member in good standing is a member who meets the criteria for membership in the WJA and who is current in his or her dues.
    - (5) Immediately after a Regional President has served his or her six (6) year term, or immediately upon the completion of a term as Worldwide President, he or she shall become an

Immediate Past President for the subsequent year and shall no longer be a voting member of the GCP.

(6) Once the first two (2) years of the GCP have finished, the two Presidents who have already served as the Worldwide President (one in each of the two preceding years) shall resign from the GCP in order to ensure no Regional President serves more than six (6) years.

(6.1) The Vice Presidents of these two Regions shall become the Presidents of their respective Regional Councils.

(6.2) There shall be a vote by the membership of each of these regions for the Vice Presidency of these two Regional Councils, to be elected by majority vote (more than 50%). Each one of these two new Regional Presidents may nominate candidates for Regional Vice President who shall be presented to the GCP for appointment as a candidate.

(iii) Non-Voting Members: The Presidents of the World Association of Judges, the World Association of Lawyers, the World Association of Law Professors, and of the World Association of Business Associates, the General Counsel, and the Immediate Past Worldwide Presidents.

(iv) Corporate Powers: The GCP, Worldwide President, and Executive Vice President shall constitute the Board of Directors which is the governing body of the WJA and all corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities and affairs of WJA shall be managed by or under the direction, and subject to the oversight of the Board of Directors. All members of the Board of Directors shall serve in their voluntary capacity. From time to time, the Board of Directors may decide by a majority vote of the quorum to reimburse its members for expenses incurred that are 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 of Directors in advance of incurring the expense.

The Non-Voting Members of the Board of Directors, with the exceptions of the Executive Vice President, General Counsel, and Immediate Past Worldwide President, shall be elected according to the By-Laws of the WJA. All GCP members 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. In case of grievances, regulations established in Article 4 Section 7 will be applicable.

No person other than the General Counsel shall hold more than one Board of Directors position at the same time.

**Section 2.**     Worldwide President. The Worldwide President shall be the Chief Executive Officer and spokesperson for the WJA. He or she shall be elected at a Biennial Congress for a term of two (2) years. He or she may then appoint his or her Vice President as the new president of the Regional Council; if not, the voting membership of the region shall elect by majority vote a new Regional President.

- (a) In addition to the normal and ordinary powers granted to the Worldwide President as Chief Executive Officer, and such other powers as conferred by the Board of Directors, the Worldwide President shall have the power to appoint representatives to the United Nations in New York, Vienna and Geneva every year, in accordance with the United Nations regulations and processes. Likewise, the Worldwide President will have the faculty to designate representatives before any other international organization he or she considers relevant to the WJA.
- (b) In the event that the vote of the Board of Directors on any matter shall be tied, the Worldwide President shall decide the matter.
- (c) The Worldwide President shall organize a Congress, conference, or other event proposed by the GCP and approved by the Board of Directors for the term that he or she is the Worldwide President.
- (d) After a Regional President serves as a Worldwide President, he or she shall become an Immediate Past Worldwide President, serving until another Worldwide President completes his/her term and becomes the new Immediate Past President, and shall then be a non-voting member of the Board of Directors.

**Section 3.**     Members of the General Council of Presidents. The Regional Presidents in the GCP shall support the Worldwide President and work to further the mission of the WJA. Each President is responsible for organizing a Congress, conference, or other event approved by the Board of Directors, to take place in his or her region during the year in which he or she is the Worldwide President. For these purposes, the Regional Presidents will define in each case, and within the Board of Directors, the economic and financial responsibilities that derive from such event, with the precision of the burden that corresponds to the Regional Council responsible for the event and the WJA, if any.

**Section 4.**     Vice Presidents. There shall be five Vice Presidents, each one representing a Regional Council and its corresponding Regional President. The Vice Presidents shall perform such duties as may be conferred upon them by the corresponding Regional President. The Vice President shall act for the corresponding Regional President in the absence of the Regional President and shall have a vote if, and only if, the corresponding Regional President is absent.

**Section 5.**     Executive Vice President. There shall be an Executive Vice President elected for a two (2) year term by the Board of Directors. The Executive Vice President may be re-elected for subsequent terms indefinitely. If otherwise qualified in the opinion of the Board of Directors, the Executive Vice President needs not be a legal professional. The Executive Vice President shall be appointed by the newly elected Board of Directors after each Biennial Congress, shall be a full voting member of the Board of Directors, and will not be subject to payment of dues or registration fees as required from other members. The Executive Vice President shall also be the financial officer (Treasurer) for the WJA.

**Section 6.**     Presidents of the Professions. There shall be a President for the World Association of Judges, President for the World Association of Lawyers, President for the World Association of Law Professors, and President for the World Association of Business Associates elected for a two (2) year term at the Biennial Congress.

- (a) These Presidents shall perform such functions and duties as may be assigned to them by the Board of Directors.
- (b) Said Presidents may also appoint committees, as in their discretion, aiming further expansion of the work of the WJA within their professions.
- (c) The Presidents of the Professions are not authorized to bind the WJA, unless specifically provided for in writing by the Board of Directors.
- (d) Nevertheless, they may organize their association as a non-profit organization in accordance with the laws of the country of incorporation, incorporate a foundation, organize events with its corresponding members and/or WJA members, and generate resources for its activities and/or the WJA activities to enhance the participation of the membership in WJA activities.
- (e) The Presidents of the Professions shall cooperate with Regional Councils for purposes of organizing and hosting any Biennial Congress, conference, or other event approved by the Board of Directors.
- (f) The Worldwide President or the Regional President of the Territory where the Association is incorporated may nominate members to be integrated to the Board of the Association.

**Section 7.**     General Counsel. The General Counsel shall be appointed by the newly elected Board of Directors after 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 of legal experience. The General Counsel shall be a full non-voting member of the Board of Directors and shall be responsible for providing legal advice to the WJA. He or she shall be authorized to designate a co-General Counsel. The co-General Counsel must be licensed to practice law in the United States and shall be a member in good standing

of a bar association in the U.S. The General Counsel may hold other positions on the Board of Directors simultaneously, but will have only one vote if elected to a voting position. The General Counsel will not be subject to the payment of dues or registration fees as required from other members.

**Section 8.**     Decisions. The Worldwide President shall convene the Board of Directors at least once per year. A meeting may also be called at the initiative of at least two members of the Board of Directors by signing a written request to the Worldwide President giving at least five (5) days' notice of the meeting date and time. Meetings may be held using all technology then available.

The Board of Directors shall make decisions in meetings convened as provided in these By-Laws. Decisions shall be by simple majority of a quorum of at least four (4) voting members of the Board of Directors, The Worldwide President will lead the meeting. This quorum is no fewer than the greater of  $\frac{1}{2}$  of the number of the seven (7) members of the Board of Directors in office, including at any event either the presence or representation by proxy of the Worldwide President and that of the Executive Vice President. In case the voting shall result in a tied vote, the vote of the Worldwide President shall be considered to be the casting vote.

Decisions to refer matters to the members of the WJA to amend or repeal the Charter and Bylaws, or to dissolve the corporation, require a simple majority of the voting members of the Board of Directors. The Charter may be amended, or repealed, and new provisions adopted by a majority vote of the members in good standing of the WJA. If a quorum is present when a vote is taken, the affirmative vote of a majority of Board of Directors present shall be the act of the board of directors unless a greater vote is required by the bylaws.

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

If decisions are not voted during the Board of Directors meeting, or during the call conference, or by special request sent to all the members of the Board of Directors by the Worldwide President, he or she may establish a term for receiving the voting. Once the voting term has finished, the failure of any member of the Board of Directors to vote or to dissent or abstain from the vote, will be recorded as a vote in favor of the matter voted on. Directors shall have a right to dissent or abstain to an action when the dissent and abstention is entered into the minutes of the meeting or the director delivers notice in the form of a record of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation promptly after adjournment of the meeting.

**Section 9. National Presidents.** The Regional President shall appoint National Presidents to represent each country where the region has existing members in good standing or potential members. National Presidents must be members in good standing of the WJA throughout their two (2) year term. 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 Directors in writing prior to the Closing of the Biennial Congress. National Presidents are invited to join meetings of the Board of Directors; however, they may not participate in formal discussion or decision-making.

- (a) National Presidents are not authorized to bind the WJA, unless specifically provided for in writing by the Board of Directors.
- (b) Nevertheless, National Presidents may organize their national chapters as a non-profit organization in accordance with the laws of their country, incorporate a foundation, organize events with members of the national chapter, and generate resources for national chapter activities and/or the WJA activities in order to facilitate participation of the membership in WJA activities. The document of incorporation of such entities shall specify that they are National Chapters of the WJA. Likewise, National Chapters shall subscribe a licensing agreement with the WJA for the use of the World Jurist Association and WJA names, its logo, and/or any other intellectual property asset that could compromise the WJA's goodwill.
- (c) National Presidents shall cooperate with their corresponding President of the Regional Council for purposes of organizing and hosting any Biennial Congress, conference, or other event approved by the Board of Directors to take place in their region.
- (d) The National President is the WJA's official representative within the country that he or she represents.
- (e) The Worldwide President may nominate National Presidents for a two (2) year term, in special and justified cases. However, the Worldwide President shall have the authority to remove any National President at his/her discretion after consulting with the Board of Directors and the corresponding Regional President.

**Section 10. Committees**

- (a) Standing Committees. The Board of Directors, upon assuming office, shall appoint the following Standing Board Committees, which shall consist of one or more directors and shall be approved by the greater of a majority of all directors in office when the action is taken or the number of directors required by the articles or bylaws to take action:
  - (i) Nominating Committee: The Board of Directors shall appoint a Committee of five (5) persons to the Nominating Committee 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 of the WJA. The Committee should seek geographic, professional and gender diversity amongst the nominees. The slate, or slates 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 names of the Committee members will be published on the WJA Website, so members may contact them to suggest candidates.

(ii) Charter and Bylaws Committee: The Board of Directors 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 names of the Committee members will be published on the WJA Website so members may contact them to suggest amendments.

(iii) Finance Committee: The Finance Committee shall consist of the Executive Vice President, the Executive Director and one WJA member in good standing appointed by the Board of Directors. The Finance Committee will provide quarterly reports to the Board of Directors on the state of finances of the WJA.

(b) Ad hoc Committees: The Board of Directors may appoint, from time to time, ad hoc Committees to assist the Board of Directors in governing the WJA. There is no requirement that a member of the Board of Directors serve on an ad hoc committee.

**Section 11.** Vacancies. In the case of a vacancy in any office, the Worldwide President shall nominate, and the Board of Directors 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 Directors to approve the President's nominee, shall enable the Board of Directors to fill the vacancy without a Presidential nominee by majority vote of the quorum.

**Section 12.** Removals. Upon the petition of at least four (4) members of the Board of Directors, removals are possible by charging a Board of Directors member, officer, WJA member, employee, or other representative of the WJA while a Board of Directors member, officer, member, employee, or other representative of the WJA with one or more of the following:

1. Incompetency,
2. inefficiency,
3. dishonesty,
4. immoral conduct,
5. insubordination,

6. neglect of duty,
7. misfeasance,
8. malfeasance,
9. nonfeasance,
10. or any other failure of good behavior,
11. unsound mind,
12. felony conviction, or
13. missed three (3) consecutive board meetings

Such person shall be subject to removal by the Board of Directors 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 Directors 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 Directors shall be final and binding and not subject to appeal. If the Board of Directors 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 Directors may suspend the affected individual immediately pending a final decision rendered after the affected individual responds to the charges and specifications. The notice of a meeting of members at which removal of a director is to be considered shall state that the purpose, or one of the purposes, of the meeting is the removal of the director.

**Section 13.** Regulations. The Board of Directors may enact regulations pertaining to the powers conferred to any of the different officers of the Association.

## ***ARTICLE II***

### **Membership**

**Section 1.** Membership. The WJA and its affiliated associations and sections shall have as members, such judicial, legal, technical, other professionals, and connected members of professions supporting the Rule of Law, 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. Honorary Members will not be subject to payment of the dues as required from members in good standing.

**Section 3.**     Members in Good Standing. A Member in Good Standing is a member who meets the criteria for membership in the WJA, who attended a conference, or Congress, in the last preceding three (3) years, and who is current in his/her dues, with the exception established in this By-Laws.

**Section 4.**     Honorary Members. An Honorary Member is a member who has been awarded special status by the GCP. 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 Directors. Jurist or member of the legal profession, is hereby defined to include justices, judges, lawyers, and professors of law. Special Members are also considered Members in Good Standing, as long as he or she meets the requirements of Section 3 above.

**Section 6.**     Changes in Membership Classifications. The Board of Directors shall have the power to create additional appropriate membership classifications other than those enumerated herein, and to prescribe dues for membership and privileges 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. Proxy voting shall be permitted as long as a proxy is received prior to the vote and on a Board of Directors approved form.

**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 Directors shall determine for the transaction of such business as may appropriately come before the meeting, or as may be specified by the Board of Directors.

**Section 2.** Biennial Congress. The WJA shall hold a Congress (herein referred to as "Biennial Congress") every two years. The Board of Directors may, in special circumstances, deviate from this schedule from time to time by a vote of the majority of the Board of Directors.

**ARTICLE IV****Election of Officers**

**Section 1.** Eligibility Members in good standing, on the date of Nomination, are eligible for nomination to any position of the WJA.

**Section 2.** Holding Elections. Elections may be held at such times, and places as approved by the Board of Directors.

**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 any time, but no later than ninety (90) days prior to the date established for the vote. The Nominating Committee may also seek candidates on their own.

The Nominating Committee shall submit the ballot to the WJA Headquarters sixty (60) days prior to date established for the vote. 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, and be administered under the auspices of the Election Committee on the date set by Board of Directors. The members in good standing may cast their votes by any technological means available at the time. Members voting by technological means must cast their votes by the day before the date set by the Board of Directors. The Election Committee shall be responsible for counting the ballots, and certifying candidate's election in the case of an uncontested Election, and for determining the election results.

All members who are in good standing on the date of a vote, as designated by the Board of Directors, are entitled to vote on resolutions or amendments to the Charter and By-Laws presented and drafted by the Board of Directors. Each member shall have one vote. The adoption of Resolutions and/or Decisions on amending and/or repealing the Charter and By-Laws may be effected by a vote of a majority of the members in good standing present and voting at the corresponding event. The Board of Directors 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, conference or other event approved by the Board of Directors. The proposed amendment(s) and/or the repeal of a Charter or By-laws provision(s) 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 ninety (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 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. Proxy votes shall be allowed as long as the proxy is on an approved form supplied by the Board of Directors.

**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 Worldwide President. Candidates for election may not be members of the Election Committee. The Election Committee shall be constituted on or five (5) days before the date set for the election by the Board of Directors.

**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.

**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 of its meeting thereon. If it is not possible to decide by the close of its meeting thereon, a decision shall be made within thirty (30) days. The decision is final, may not be contested. At the request of the person filing the grievance, the Election Committee may admit an observer to this meeting. The election results not only stand until the final decision

of the Elections Committee, but the elected members of the Board of Directors will be immediately appointed once such results are announced. Should the grievance be sustained, the elected members will remain in their positions until new elections with no objections take place. Candidates elected as a result of a new election will be appointed immediately after the valid election. All decisions of the Elections Committee shall be final, and there shall be no further appeal.

## ***ARTICLE V***

### **Financial Support**

The WJA may seek financial support for its activities from membership dues, registration fees from events of any kind, publications, law firms, foundations, corporations, industries, trade groups, and others interested in promoting peace through the rule of law. The Financial Support through Foundations is understood by foundations promoted by the WJA or by any other third party.

## ***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, but the WJA can establish administrative offices in other parts of the world as determined by the Board of Directors. In addition, the Board of Directors may establish administrative offices in other parts of the U.S.A., or outside, in the territory of any of the five (5) Regional Councils.

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

The Executive Director shall prepare and submit for approval an operating budget within thirty (30) days after the election of the Board of Directors.

Subsequent budgets shall be updated and provided as requested by the President or at least three Board of Directors members, and at the end of each calendar year.

The Executive Director shall also provide the Board of Directors a copy of the WJA's Form 990 filed by the accountant each year or any other requested by law.

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 Directors. Decisions on major expenditures, contractual agreements, and significant changes in the branding or positioning of the organization requires Board of Directors intervention per the Bylaws. All other operations, website administration and social media management shall be the sole purview of the Executive Director, unless directed otherwise by the Board of Directors, the Worldwide President or the Executive Vice President.

## ***ARTICLE VII***

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

**Section 1.** Contracts. The Board of Directors 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 specified in these By-Laws. 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 Directors.

**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 approved by the Executive Vice President and signed by the Executive Director or his/hers designate, and upon approval of the Worldwide President, in the case of a check in an amount exceeding \$10,000.00.

Single payments exceeding US\$10,000.00 shall require two (2) signatures. Continuous payments to a single payee exceeding US\$20,000.00 within one calendar year shall require two (2) signatures. The first signature will be that of the Executive Vice President. The second signatory will be a member of the Board of Directors. The second signatory should be a legal resident of the United States.

**Section 3.**     Bank Account. The WJA will hold only two (2) bank accounts unless approved differently by the Board of Directors. One bank account shall be located with the Home Office and one bank account shall be located at the office of the Worldwide President. The Regional Councils and National Presidents may open and manage bank accounts under their own responsibility, not binding the WJA in any form, and in accordance with local laws.

**Section 4.**     Deposits. All funds shall be deposited in such banks, trust companies or other depositories as the Executive Vice President or Executive Director, with notice to the Board of Directors, shall select.

**Section 5.**     Gifts. The Board of Directors 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 property of the WJA and should be maintained at the WJA Headquarters or in official WJA bank accounts or depositories.

### ***ARTICLE VIII***

#### **Indemnification; Bonding**

WJA shall indemnify Board of Directors members or officers in the defense of any proceeding to which the Board of Directors member, or officer, was a party because the Board of Directors member, or officer, was a Board of Directors member, or officer, of the WJA against reasonable expenses incurred by the Board of Directors member, or officer, in connection with the proceeding. At the discretion of the Board of Directors, 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 Directors 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 Directors. The Committee shall provide in its report to the Board of Directors its reason for its decision. Upon approval of the Board of Directors, 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 Ninety (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.