
**BYLAWS OF
THE AMERICAN BRANCH OF THE INTERNATIONAL LAW ASSOCIATION**

[Adopted on October 9, 2018]

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**BYLAWS OF
THE AMERICAN BRANCH OF THE INTERNATIONAL LAW ASSOCIATION**

ARTICLE I

NAME

Section 1.01. Name. The name of this corporation is The American Branch of the International Law Association (the "Corporation"). The Corporation was incorporated under the General Corporation Law of the State of Delaware (the "DGCL") in 2012 to become, subject to the approval of the member or members of the Corporation (the "Members"), the successor to the unincorporated association The American Branch of the International Law Association (the "Association"), which was organized in 1922 as a branch of the International Law Association, an unincorporated association registered as a charity under the laws of England and Wales (the "ILA").

ARTICLE II

MEMBERS

Section 2.01. Members.

(a) The Members shall be those persons satisfying the conditions of Membership set forth herein. Each Member, whether a natural person, an institution, a firm, an association or a corporation, shall be entitled to one vote on each matter submitted to a vote of Members at any meeting of Members (such vote, in the case of a Member that is not a natural person, to be cast by such Member's designee). Except as otherwise provided in the certificate of incorporation, the initial Member shall be the Association. Upon the occurrence of both (i) conveyance by the Association to the Corporation, and assumption by the Corporation from the Association, of all the property, real, personal, and mixed, tangible and intangible; rights; credits; and choses in action then belonging to the Association and (ii) succession by the Corporation to the liability of the Association for any and all debts and obligations theretofore incurred by the Association then outstanding, including, without limitation, by the assignment and novation to the Corporation of all contracts then in effect to which the Association is a party (both (i) and (ii) collectively, the "Reorganization"), the Association shall immediately cease to be a Member and the Members shall, as of the completion of the Reorganization, be those individuals, institutions, firms, associations and corporations who, immediately prior to the Reorganization, were members of the Association.

(b) Each Member, other than the Association as initial Member prior to the Reorganization, shall, by virtue of such Membership, also become a member of the ILA without further payment of dues and shall be entitled to receive all of the current publications and reports of the ILA.

Section 2.02. Applications for Membership.

(a) Any individual, institution, firm, association or corporation that is eligible for membership in the ILA may apply to become a Member by submitting a written application to the secretary of the Corporation (the "Secretary"). The Corporation's board of directors (the "Board" and each of its members, a "Director") may prescribe a form for such an application. Such individual, institution, firm, association or corporation shall become a Member upon the approval of such application by the Board and the payment of any applicable Membership dues.

(b) Any individual, institution, firm, association or corporation that is eligible for membership in the ILA may become a Member upon an affirmative vote of the Members and the payment of any applicable Membership dues.

(c) A member of the ILA who resides or has business within the United States may become a Member by submitting a request in writing to the Secretary to be enrolled as a Member and by payment of any applicable Membership dues. The Board may prescribe a form for such an enrollment request.

Section 2.03. Membership Dues. Membership dues may be established from time to time by the Board for Members.

Section 2.04. Termination.

(a) Members may terminate their status as such by written resignation at any time, but resignation shall not relieve such individuals of the obligation to pay any unpaid Membership dues.

(b) Failure to pay Membership dues shall result in termination of status as a Member.

Section 2.05. Meetings of Members.

(a) An annual meeting of Members (an “Annual Meeting”) for the transaction of business shall be held each year either within or without the State of Delaware on such date and at such place and time, if any, as are designated by resolution of the Board. Election of Directors shall take place at each Annual Meeting that occurs in an even-numbered year (each, a “Biennial Meeting”). [DGCL §§ 215(a), 211(b)]¹

(b) A special meeting of the Members (a “Special Meeting”) for any purpose may be called at any time by the Board or by the president of the Corporation (the “President”), or upon the written request of not less than ten percent of Members, to be held either within or without the State of Delaware on such date and at such time and place as are designated by resolution of the Board or, if in lieu thereof, in the notice of such Special Meeting. [DGCL § 211]

(c) The Secretary shall cause notice of each meeting of Members including the Annual Meeting to be given to each Member entitled to vote at such meeting in writing (i) by electronic transmission or (ii) by first class mail postage prepaid to such Member’s postal address as shown on the records of the Corporation, not less than twenty days nor more than fifty days prior to such meeting except where a different notice period is required by law. Such notice shall specify (i) the place, if any, date and time of such meeting, (ii) the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting, (iii) in the case of a Special Meeting, the purpose or purposes for which such meeting is called and (iv) such other information as may be required by law or as may be deemed appropriate by the Board. Except as otherwise provided by law, the quorum for a meeting of Members shall be that number of Members present either in person or by proxy at any meeting of Members. Unless otherwise required by law, the certificate of incorporation or these bylaws, the Members shall act by a vote of a majority of the Members present at any meeting at which a quorum is present and entitled to vote on the matter. The Board may establish additional rules for conducting or adjourning a meeting of Members to the extent consistent with the DGCL, the certificate of incorporation and these bylaws.

¹ [The citations at the end of sections, as well as this footnote, are inserted for reference and assistance in administration only, and do not constitute a part of the bylaws.]

(d) The record date for determining Members eligible to vote for any meeting of Members shall be the close of business on the day prior to the sending of notice to Members or, if all Members waive notice, the date of such meeting. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy. A Member may revoke any proxy that is not by law irrevocable by attending the meeting and voting in person or by filing with the Secretary either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Each proxy shall be deemed to have expired, and no such proxy shall be voted, after six months from its date of execution unless such proxy provides on its face for a longer period.

(e) A waiver of notice of meeting by a Member provided to the Corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened. [DGCL § 229]

Section 2.06. Annual Reports. At each Annual Meeting, the Board shall present a report, verified by the President and the treasurer of the Corporation (the “Treasurer”) or by a majority of the Board, or certified by a certified public accountant or by a firm of such accountants selected by the Board, showing in detail the following:

(a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the last twelve month fiscal period terminating prior to such meeting;

(b) the principal changes in assets and liabilities, including trust funds, during the period from the end of the last twelve month fiscal period to a recent date prior to the date of the report;

(c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, and the expenses or disbursements of the Corporation, for both general and restricted purposes, for the last twelve month fiscal period terminating prior to such meeting and for the subsequent period ending on a recent date prior to the date of the report; and

(d) the number of Members as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report.

There shall also be presented at each Annual Meeting such reports of officers and committees as may be requested by the Board or as may be submitted at the meeting by such officers or by representatives of such committees.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers. Except as may otherwise be provided by law or by its certificate of incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board, which shall be, and shall possess all the powers of, the “governing body” of the Corporation under the DGCL. The Directors shall act only as a Board, and the individual Directors shall have no power as such. [DGCL § 141(a)]

Section 3.02. Number of Directors. There shall initially be the number of Directors set forth in the certificate of incorporation. Except as otherwise provided in the certificate of incorporation, the Board may from time to time authorize, by resolution adopted by the affirmative vote of Directors constituting a majority of the total number of Directors at the time of such vote, a change in the number of At-Large Directors (as defined in the certificate of incorporation). Each of the Directors shall be a natural person. If the Board appoints any additional Principal Officers (as defined below), an honorary president or any additional honorary vice presidents under Section 4.01, such persons shall become Directors *ex officio* and the size of the Board shall increase accordingly. [DGCL § 141(b)]

Section 3.03. Election of Directors. The initial Directors shall be the persons named in the certificate of incorporation. Each initial Director who is also a Principal Officer shall serve until the conclusion of his or her term or terms of office as specified in these bylaws, or until his or her earlier death, resignation or removal. The initial Director who is also the Chair (as defined below) shall serve until the conclusion of the term of office of the then-current President, or until his or her earlier death, resignation or removal. Each initial At-Large Director shall serve until the Biennial Meeting held in the year 2014 (at which time such At-Large Director shall be eligible for re-election), or until his or her earlier death, resignation or removal. Except as otherwise provided in Section 3.12 and Section 3.14 of these bylaws, the At-Large Directors shall be elected at each Biennial Meeting, by a vote of a majority of the Members present at such meeting either in person or by proxy. Each At-Large Director shall hold office until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal. Each Principal Officer and the Chair (each of the foregoing, an “*Ex Officio Director*”) shall cease to be an *Ex Officio* Director upon ceasing to be a Principal Officer or the Chair. Any Director who shall have failed to attend any meeting of the Board since the last Annual Meeting shall be ineligible for re-election (whether as an At-Large Director or to a position or office giving rise to an *Ex Officio* Directorship) unless such Director shall have delivered to the President or the Secretary a written explanation for such nonattendance.

Section 3.04. Meetings of the Board. The annual meeting of the Board for the transaction of such business as may properly come before the meeting shall be held each year either within or without the State of Delaware on such date and at such time and place, if any, as are designated by resolution of the Board. The Board shall also meet whenever called by the President, the Chair, the president-elect of the Corporation (the “President-Elect”) or any vice president of the Corporation (each, a “Vice President”), or upon written demand of not less than five Directors, at such place, date and time, if any, as may be specified in the respective notices of such meetings. Any business may be conducted at a meeting so called. [DGCL § 141(g)]

Section 3.05. Notice of Meetings; Waiver of Notice.

(a) Notice of each meeting of the Board shall be given to each Director, and notice of each resolution or other action affecting the date, time and place of one or more regular meetings shall be given to each Director not present at the meeting adopting such resolution or other action (subject to Section 3.08 of these bylaws). Such notices shall be given personally or by electronic transmission at least fifteen days prior to the meeting, or by a writing delivered by a recognized overnight courier service dispatched at least sixteen days prior to the meeting, or by regular mail (postage prepaid) dispatched at least twenty days prior to the meeting, directed to each Director by such means of electronic transmission, or at such address, as the case may be, from time to time designated by such Director to the Secretary. Notwithstanding the above, nothing in this Section 3.05(a) shall require advance notice to be given of any resolution or action not affecting the date, time and place of one or more regular meetings.

(b) A written waiver of notice of meeting signed by a Director or a waiver by electronic transmission by a Director, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Director at a meeting is a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of objecting at the beginning of the meeting to

the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened. [DGCL § 229]

Section 3.06. Quorum; Voting. At all meetings of the Board, the presence of seven Directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, the certificate of incorporation or these bylaws, the vote of a majority of the Directors present at any meeting at which a quorum (as defined in the certificate of incorporation) is present shall be the act of the Board. An interested Director may be counted in determining the presence of a quorum at a meeting of the Board that discusses, or authorizes as provided in Section 3.13 of these bylaws, a contract or transaction in which such Director is interested. An absence of quorum that occurs after a meeting of the Board has begun shall not preclude the transaction of business, provided, that an act of the Board shall in all cases require an affirmative vote by the greater of (a) four Directors and (b) such vote as is otherwise required by law, the certificate of incorporation or these bylaws. [DGCL §§ 141(b), 144(b)]

Section 3.07. Presence by Telephonic Communications. Members of the Board may participate in any meeting of the Board by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting, provided those members of the Board so participating shall have given the President not less than five days' advance notice of their desire to participate in such meeting remotely. Any expenses of remote participation in a meeting of the Board shall be borne equally by each of the members of the Board participating remotely, absent a determination by the Board that the Corporation shall cover such expenses. [DGCL § 141(i)]

Section 3.08. Adjournment. A majority of the Directors present may adjourn any meeting of the Board to another date, time or place, whether or not a quorum is present. No notice need be given of any adjourned meeting unless (a) the date, time and place of the adjourned meeting are not announced at the time of adjournment, in which case notice conforming to the requirements of Section 3.05 of these bylaws shall be given to each Director, or (b) the meeting is adjourned for more than 24 hours, in which case the notice referred to in clause (a) shall be given to those Directors not present at the announcement of the date, time and place of the adjourned meeting. At any adjourned meeting, the Directors may transact any business that might have been transacted at the original meeting.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of members of the Board consent thereto in writing or by electronic transmission and such writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board; provided, that no such action without a meeting shall be effective if any member of the Board who has not consented to such action shall have transmitted to the President or Secretary his or her objection to such action, in writing or by electronic transmission, within ten days of his or her receipt of notice of such action. [DGCL §§ 141(f), 141(j)]

Section 3.10. Regulations. To the extent consistent with applicable law, the certificate of incorporation and these bylaws, the Board may adopt such rules and regulations for the conduct of meetings of the Board and for the management of the affairs and business of the Corporation as the Board may deem appropriate. The immediate past President shall serve as chairperson of the Board (the "Chair") during the term or terms of his or her successor as President, or until his or her earlier death, resignation or removal. In the absence or disability of the Chair, the President shall serve as chairperson of the Board. In the absence or disability of both the Chair and the President, the President-Elect shall serve as chairperson of the Board.

Section 3.11. Resignations of Directors. Any Director may resign at any time by delivering a written notice of resignation signed by such Director or by submitting an electronic transmission, to the

Board, the President or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery. [DGCL § 141(b)]

Section 3.12. Removal of Directors. Any At-Large Director may be removed at any time, either for or without cause, upon the affirmative vote of not less than a majority of the Members present in person or by proxy at a meeting of Members, and such removal shall take effect immediately upon such vote. Any vacancy in the Board caused by any such removal may be filled at such meeting or in accordance with Section 3.14 of these bylaws. Any *Ex Officio* Director may be removed at any time in accordance with Section 4.03 of these bylaws. [DGCL §§ 141(j), 141(k), 223]

Section 3.13. Conflicts of Interest. Any contract or transaction in which a Director is interested must be approved by the Board acting in good faith through the affirmative vote of a majority of the disinterested Directors then members of the Board (being not less than two Directors) or by a committee made up of at least three disinterested Directors after disclosure to the Board or the committee of all material facts as to the Director's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction, and the fact that an interested Director participated in meetings discussing or approving any such contract or transaction shall not make the approval void or voidable.

(a) No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers, are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee that authorizes the contract or transaction, or solely because any such Director's or officer's votes are counted for such purpose, if:

(i) The material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(ii) The material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Members; or

(iii) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee or the Members.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

Section 3.14. Vacancies and Newly Created Directorships. If any vacancies shall occur in the Board, by reason of death, resignation, removal or otherwise, or if the authorized number of Directors shall be increased, the Directors then in office shall continue to act. Any such vacancy (other than a vacancy of an *Ex Officio* Directorship, which shall be filled in accordance with Section 4.03 of these bylaws) or newly created Directorships may be filled either (a) by election at the next Annual Meeting or (b) by election by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director (the newly elected Director, in the case of either (a) or (b), a "Replacement Director"). Any Replacement Director shall hold office for the balance of the unexpired term of the replaced Director or the newly created Directorship and until his or her successor shall be elected and qualified (or until his or her earlier death, resignation or removal). [DGCL § 223]

Section 3.15. Compensation. The Directors shall not be compensated for their services as such but the Board may by resolution determine the expenses in the performance of such services for which a Director is entitled to reimbursement. [DGCL § 141(h)]

Section 3.16. Reliance on Accounts and Reports, etc. In the performance of his or her duties, a Director shall be fully protected in relying in good faith upon the records of the Corporation and upon information, opinions, reports or statements presented to the Corporation by any of its officers or employees or by any other person as to the matters the Director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation. [DGCL § 141(e)]

ARTICLE IV

OFFICERS

Section 4.01. Officers. The officers of the Corporation shall include a President, five Vice Presidents, a Secretary, a Treasurer and, from time to time, a President-Elect (each, a "Principal Officer"). The Board may also elect such other Principal Officers or other officers as the Board may determine. In addition, the Board from time to time may, by a vote of a majority of the total number of Directors, delegate to any Principal Officer the power to appoint subordinate officers or agents and to prescribe their respective rights, terms of office, authorities and duties. One person may hold any two Principal Offices, except that no individual holding the office of President, President-Elect or Secretary may at the same time hold another of such offices. The Board may also elect an honorary president and one or more honorary vice presidents to serve at the pleasure of the Board. None of the positions of Chair, honorary president or honorary vice president shall be deemed officers of the Corporation, notwithstanding any provision of these bylaws to the contrary. Each officer of the Corporation shall be a natural person. [DGCL § 142(a), (b)]

Section 4.02. Election of Officers.

(a) The Vice Presidents, the Secretary and the Treasurer shall be elected by and from among the Members at each Biennial Meeting, and shall hold office for a term expiring at the next succeeding Biennial Meeting or until their successors are elected or until their earlier death, resignation or removal. If such officers are not elected at such Biennial Meeting, such officers may be elected at any other meeting of the Members.

(b) At any Biennial Meeting, the then-serving President shall remain in office if (i) there is no President-Elect or (ii) he or she is re-elected by the Members; provided, however, that, as of such Biennial Meeting, a then-serving President who has held office since a date prior to the date of the Biennial Meeting next preceding shall not be eligible for re-election.

(c) At each Annual Meeting, if there is no President-Elect, a President-Elect may be elected from by and from among the Members, and shall hold office until he or she succeeds to the office of President or until his or her earlier death, resignation or removal. If there is no President-Elect and a President-Elect is not elected at an Annual Meeting, a President-Elect may be elected at any other meeting of the Members. If, at any time, there is no President-Elect and the then-serving President has held office since a date prior to the Biennial Meeting next preceding, a Special Meeting shall be called, to be held not less than four months prior to the Biennial Meeting next following, at which a President-Elect shall be elected from among and by the Members.

(d) The President-Elect shall succeed to the office of President at any Biennial Meeting at which the then-serving President is not re-elected or is not eligible for re-election, or upon the then-serving

President's earlier death, resignation or removal. Except in cases of the then-serving President's death or removal, the then-serving President shall thereupon become the Chair, and shall serve in that capacity for the duration of his or her successor's Presidency, or until his or her earlier death, resignation or removal.

(e) The initial President, initial Vice Presidents, initial Secretary and initial Chair, and the initial President-Elect, if any, shall be those individuals named as such in the Certificate of Incorporation, each to serve for a term expiring at the Biennial Meeting held in 2014 or until such officer's earlier death, resignation or removal.

(f) Officers and agents appointed pursuant to delegated authority as provided in Section 4.01 (or, in the case of agents, as provided in Section 4.06) of these bylaws shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the appointing officer. Each officer shall hold office until his or her successor shall have been elected or appointed and qualified, or until such officer's earlier death, resignation or removal. [DGCL § 142(b)]

Section 4.03. Removal and Resignation of Officers; Vacancies.

(a) Any Principal Officer, honorary president, honorary vice president or Chair, however appointed or elected, may be removed at any time, either for or without cause, upon the affirmative vote of not less than a majority of the Members present in person or by proxy at a meeting of Members, and such removal shall take effect immediately upon such vote. Except as otherwise provided by Section 4.02(d) of these bylaws, any vacancy occurring in any office of the Corporation by any such removal may be filled at such meeting or in accordance with Section 4.03(b) of these bylaws.

(b) Any officer of the Corporation other than a Principal Officer may be removed at any time for or without cause by the Board. Any officer granted the power to appoint subordinate officers and agents as provided in Section 4.01 of these bylaws may remove any subordinate officer or agent appointed by such officer, for or without cause, at any time. Any officer, honorary president, honorary vice president or chair may resign at any time by delivering notice of resignation, either in writing signed by such officer or by electronic transmission, to the Board, the President or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery. Except as otherwise provided by Section 4.02(d) or Section 4.03(a) of these bylaws, any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, shall be filled by the Board, the President or the officer, if any, who appointed the person formerly holding such office. Any vacancy occurring in the position of Chair by death, resignation, removal or otherwise may be filled by the Board or the President. [DGCL § 142(b), (e)]

Section 4.04. Compensation of Officers. None of the officers of the Corporation shall be compensated for their services as such but the Board or a committee of the Board may determine the expenses in the performance of such services for which such an individual is entitled to reimbursement by the affirmative vote of a majority of the disinterested Directors then members of the Board or of such committee.

Section 4.05. Authority and Duties of Officers; Conflicts of Interest. The officers of the Corporation shall have such authority and shall exercise such powers and perform such duties as may be specified in these bylaws, and in any event each officer shall exercise such powers and perform such duties as may be required by law. Any contract or transaction in which an officer has an interest must be approved by a majority of disinterested Directors then members of the Board or by a committee made up of at least three disinterested Directors after disclosure to the Board of all material facts as to the officer's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction. [DGCL § 142(a)]

Section 4.06. President. The President shall be the chief executive officer of the Corporation, have general control and supervision of the affairs and operations of the Corporation, keep the Board fully informed about the activities of the Corporation and see that all orders and resolutions of the Board are carried into effect. He or she shall manage and administer the Corporation's business and affairs and shall also perform all duties and exercise all powers usually pertaining to the office of a chief executive officer of a corporation. Subject to Section 9.02 of these bylaws, he or she shall have the authority to sign, in the name and on behalf of the Corporation, checks, orders, contracts, leases, notes, drafts and all other documents and instruments in connection with the business of the Corporation, except in cases in which the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent. If there is not a Chair, or in the Chair's absence or disability, the President shall preside at all meetings of the Members and of the Board. He or she shall appoint all members and chairs of sections of the Corporation, unless specifically provided otherwise by the certificate of incorporation, these bylaws or the Board. Except as otherwise provided in the certificate of incorporation or these bylaws, the President shall be an *ex officio* member of all appointed committees of the Board. The President shall have such other duties and powers as the Board may from time to time prescribe.

Section 4.07. President-Elect. The President-Elect shall perform such duties and exercise such powers as may be assigned to him or her from time to time by the Board or the President. In the absence of the President, the President-Elect shall perform the duties and exercise the powers of (and be subject to all the restrictions upon) the President. Except as otherwise provided in the certificate of incorporation or these bylaws, the President-Elect shall be an *ex officio* member of all appointed committees of the Board. If there is no President-Elect, the Vice President who has served as Vice President for the longest time continuously shall perform the duties and exercise the powers of the President-Elect, but shall not be considered the President-Elect for the purposes of Section 4.02 of these bylaws.

Section 4.08. Vice Presidents. Each Vice-President shall perform such duties and exercise such powers as may be assigned to him or her from time to time by the Board or the President.

Section 4.09. Secretary. The Secretary shall:

- (a) act as secretary of all meetings of the Board and shall keep a record of all meetings of the Board in books provided for that purpose;
- (b) cause all notices to be duly given in accordance with these bylaws and as required by law and prepare correspondence in relation to the business of the Corporation;
- (c) subject to Section 9.02 of these bylaws, be the custodian of the records and of the seal of the Corporation and shall cause such seal (or a facsimile thereof) to be affixed to all documents and instruments that the Board or any officer of the Corporation has determined should be executed under its seal, may sign together with any other authorized officer of the Corporation any such document or instrument, and when the seal is so affixed may attest the same;
- (d) subject to Section 9.02 of these bylaws, sign with the President, the President-Elect or any Vice President, all instruments requiring the signature or attestation of the Secretary;
- (e) following the Reorganization, prepare for publication every two years the *Proceedings of the Corporation*, which shall include reports of the Working Committees (as defined below);

(f) properly maintain and file all books, reports, statements and other documents and records of the Corporation required by law, the certificate of incorporation or these bylaws; and have all powers and perform all duties otherwise customarily incident to the office of secretary, subject to the control of the Board and, in addition, shall have such other powers and perform such other duties as may be specified in these bylaws or as may be assigned to him or her from time to time by the Board or the President.

Section 4.10. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall:

(a) have charge and supervision over and be responsible for the moneys, securities, receipts and disbursements of the Corporation, and keep or cause to be kept full and accurate records of all receipts of the Corporation;

(b) cause the moneys and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be determined by the Board or the President, and by such other officers of the Corporation as may be authorized by the Board or the President to make such determination;

(c) subject to Section 9.02 of these bylaws, cause the moneys of the Corporation to be disbursed by checks or drafts (signed by such officer or officers or such agent or agents of the Corporation, and in such manner, as the Board or the President may determine from time to time) upon the authorized depositories of the Corporation and cause to be taken and preserved proper vouchers for all moneys disbursed, provided, that no disbursement, the amount of which exceeds one thousand dollars, may be made without being certified as correct and approved by the President;

(d) render to the Board or the President, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report at the annual meeting of the Board, if called upon to do so;

(e) be empowered from time to time to require from all officers or agents of the Corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation; and

(f) have all powers and perform all duties otherwise customarily incident to the office of treasurer, subject to the control of the Board, and, in addition, shall have such other powers and perform such other duties as may be specified in these bylaws or as may be assigned to him or her from time to time by the Board or the President.

ARTICLE V

COMMITTEES OF THE CORPORATION

Section 5.01. Working Committees. The work of the Corporation in studying International Law, Public and Private, shall be carried out by committees of the Corporation (each, a "Working Committee") from time to time established by the President or the Board. Such Working Committees are encouraged to coordinate their activities with those of corresponding committees of the ILA, where such corresponding committees exist. In the absence of a corresponding committee of the ILA, a Working

Committee shall pursue such activities as may be suggested to it or approved from time to time by the President or the Board.

Section 5.02. Membership, Leadership and Duration. Each Working Committee shall consist of such Members as shall agree to serve on such Working Committee at the request of the President or the Board. In addition, each Working Committee shall have the discretion to add additional members as it sees fit. The Board may adopt other rules and regulations for the government of any Working Committee not inconsistent with the provisions of these bylaws, and each Working Committee may elect its own chairperson and adopt its own rules and regulations of government, to the extent not inconsistent with these bylaws or rules and regulations adopted by the Board. Each Working Committee shall continue for such period or periods as may be designated by the President or the Board.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.01. Designation of Committees. The Board shall have a Nominating Committee, and the Board may designate one or more other committees of the Board. Each committee shall consist of such number of Directors as from time to time may be fixed by the Board or, in the case of the Nominating Committee, by the President. Each committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent permitted by law and delegated to such committee by these bylaws or by resolution of the Board, provided that no committee shall have any power or authority in reference to the following matters:

- (a) amendments to the certificate of incorporation or these bylaws;
- (b) filling of vacancies in the Board or in any committee;
- (c) amending or repealing any resolution of the Board that by its terms may not be so amended or repealed;
- (d) delegating any of the power or authority of such committee to a subcommittee unless so authorized by the Board; and
- (e) any other matter that pursuant to the DGCL is excluded from the authority of a committee of the Board.

Section 6.02. Committee Members. Except as otherwise provided in the certificate of incorporation or these bylaws, the members of each committee of the Board shall be appointed by the Board and shall serve at the pleasure of the Board; provided, that the members of the Nominating Committee may be appointed by the President if such members are not appointed by the Board and, if so appointed by the President, shall serve at the joint pleasure of the President and the Board. Each member of any committee of the Board (whether designated at an annual meeting of the Board to fill a vacancy or otherwise) shall serve for a term expiring at the next annual meeting of the Board. Each member of any such committee shall hold office until his or her successor is appointed or until his or her earlier death, resignation, removal or ceasing to be a Director.

Section 6.03. Nominating Committee. Except as otherwise provided in the certificate of incorporation or these bylaws, the Nominating Committee shall propose nominations for such Principal Officers and Directors as may be directed by the Board or the President or, in the absence of such direction, as the Nominating Committee sees fit. Except as otherwise provided in the certificate of incorporation or

these bylaws, the Nominating Committee shall follow such rules and procedures as may be prescribed by resolution of the Board or, in the absence thereof, as the Nominating Committee may adopt.

Section 6.04. Committee Procedures. At any meeting of any committee of the Board, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business, unless (a) such committee has only one or two members, in which case a quorum shall be one member, or (b) a greater quorum is established by the Board. The vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Each committee of the Board shall keep regular minutes of its meetings and report to the Board when required. The Board may adopt other rules and regulations for the government of any committee of the Board not inconsistent with the provisions of these bylaws, and each committee of the Board may elect its own chairperson and may adopt its own rules and regulations of government, to the extent not inconsistent with these bylaws or rules and regulations adopted by the Board.

Section 6.05. Meetings and Actions of Committees. Meetings and actions of each committee of the Board shall be governed by, and held and taken in accordance with, the provisions of the following sections of these bylaws, with such bylaws being deemed to refer to the committee, its members and its chairperson (if any) in lieu of the Board, its members and the President or Secretary, respectively:

- (a) Section 3.04 (to the extent relating to place and time of meetings);
- (b) Section 3.05 (relating to notice and waiver of notice), except that a committee of the Board may, by resolution of a majority of the members of such committee, adopt lesser notice requirements than those specified in Section 3.05(a);
- (c) the third sentence of Section 3.06 (relating to participation of interested Directors);
- (d) Section 3.07 and Section 3.09 (relating to telephonic communication and action without a meeting), except that a committee of the Board may, by resolution of a majority of the members of such committee, adopt a lesser notice requirement than that specified in Section 3.07 for a request by a member of such committee to participate remotely in a meeting of such committee; and
- (e) Section 3.08 (relating to adjournment and notice of adjournment).

Special meetings of committees of the Board may also be called by resolution of the Board.

Section 6.06. Resignations and Removals of Committee Members. Any member of any committee of the Board may resign from such position at any time by delivering a written notice of resignation, either in writing signed by such member or by electronic transmission, to the Board or the President. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any member of any committee of the Board may be removed from such position at any time, either for or without cause, by resolution adopted by a majority of the total authorized number of Directors acting at a meeting of the Board or by written consent in accordance with the DGCL and these bylaws.

Section 6.07. Vacancies on Committees. If a vacancy occurs in any committee of the Board for any reason the remaining members may continue to act if a quorum is present. A committee vacancy may only be filled by a majority of the total authorized number of Directors.

ARTICLE VII

INDEMNIFICATION

Section 7.01. Indemnification.

(a) Subject to Section 7.01(c) of these bylaws, the Corporation shall indemnify, to the fullest extent permitted by the DGCL or applicable law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (each, a “proceeding”) by reason of the fact that such person is or was serving or has agreed to serve as a Director or officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted by such person in such capacity, and who satisfies the applicable standard of conduct set forth in section 145 of the DGCL and any other applicable law:

(i) in a proceeding other than a proceeding by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or on such person’s behalf in connection with such proceeding and any appeal therefrom, or

(ii) in a proceeding by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys’ fees but excluding judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person or on such person’s behalf in connection with the defense or settlement of such proceeding and any appeal therefrom (but if such person shall have been adjudged to be liable to the Corporation indemnification of expenses is permitted under this clause (ii) only upon a judicial determination in accordance with the requirements of section 145(b) of the DGCL as to such person’s entitlement to indemnification).

(b) To the extent that a present or former Director or officer of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 7.01(a) of these bylaws or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith. [DGCL § 145(c)]

(c) Notwithstanding anything to the contrary set forth in Section 7.01(a) of these bylaws, the Corporation shall not be required to indemnify a present or former Director or officer of the Corporation in respect of a proceeding (or part thereof) instituted by such person on his or her own behalf, unless such proceeding (or part thereof) has been authorized by the Board or the indemnification requested is pursuant to the last sentence of Section 7.03 of these bylaws.

(d) If the Corporation is a “private foundation” under the Internal Revenue Code of 1986 (as it may be amended, the “Code”), no indemnification shall be provided hereunder to the extent that such indemnification would result in a violation of section 4941 of the Code.

Section 7.02. Advance of Expenses. The Corporation shall advance all expenses (including reasonable attorneys’ fees) incurred by a present or former Director or officer in defending any proceeding prior to the final disposition of such proceeding upon written request of such person and delivery of an undertaking by such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation under this Article or applicable law. The Corporation may authorize any counsel for the Corporation to represent (subject to applicable conflict of interest

considerations) such present or former Director or officer in any proceeding, whether or not the Corporation is a party to such proceeding. [DGCL § 145(e)]

Section 7.03. Procedure for Indemnification. Any indemnification under Section 7.01 of these bylaws or any advance of expenses under Section 7.02 of these bylaws shall be made only against a written request therefor (together with supporting documentation) submitted by or on behalf of the person seeking indemnification or an advance of expenses. Indemnification may be sought by a person under Section 7.01 of these bylaws in respect of a proceeding only to the extent that both the liabilities for which indemnification is sought and all portions of the proceeding relevant to the determination of whether the person has satisfied any appropriate standard of conduct have become final. A person seeking indemnification may seek to enforce such person's rights to indemnification (as the case may be) in the Delaware Court of Chancery to the extent all or any portion of a requested indemnification has not been granted within 90 days of the submission of such request. All expenses (including reasonable attorneys' fees) incurred by such person in connection with successfully establishing such person's right to indemnification under this Article, in whole or in part, shall also be indemnified by the Corporation to the fullest extent permitted by law.

Section 7.04. Burden of Proof. In any proceeding brought to enforce the right of a person to receive indemnification to which such person is entitled under Section 7.01 of these bylaws, the Corporation has the burden of demonstrating that the standard of conduct applicable under the DGCL or other applicable law was not met. A prior determination by the Corporation (including its Board or any committee thereof, or its independent legal counsel) that the claimant has not met such applicable standard of conduct does not itself constitute evidence that the claimant has not met the applicable standard of conduct.

Section 7.05. Contract Right; Non-Exclusivity; Survival.

(a) The rights to indemnification provided by this Article VII shall be deemed to be separate contract rights between the Corporation and each Director and officer who serves in any such capacity at any time while these provisions as well as the relevant provisions of the DGCL are in effect, and no repeal or modification of any of these provisions or any relevant provisions of the DGCL shall adversely affect any right or obligation of such Director or officer existing at the time of such repeal or modification with respect to any state of facts then or previously existing or any proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such "contract rights" may not be modified retroactively as to any present or former Director or officer without the consent of such Director or officer.

(b) The rights to indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other indemnification or advancement of expenses to which a present or former Director or officer of the Corporation may be entitled as to action in such person's official capacity or as to action in another capacity while holding such office. [DGCL § 145(f)]

(c) The rights to indemnification and advancement of expenses provided by this Article VII to any present or former Director or officer of the Corporation shall inure to the benefit of the heirs, executors and administrators of such person. [DGCL § 145(f), (j)]

Section 7.06. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was or has agreed to become a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person or on such person's behalf in any such capacity, or arising out of such person's status as such,

whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII. [DGCL § 145(g)]

Section 7.07. Employees and Agents. The Board may cause the Corporation to indemnify any present or former employee or agent of the Corporation in such manner and for such liabilities as the Board may determine, up to the fullest extent permitted by the DGCL and other applicable law.

Section 7.08. Interpretation; Severability. Terms defined in sections 145(h) or (i) of the DGCL have the meanings set forth in such sections when used in this Article VII. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or officer of the Corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE VIII

OFFICES

Section 8.01. Registered Office. The registered office of the Corporation in the State of Delaware shall be located at the location provided in Article II of the certificate of incorporation. [DGCL § 131]

Section 8.02. Other Offices. The Corporation may maintain offices at such other locations within or without the State of Delaware as the Board may from time to time determine.

ARTICLE IX

GENERAL PROVISIONS

Section 9.01. Conduct of Business. The Corporation shall at all times conduct its business and affairs so as to qualify and remain qualified as exempt from federal income tax under section 501(c)(3) of the Code.

Section 9.02. Execution of Instruments; Contracts.

(a) Except as otherwise required by law or the certificate of incorporation, the Board or any officer of the Corporation authorized by the Board may authorize any other officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Corporation. Any such authorization must be in writing or by electronic transmission and may be general or limited to specific contracts or instruments. Contracts may not be entered into on behalf of the Corporation unless and except as authorized by the Board pursuant to this Section 9.02(a).

(b) Loans or advances shall not be contracted on behalf of the Corporation, and notes or other evidences of indebtedness shall not be issued in the name of the Corporation, unless and except as authorized by the Board pursuant to this Section 9.02(b). Any such authorization must be in writing or by electronic transmission, may be general or limited to specific instances and may include authorization to pledge, as security for the repayment of any and all loans or advances authorized, any and all securities and other personal property any time held by the Corporation.

Section 9.03. Surety Bonds. The Board may require a Director, officer, agent or employee of the Corporation who is authorized to sign checks, or to cash checks drawn to the order of the Corporation, or to handle or disburse funds of the Corporation, to give bond to the Corporation, with sufficient surety and in an amount satisfactory to the Board, for the faithful performance of his or her duties, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

Section 9.04. Voting as Stockholder. Unless otherwise determined by resolution of the Board, any officer of the Corporation shall have full power and authority on behalf of the Corporation to attend any meeting of stockholders of any corporation in which the Corporation may hold stock, and to act, vote (or execute proxies to vote) and exercise in person or by proxy all other rights, powers and privileges incident to the ownership of such stock at any such meeting, or through action without a meeting. The Board may by resolution from time to time confer such power and authority (in general or confined to specific instances) upon any other person or persons.

Section 9.05. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January of each year and shall terminate in each case on December 31.

Section 9.06. Seal. The seal of the Corporation shall be circular in form and shall contain the name of the Corporation, the phrase “organized 1922 incorporated 2012,” and the words “Corporate Seal” and “Delaware”. The form of such seal shall be subject to alteration by the Board. The seal may be used by causing it or a facsimile thereof to be impressed, affixed or reproduced, or may be used in any other lawful manner.

Section 9.07. Books and Records; Inspection. Except to the extent otherwise required by law, the books and records of the Corporation shall be kept at such place or places within or without the State of Delaware as may be determined from time to time by the Board.

Section 9.08. Electronic Transmission. “Electronic transmission”, as used in these bylaws, means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. [DGCL § 232(c)]

ARTICLE X

AMENDMENT OF CERTIFICATE OF INCORPORATION AND BYLAWS: CONSTRUCTION

Section 10.01. Amendments. These bylaws may be amended, altered or repealed by resolution adopted by the affirmative vote of the Board. Any such amendment by the Board shall be reported to the Members at the next following meeting of Members. No amendment, alteration, change or repeal of these bylaws shall be effected which will result in the denial of tax-exempt status to the Corporation under section 501(c)(3) of the Code. [DGCL 242(b)(3); 109(a)]

Section 10.02. Construction. In the event of any conflict between the provisions of these bylaws as in effect from time to time and the provisions of the certificate of incorporation as in effect from time to time, the provisions of the certificate of incorporation shall be controlling.