



**BYLAWS OF THE
WORLD JURIST ASSOCIATION, INC.**

Ammendments to the 2018 Bylaws

Date: December 3, 2021

**WORLD JURIST ASSOCIATION
C/O CLARK HILL PLC
1001 PENNSYLVANIA AVENUE, NW
SUITE 1300 SOUTH
WASHINGTON, D.C. 20004
Email: wjaexecutivedirector@gmail.com**



BYLAWS OF THE WORLD JURIST ASSOCIATION

1. Overview

The WORLD JURIST ASSOCIATION (hereinafter the “WJA”) is a non-profit corporation organized and existing under the laws of Washington, District of Columbia, USA.

2. Registered Address

2.1 The current registered address of the WJA is: c/o Clark Hill PLC, 1001 Pennsylvania Avenue, NW, Suite 1300 South, Washington, D.C. 20004.

2.2 The WJA office shall be maintained within the metropolitan District of Columbia as commonly understood to mean the District of Columbia, Maryland, and Virginia.

2.3 The name of the WJA’s Registered Agent is: J. William Eshelman.

2.4 The Registered Agent’s address is set forth in the Certificate of Incorporation as amended and filed in the District of Columbia.

2.5 The name and registered office may be changed from time to time by the Board of Directors, in accordance with the Not For Profit Law of the District of Columbia and these Bylaws.

3. Purpose

3.1 As set forth in the Certificate of Incorporation, the purpose of the WJA is to promote the Rule of Law. “A world ruled by law, not force” has been the mission of the WJA since its founding. This includes, but is not limited to, supporting local institutions of law, and providing a unique, dynamic, and open forum for legal professionals to share their experiences, exchange ideas and learn from their colleagues.

3.2 In furtherance of its purpose, the WJA shall be an independent, impartial, and reliable source of advice and consultation to:

a: local, provincial, state, federal and national governments, parliaments, judicial entities; professional organizations and legal professionals;

b: international and super-national organizations, diplomatic entities, and forums for



intergovernmental cooperation;

c: educational institutions, foundations; independent institutions; professional associations; academies; corporations and non-governmental organizations; and

d: encourage and promote exchanges between states, jurists, lawyers, law professors law students and other legal professionals and academics.

4. Activities

In support of its mission, the activities of the WJA include but are not limited to:

4.1 Promoting and organizing workshops, debates, and conferences, consistent with its purpose, including a biennial World Law Congress;

4.2 Preparing and promoting studies, analyses, and research projects, in addition to writing articles, reports, monographs and collections of works consistent with and/or related to its purpose;

4.3 Participating in academic, research, international and regional conferences,

4.4 Promoting and providing training of local leaders and staff;

4.5 Recognizing individuals and institutions for significant contributions to the promotion and maintenance of Ordered Liberty and Peace through the Rule of Law by presenting such awards as it deems appropriate;

4.6 Undertaking any other activities directly or indirectly, that the Board may from time to time, determine to be appropriate and related to the purpose of the WJA.

In furtherance of its mission and to guarantee the independent and impartial performance of its Mission, the WJA and its members must adhere to a rigid code of impartiality, without regard to any political, partisan, religious, or other affiliation.

5. Membership

5.1 The members of the WJA (the “Members”) shall have the rights set forth in the Certificate of Incorporation, these By-laws, and applicable laws. There shall be two categories of membership: Active Members and Honorary Members:

Active Members are natural persons; NGO’s, or other corporate entities, who meet the qualifications for membership and share the goals and objectives of the WJA.



5.1.(a). Requirements for Active Membership:

5.1.(a)(i) attend a conference or Congress organized by the WJA at least once every three [3] years;

5.1(a)(ii) annually pay the requisite membership dues;

Active members shall enjoy full membership rights, including but not limited to, voting rights on all matters and eligibility for election to any WJA board, Committee, or office.

5.1.(b) Honorary Members:

5.1(b)(i) Honorary Members are natural persons or corporate entities, including, but not limited to, Non-Governmental Organizations, that have either provided extraordinary services to the WJA, or who are known for the significant contributions to World Peace through the Rule of Law;

5.1.b.(ii) Honorary members may attend the meetings of the General Assembly but have no voting rights.

5.1.b.(iii) Honorary Members may apply to be Active Member if they meet the qualifications

5.1(c) Membership in the WJA is non-transferable.

5.1(d) The Board of Directors may investigate an applicant's qualifications for WJA membership and may request the applicant to provide additional information. An intentional or materially erroneous declaration is grounds for rejection or termination of an application.

5.1(e) Further requirements for admission to, or withdrawal from, membership may be established from time to time by the Board of Directors, as it determines it to be necessary to support the mission of the WJA.

5.1(f) Membership in the WJA or eligibility for election to the Board of Directors shall be open to as broad a participation as possible, regardless of gender, race, color, creed, national origin, or sexual orientation or identification.

5.2 Membership List:

5.2(a) The Secretary of the WJA shall maintain a list of Active and Honorary Members which shall be the property of the WJA, and shall not be available for public disclosure, except at the discretion of the Board of Directors.



5.2(b) Any member of the WJA may have access to the Membership list, in accordance with the applicable law, by referring to the Executive Director.

5.3 Withdrawal or Termination of Membership

Membership may be withdrawn or terminated:

5.3(a) By dissolution of the legal entity holding membership;

5.3(b) By resignation in writing addressed to the Board of Directors;

5.3(c) For serious or repeated neglect of duties or obligations undertaken or imposed by the WJA; or for failing to abide with the Code of Conduct;

5.3(e) For failing to maintain the minimum standards required to maintain membership;

5.3(f) For non-payment of dues;

5.3(g) For conviction of a felony as defined by United States law at the time of conviction;

5.3(h) For disciplinary action brought against a Member by the Member's applicable regulatory or judicial body.

Notwithstanding the causes listed above, a termination is not effective until it is approved by the Board of Directors and ratified by the General Assembly of the WJA at a regular or special meeting. Such approval and ratification can only occur following a reasonable time for compilation of a file that includes all relevant information related to the matter, includes information submitted by the Member. The file will be delivered to the Member and then to the Board for review and determination.

5.4 Membership Rights

Active Members shall:

5.4(a) Be eligible to take part in any initiatives and activities organized by the WJA;

5.4(b) Have the right to vote in the election for the Board of Directors

5.4(c) Attend any General Assembly meetings, public Board of Directors' meetings or other business meetings called by the WJA.

5.4(d) Be eligible to run for election for any WJA elected positions



5.4(e) Have access to all books and records of the WJA on reasonable terms and at reasonable times and places.

5.5 Membership Obligations

Active members have the following obligations:

5.5(a) Compliance with the WJA's Code of Ethics and Conduct;

5.5(b) Timely discharge financial obligations to the WJA;

5.5(c) Participate, physically or through technological means, in General Assembly Meetings;

5.5(d) Assist the WJA governing bodies and committees

5.5(e) Attend the events and participate in the initiatives organized and promoted by the WJA;

5.6 Honorary Member Rights and Obligations

5.6 Honorary Members have the same rights obligations as Active Members, except for the voting and office holding rights set forth in Sections 5.4(b) and 5.4(d) and the obligations to make payments in Section 5.5(b)/

6 Board of Directors

6.1 Members of the Board. The affairs of the WJA will be managed by the Board of Directors comprised of the President; the Executive Vice President, one or more, but no more than five, Vice Presidents; the General Counsel, (who shall serve as a non-voting member); and up to ten other Directors. Each Director must be at least twenty-one [21] years of age or older.

6.2 Powers and Responsibilities of the Board of Directors: The powers and responsibilities of the Board of Directors shall be:

6.2(a) To direct all the activities and carry out all of the financial and administrative management of the WJA.

6.2(b). Prepare and submit annual reports to the Membership including:

- Activity Reports stating the conferences and other events presented or hosted by the WJA
- Financial Reports



- Budgets
- Strategic Plans for the upcoming year
- Approval of the engagement of WJA staff

6.2(c) Create and manage committees to implement specific goals and objectives of the WJA

6.2(d) To receive and administer funds and property in furtherance of corporate purposes;

6.2(e) To receive by bequest, devise, gift, grant, purchase, lease, otherwise, whether absolutely or jointly, with any other person or entity, any property: real, personal, tangible or intangible, or any interest therein, without limitation as to amount of value, to sell, convey, or otherwise dispose of any property, and to invest, reinvest or deal with the principal or income thereof, in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the WJA, without limitation, except for such limitations, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto.

6.2.(f) To enter into contracts with third parties and to hire agents to act on behalf of the WJA.

6.2(g) To do any other act incidental to, or connected with the foregoing purposes or any advancement thereof, either directly or indirectly, alone or in conjunction or cooperation with others; to do any and all lawful acts and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the WJA is organized; and, to aid or assist other organizations whose activities are such to further accomplish, foster, or attain any of such purposes.

6.2(h) Appointment of the General Counsel

6.2(i) Appointment of the Executive Director

6.2(j) Approve the initiation of any claims or judicial actions against third parties

6.2(k) Any other actions that are not within the exclusive power of the General Assembly, or the President.

7. Election and Terms of Directors



7.1 Election of Directors: Directors shall be elected for an unlimited number of five-year terms and shall serve until his or her successor has been elected or appointed, unless the position as Director is vacated by resignation, death, removal, or otherwise. Directors must remain Active Members of the WJA during their term of office.

7.2 Eligibility to Serve as a Director: Anyone who is an Active Members as of the date of submission of Nomination, is eligible for nomination to any position on the Board.

7.3 Holding Elections. Elections shall be held during each WJA Biennial Congress. The Election shall occur on the Closing Day of the Biennial Congress. The Election shall be held during the General Assembly meeting and all Active Members 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 appointed by the Board of Directors shall conduct the Elections.

7.4 Grievances Concerning the Election. Any grievances concerning an election by a candidate for office or any other Member, must be presented to the Election Committee in writing within 12 hours of the announcement of the election results. Detailed reasons must be given for the grievance. The Election results stand until the decision of the Election Committee. The Election Committee shall decide, concerning a grievance at a closed meeting, within 24 hours of the filing of the grievance. At the request of the person filing the grievance, the Election Committee may admit an observer to this meeting.

In the event that a candidate is not satisfied with Election Committee results, they may bring the dispute to binding arbitration. The arbitration shall be administered by the International Chamber of Commerce in Geneva, in accordance with its administrative rules. Any judgment rendered by the Arbitrators may be entered in any court having jurisdiction thereof. The costs of the arbitration will be borne equally by the parties. All hearings held under this Section shall be conducted before a panel of three arbitrators. Each party shall choose one, and the two arbitrators shall choose the third.

7.5 Resignations and other Vacancies: Except as otherwise required by law, a Director may resign from the Board by giving written notice to the Board of Directors. Such resignation will take effect at the time specified in the notice and unless otherwise specified, no acceptance of such resignation will be necessary to make it effective. In the event that a Director resigns or the office of a Director otherwise becomes vacant, the remainder of his or her term will be filled by a majority vote of the Board, at the next meeting of the Board of Directors.

7.6 Meetings of the Board of Directors -

7.6.(a) The Board of Directors shall meet at least four times per year and as many other times as the President determines is necessary or desirable, or upon written request of at least five



members of the Board of Directors. The Board may meet in person, by video or telephone conference.

7.6.(b) Unless otherwise prohibited by the Certificate of Incorporation or these By-laws, any action to be taken by the Board of Directors may be taken without a meeting, if a majority of the members of the Board consent in writing to the adoption of a resolution authorizing the action. Any such resolution and the written consents of each Director must be filed with the minutes of the Board maintained by the Executive Director.

7.6.(c) Unless something greater than a simple majority is required by law, the Certificate of Incorporation, or these By-laws, a majority of the Directors eligible to vote, will constitute a quorum for the transaction of all business. If a quorum is present at the beginning of a meeting, a quorum shall be deemed to be present throughout the whole meeting.

7.6.(d). Each Director will have one vote. All voting at meetings may be performed in person or by proxy and a Director may cast his or her ballot through in person or through any other electronic means available to all Directors.

7.6.(e) The President's vote will be decisive in the event of a tie.

7.6.(f) Each Director is expected to communicate with the President in advance of all Board meetings stating whether he or she is able to attend or participate remotely.

7.7 A Director may be removed if he or she has three unexcused absences to the WJA Board of Directors Meetings during his or her tenure.

7.8 Directors will not receive compensation from the WJA for services, however the Directors may be reimbursed for out of pocket expenses incurred in the performance of their duties. Such reasonable amounts must be approved by the Board of Directors.

7.9. Directors are obligated to maintain and protect the confidential information of the WJA. The Board of Directors, may at its discretion, adopt a formal policy regarding the protection of confidential information of the WJA.

7.10 Any decision that requires more than a simple majority, shall be considered a "Major Decision" and shall require a "Super Majority" an affirmative vote of at least seventy five percent [75%] of the Board of Directors. Decisions regarding Section 6.2(e) shall require a Super Majority vote of the Board of Directors. In addition, the following actions will also require a Super Majority vote of the Board of Directors:



7.10(a) Merger or consolidation with another entity

7.10(b) Dissolution of the WJA

7.10(c). Filing of a petition in Bankruptcy or assignment for the benefit of creditors

7.10(d) Borrowing funds, or otherwise incurring obligations or liabilities in excess of the equivalent of USD25,000

7.10(e). Any single expenditure or series of related expenditures in excess of the equivalent of USD25,000.

7.10(f) Amending the Certificate of Incorporation or amending these By-laws

7.10(g). Changing the location of the registered office

7.10(h). Approval of major policy positions or decisions to advocate for legislative, regulatory, or policy changes of any government.

8 –Board Officers & Directors

8.1 The General Assembly will elect the following Board Officers and Directors: A President, an Executive Vice President, no more than five (5) Vice Presidents; a Secretary, and a Treasurer.

8.2 Responsibilities of Officers:

8.2(a) Responsibilities of President

8.2(a)(i) Serve as the chief executive officer of the WJA and shall have general responsibilities and supervision over the affairs of the WJA.

8.2(a) (ii) Direct the activities and actions of the WJA and carry out the financial and administrative management of the WJA, subject to the powers of the Board of Directors and the General Assembly.

8.2(a)(iii) With the assistance of the Executive Director, carry out the day to day obligations of the WJA, including implementation of directives of the General Assembly and Resolutions of the Board of Directors

8.2(a)(iv) Establish Agendas for General Assembly and Board of Directors meetings.



8.2(a)(v) Appoint the delegates of the WJA to the United Nations and any other international or supranational organizations in which the WJA may be a member, observer, or have representation.

8.3(a)(vi). Take any emergency actions to benefit the WJA, provided that any such action will be promptly reported to the Board of Directors for their approval.

8.3(a)(vii) Ensure the performance by the WJA of agreements entered into on behalf of the WJA;

8.3(a)(viii) Preside at Board meetings and shall see that all resolutions of the Board of Directors are carried into effect.

8.3(a)(ix) Perform such other duties as may, from time to time, be assigned to him or her by the Board, or specifically required to be performed by law, the Certificate of Incorporation, or by these By-laws.

8.3(b) Duties of the Executive Vice President, and Vice Presidents.

8.3(b)(i) If the President is unable to perform his or her responsibilities, the Executive Vice President shall perform the duties of that office. If the Executive Vice President is unable to perform, the succession will follow to the most senior Vice President following in the line of seniority of election of each Vice President.

8.3(b)(ii) The Vice Presidents shall also perform such other duties as may, from time to time, be assigned to him or her by the President, the Board of Directors, or as specifically required to be performed by law, or the Certificate of Incorporation or by these By-laws.

8.3(c) Duties of the Secretary The Secretary will be responsible for keeping an accurate record of all meetings of the Board; ensure that all notices are duly given in accordance with these By-laws and as required by law; maintain the official records of the WJA; and in general perform all duties customary to the office of Secretary. In lieu of electing a Secretary, the General Assembly may assign these responsibilities to the Executive Director.

8.3(d). Treasurer: The Treasurer will be responsible for the financial oversight of the WJA including ensuring that the necessary and appropriate fiscal records are kept and verifying that all funds are recorded, spent and monitored consistent with funder and legal requirements and sound financial management.

8.3(e) General Counsel: The General Counsel will provide legal advice and assistance to the Board of Directors, Committees, and other governing bodies of the WJA. To ensure the



effective implementation of governing laws, the General Counsel will, at a minimum, be a member of the Rules and Nominating Committees. The General Counsel shall also perform such other duties as may, from time to time, be assigned to him or her by the President, the Board of Directors, or as specifically required to be performed by law or by these By-laws. The General Counsel shall serve as a non-voting member of the Board of Directors.

8.3(f) Immediate Past President: The Immediate Past President shall be a non-voting member of the Board of Directors and provides advice and counsel to the incumbent President and the Board. The Immediate Past President serves on the board in that capacity until the next President takes the office, at which time the Immediate Past President becomes a member of the Honorary Board of Directors.

8.3(g) Except as otherwise specified by law, the Certificate of Incorporation, or these By-laws, officers may hold no more than three five-year consecutive terms for each office. In no event shall any officer or director serve and in no event serve more than twenty [20] years on the Board of Directors. These limitations will be prospective only, after the adoption of these By-laws.

9. Committees

9.1 Standing Committees: Standing Committees will be established by the Board of Directors, at the first meeting following their election. Each committee will have at least one Director and either members of the General Assembly, or individuals affiliated with the Rule of Law, having requisite expertise for the specific committee.

9.1(a) Nominations Committee: the Nominations Committee will consist of five (5) active members of the WJA.

The names of the members of the Nominations Committee will be published on the WJA website, upon their appointment, so members can contact them and suggest candidates for their consideration.

The Committee will strive to achieve geographic and professional diversity amongst the nominees. The Committee shall strive to identify at least two candidates for each office for which there is no incumbent.

The list or lists of candidates will be approved by a majority vote of the Nominations Committee and published on the WJA website at least 30 days before the Opening of the Biennial Congress.

9.1(b) Charter and Bylaws Committee: The Charter and Bylaws Committee will consist of five (5) persons to the Charter and Bylaws Committee, one of whom shall be the General Counsel,



and another will be the President.

The Committee shall be charged with reviewing and proposing amendments to the charter and bylaws as needed. A draft of any amendments must be presented to the Board of Directors for approval before presenting to the General Assembly. If the Board of Directors rejects the proposed amendments, it must provide legal or other valid reasons for the rejection.

The Committee members' names will be published on the WJA website so members may contact them to provide comments or suggest amendments.

9.1(c). Finance Committee: the Finance Committee shall be comprised of the Executive Vice President, The Executive Director, the Treasurer and at least one member of the Board of Directors. Additional members may be appointed by the Board of Directors either from the Membership, or from the Board of Directors.

9.1(d) Election Committee: The Election Committee is responsible for ensuring the integrity of the election process. This Committee will be appointed at least five [5] days before the date set for the election of officers and directors. The Committee will be comprised of the Executive Vice President and four additional Members, appointed by the Board of Directors, who are not members of the Board of Directors. No one running for an officer or director office can serve on the Election Committee.

9.1(e). Honorary Committee: The Honorary Committee is comprised of Past Presidents and recognized experts in their field. They may, but need not, advise the Board on topics of interest. The Honorary Committee members will not be voting members of the Board of Directors.

9.2 Ad Hoc Committees. The Board of Directors may create other committees as needed, to assist it in the governance and management of the WJA.

10. Meetings of Members:

10.1. Biennial Meetings: Biennial meetings of Members for the election to the Board of Directors and for the transaction of other proper business, shall be held every two years at a date, time and place, to be determined by the Board of Directors. Where practical, the Biennial Meetings will run concurrent with the Biennial Congress. Only Active Members will be permitted to vote at the Biennial meetings

10.2: The Board of Directors may, in special circumstances, deviate from this schedule by a vote of the simple majority of the voting members of the Board of Directors on adequate notice.



10.3 The WJA will hold a meeting of members of the Board of Directors at least twice a year, on a 30 day notice, for the purpose of approving the WJA's financial reports and budget.

10.4 The WJA will strive to convene the Financial Reporting meeting within six [6] months following the closing of the WJA's fiscal year.

10.5. The WJA will strive to convene the Budget Meeting during the last quarter of the preceding fiscal year.

10.6 Extraordinary Meetings: Extraordinary Meetings may be convened:

10.6(a) on the recommendation of the Board of Directors.

10.6(b) by a simple majority of the Active Members.

10.6(c) by request of five [5] members of the Board of Directors.

10.7. Meeting Notices: Meeting Notices will be transmitted to all Active and Honorary Members according to the methods permitted under these By-laws. Such notices will list the date, time, and place of the meeting, together with the proposed meeting agenda, and specific matters to be discussed.

Notices for the Biennial meeting will be transmitted at least thirty [30] days before the proposed date established for that meeting.

10.8 Meeting Procedures

10.8(a) The Active Members at the Biennial meeting have the power to:

10.5(a)(i) Elect Board of Directors Members

10.5(a)(ii) Elect Officers of the Board

10.5(a)(iii) Approve Annual Financials

10.5(a)(iv) Establish or Modify Membership or other Fees

10.5(a)(v) Dispose of Fixed Assets

10.5(a)(vi) Approve Strategic Plans



10.5(b) Quorum of Active Members: Unless the law requires a greater percentage, a quorum will be present and may transact business when one third [1/3] of the Active Members are represented at a meeting. Attendance may be effected by use of proxy votes or any electronic or telephonic means

10.5(c) Majority Required: Except as set forth in 10.5(d)below, a simple majority of the Active Members at which a quorum is present, shall be required to conduct business

10.5(d) A two-thirds [2/3] majority of Active Members in attendance, is required for:

10.5(d)(i) Dissolution or merger of the WJA

10.5(d)(ii) Modification of the Bylaws

10.5(d)(iii) Changing the Registered Agent or Office

10.5.1.b.1.A.4 Disposition of fixed assets

11. Management

11.1 Executive Director. The Executive Director will be appointed and removed by the President.

11.2. The functions and responsibilities of the Executive Director are:

11.2(a) To promote and supervise the ordinary management and administration of the WJA activities to ensure the proper functioning of the committees, services, and personnel of the Association. To ensure the proper functioning of the operations, services, and personnel of the Association. All Duties will be set forth in an employment agreement.

11.2(b) To assist the governing bodies of the Association;

11.2(c) To prepare and formulate operating budgets;

11.2(d) To keep the accounts of the Association and ensure it complies with tax obligations;

11.2(e) To prepare and prepare the annual accounts of the Association;

11.2(f) To manage the day-to-day operations of the office to execute and achieve the directives of the Board of Directors.

12. Local Chapters



The Association will promote the creation of Local Chapters in the nations or regions of the world in which the presence and activities of the WJA can facilitate the mission of the WJA. The local chapter will have no legal authority to bind the WJA under any circumstances.

12.1. Preconditions to Organization: The local Chapter will be comprised of active members of the WJA that belong to the same nation or to the group of nations that make up a specific region of the world.

12.2. The creation of a Local Chapter requires a formal request for incorporation that must be approved by the Board of Directors at either a regularly scheduled board meeting, or at a meeting convened for the purpose of approving the Chapter's request. The request must be signed by at least ten (10) active members of the WJA who reside of the region are and must identify the individuals requesting incorporation and the geographical scope of the Chapter.

12.3 Before submitting an application to initiate a local chapter, the proposed Chapter must provide the Board of Directors with:

12.3(a) Articles of Incorporation from the country of origin, authorizing the incorporation

12.3(b) A Strategic Plan detailing the goals and objectives for the Local entity with metrics for the Board to evaluate the likelihood of success of the Strategic Plan.

12.3(c) A Membership Development plan – including proposed dues schedule.

12.3(d) Policies and Procedures for approval by the Board of Directors

12.4 Once approved by the Board of Directors, the Local Chapter will be organized in accordance with the provisions contained in these by-laws and be governed according to the Policies and Procedures provided by the Board of Directors and in compliance with country or regional laws, as applicable.

12.5. Local Chapter will have a President, who will be appointed by the Local Board of the Association, for a term of five years, will be a non-voting member of the Local Board of Directors.

12.6. The Local Chapter must also sign a license agreement with the WJA which will outline practices and procedures and provide for the proper use of the WJA brand, logo and/or any other activities that could compromise the image of the WJA. Neither the WJA, nor its president, nor any member of its board of directors nor any officers shall be held liable or responsible for any illegal actions or any actions contrary to local or international law committed by any member of any local or regional chapter.

12.7 The Local Chapter, its officers and members will be fully responsible for the management of



the Chapter and will determine the powers of its officers and directors

12.8 Powers of the Local Chapter

12.8(a) Promote and disseminate the presence and mission of the WJA in the territory of the Chapter;

12.8(b) Support the WJA President in the performance of his or her duties;

12.8(c) Assume the official representation of the WJA in the territory of the Chapter, without prejudicing the authority of the WJA;

12.8(e). Prepare an annual report to the WJA Board of Directors regarding the membership, activities, and finances of the Local Chapter.

12.8(f) Local Presidents must assist in the organization of WJA Congresses that take place on their Chapter, and be a member of the organizing committee, whenever requested by the President of the WJA.

13. WJA Financials

The WJA will receive financial resources to develop and maintain WJA operations as follows:

13.1. Members' annual dues;

13.2. Sponsorships, contributions, gifts, bequests, or devises 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;

13.3. Income derived Association activities;

13.4. Grants from Institutions and Foundations;

13.5. Any other legal resource including but not limited to law firms, corporations, industries, trade groups, and others interested in promoting peace through the rule of law.

14. Contracts, Checks Deposits and Funds

14.1 Contracts/Leases. The Board of Directors shall be able to authorize an officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WJA. 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, may be executed by the President or Executive Vice President, upon approval from the Board of Directors.

14.2 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 to whom they may delegate said powers.

Single payments exceeding USD5,000 shall require 2 signatures. Continuous payments to a single payee that exceed USD10,000 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 Directors who is a legal resident of the United States.

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

The WJA shall maintain two bank accounts. One account will be operational in the same location as the WJA headquarters and the other shall be located at the operational headquarters of the President. The powers necessary to operate with such accounts will be joint, and subject to all appropriate accounting processes and procedures. The WJA is subject to all appropriate accounting processes and procedures.

Local Chapters may open and manage bank accounts. Any such account must comply with all local, regional, and country accounting and auditing standards and shall be the sole responsibility and liability of the Local Chapter and shall in no way bind or obligate the WJA.

15. Dissolution

The dissolution of the WJA may be agreed voluntarily by the favorable vote of three quarters of Members in good standing, present at a meeting called for that purpose by the Board of Directors or the President, in accordance with these By-laws.

The quorum for such a General Assembly meeting shall be three fourths of the total number of Active Members as of the date of the meeting.

16. Jurisdiction

These Bylaws will be governed by and construed in accordance with the laws of the District of Columbia. Any disputes or actions brought with regard to these By-laws will be within the exclusive jurisdiction of the Courts of the District of Columbia. These Bylaws may be translated



into several languages. Should any translation and the English versions deviate from each other, the English version shall be binding.